# DJ MEDIAPRINT & LOGISTICS LIMITED

(Formerly known as D J Logistic Solutions Private Limited)

**DJMLCS/BSE351/2025-26** July 01, 2025

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, 5th Flr, Plot No C/1
G Block, BKC, Mumbai-400051.
**NSE Symbol-DJML**

**ISIN: INEOB1K01014**

Dear Sir/Madam,

**Sub: Submission of Annual Report for the F.Y. 2024-25 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In compliance with the Companies Act 2013, ('Act') rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Please find enclosed the Annual Report and Notice of Annual General Meeting for the Financial Year 2024-25, which is being sent to the Shareholders through electronic mode whose e-mail addresses are registered with the Company/Depository Participant(s) ('DPs'). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the web link from where the Annual Report can be accessed on the Company's website.

**Information at glance:**

| Particulars | Details |
|---|---|
| Time and date of AGM | 4:00 p.m. IST, Wednesday, July 23, 2025 |
| Mode | Video conference and other audio-visual means |
| Final dividend record date | Wednesday, July 16, 2025 |
| Final dividend payment date | On or before August 22, 2025 |
| Cut-off date for e-voting | Wednesday, July 16, 2025 |
| E-voting start time and date | 9:00 a.m. IST, Sunday, July 20, 2025 |
| E-voting end time and date | 5:00 p.m. IST, Tuesday, July 22, 2025 |
| E-voting website of CDSL | https://www.evotingindia.com/ |

The Annual Report containing the Notice of the 16th Annual General Meeting is also uploaded on the Company's website www.djcorp.in

Request you to kindly take the same on record.

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

# ANNUAL REPORT 2024-25




www.djcorp.in

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To view this report online or to know more about us, please visit http://www.djcorp.in

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8000 SQ. FT. FULL EQUIPPED
RMS CENTER IN
**MYSURU, KARNATAKA**



**REPORTING PERIOD** This Report provides information for the financial year 1st April, 2024 to 31st March, 2025.

**REPORTING STRUCTURE** The financial and statutory data presented in the Report is in accordance with the legal frameworks. These include reporting requirements under the Companies Act, 2013 and the rules made thereunder, Indian Accounting Standards (IndAS), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, among others.

**BOARD RESPONSIBILITY STATEMENT** The contents of this Report have been read and reviewed by the Company's Senior Management, under the guidance of the Board. This ensured the integrity, accuracy and completeness of the information disclosed in the Report.

**FORWARD-LOOKING STATEMENTS** Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects and are generally identified by forward looking words such as 'believe', 'plan', 'anticipate', 'continue', 'estimate', 'expect', 'may', 'will' or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise





# Corporate Information

## BOARD OF DIRECTORS

**Mr. Dinesh Muddu Kotian**
Chairman (Managing Director)
(DIN: 01919855)

**Mr. Deepak Pandurang Bhojane**
Whole-time Director
(DIN: 02585388)

**Mr. Deepak Dattaram Salvi**
Whole-time Director
(DIN:02588250)

**Mr. Devadas Alva**
Non-Executive Director
(DIN: 06902537)

**Mr. Navinchandra Rama Sanil**
Independent Director
(DIN: 08648083)

**Mr. Dwarka Prasad Gattani**
Non-Executive Director
(DIN: 06865570)

**Mr. Ganesh Nathuram Dhonde**
Independent Director
(DIN: 10664920)
*(Appointed w.e.f June 18, 2024)*

**Ms. Nirmala Patwa**
Independent Director
(DIN: 10664922)
*(Appointed w.e.f June 18, 2024)*

**Ms. Deeksha Devadiga**
Independent Director
(DIN: 08652925)
*(Resigned w.e.f June 18, 2024)*

**Mr. Purushottam Mahadeo Dalvi**
Independent Director
(DIN: 08648037)
*(Resigned w.e.f June 18, 2024)*

## CHIEF FINANCIAL OFFICER
**Mr. Dhanraj Dayanand Kunder**

## COMPANY SECRETARY & COMPLIANCE OFFICER
**Ms. Khushboo Mahesh Lalji**

## BANKERS
**State Bank of India**

## STATUTORY AUDITORS
**M/s ADV & Associates.,**
Chartered Accountants

## SECRETARIAL AUDITOR
**M/s Abbas Jawadwala & Associates.,**
Practicing Company Secretaries

## REGISTRAR AND SHARE TRANSFER AGENT
**Purva Sharegistry (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:support@purvashare.com
Website: www.purvashare.com

## 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 No. : 022 – 2788 9340/41/43,
E-Mail ID: cs@djcorp.in
Website: www.djcorp.in

# EXPANDING HORIZONS, ELEVATING EXCELLENCE

As we reflect on the past year, we are proud to celebrate the milestones we've achieved and the progress we've made. FY 2025 has been a transformative year for DJML, marked by strategic growth initiatives, innovative solutions, and a relentless pursuit of excellence.

Our acquisition of a 51% stake in Sai Links, a partnership firm, is a testament to our proactive approach to growth and our dedication to delivering long-term value to our stakeholders. By integrating their strengths with our own, we are poised to unlock new opportunities, drive innovation, and enhance our service offerings.

Our corporate actions this year have been guided by a clear vision – to position DJML as a leader in our industry, known for our expertise, innovation, and customer-centric approach. We have made significant strides in expanding our capabilities, investing in cutting-edge technologies, and nurturing a culture of excellence within our organization.

We are pleased to announce the addition of two new Record Management Centres in Mysuru, Karnataka, and Bhiwandi, Maharashtra. These state-of-the-art facilities will enable us to further enhance our record management capabilities, providing our customers with even more efficient and effective solutions. With these additions, we are well-positioned to cater to the growing demands of our customers and solidify our position as a leader in the industry.

As we continue to navigate the complexities of our industry, we remain focused on driving growth, enhancing our services, and building long-term relationships with our customers, partners, and employees. This annual report highlights our achievements, challenges, and opportunities, providing a comprehensive overview of our performance in FY 2025. We hope it offers valuable insights into our journey and inspires confidence in our ability to navigate the complexities of our industry while delivering value to our stakeholders.





## HIGHLIGHTS OF THE YEAR

### STRATEGIC ACQUISITION
Our investment and acquisition have expanded our capabilities and strengthened our market position.

### GROWTH AND INNOVATION
Our corporate actions have driven growth, innovation, and long-term value creation.

### EXPANDED CAPABILITIES
We have enhanced our service offerings and solutions for customers.

### MARKET PRESENCE
Our market presence has expanded, enabling us to reach new customers and build long-term relationships.

### STRONGER POSITION
We have strengthened our position in the market, positioning us for sustained success.

# VISION MISSION GOAL

At DJML, we are driven by a shared purpose and a set of guiding principles that shape our actions and decisions. Our vision, mission, and core values serve as the foundation for our business, enabling us to deliver exceptional value to our customers, stakeholders, and the environment. With a relentless focus on innovation, quality, and customer satisfaction, we strive to make a positive impact in the printing and logistics industry.



## OUR VISION

**Pioneering Excellence**

To be the pioneering leader in printing and logistics solutions worldwide, setting new benchmarks in quality, innovation, and customer satisfaction.

## OUR MISSION

**Delivering Value**

To deliver profitable growth through superior customer service, innovation, quality, and commitment, making us the customer's first and best choice.





## OUR GOAL

**Creating Value Through Innovation and Excellence**

Our goal is to deliver sustainable growth by providing innovative, high-quality services & solutions. We aim to exceed customer expectations through reliability, responsiveness, and continuous improvement. By embracing technology and fostering strong partnerships, we strive to create lasting value for our clients, employees, and the communities we serve.

# OUR CORE VALUES THE DNA OF DJML

### Integrity in Action: Doing the Right Thing

We operate with unwavering integrity, transparency, and accountability, upholding the highest standards of ethics and professionalism in all our interactions. We are committed to honesty, fairness, and respect in our business dealings, building trust with our stakeholders and the wider community.

### Together We Thrive: Collaboration and Teamwork

We believe in the power of collaboration, working together as a team and with our partners to drive growth, innovation, and success. We share knowledge, expertise, and resources to achieve common goals and celebrate each other's successes.




### Innovate to Elevate: Embracing the Future

We foster a culture of innovation, embracing new technologies, ideas, and perspectives to stay ahead of industry trends and deliver cutting-edge solutions. We encourage experimentation, learning, and collaboration to drive innovation and creativity.

### Sustainability Matters: Protecting Our Planet

We are committed to environmental sustainability and social responsibility, striving to minimize our impact on the environment and contribute to the well-being of our communities. We prioritize eco-friendly practices, reduce waste, and promote sustainable development.

### Customer First: Delivering Exceptional Experiences

We are passionate about delivering exceptional customer experiences, exceeding expectations, and building long-term relationships through quality service, innovation, and timely delivery. Our customers are at the heart of everything we do, and we strive to understand their needs and preferences to deliver tailored solutions.

### Excellence in Everything: Continuous Improvement

We pursue excellence in everything we do, continuously improving our processes, services, and solutions to meet evolving customer needs and stay ahead of the competition. We learn from our mistakes, innovate, and adapt to changing market conditions.

# SHAPING OUR FUTURE TOGETHER

*At DJML, we are committed to driving growth, innovation, and success while making a positive impact on our stakeholders and the environment. Our values and strategies are designed to ensure we stay ahead of the curve and deliver exceptional experiences to our customers.*

## CUSTOMER OBSESSION

We put customers at the heart of everything we do, delivering personalized experiences that exceed expectations. Our customer-centric approach builds loyalty, drives retention, and fuels growth.

## OPERATIONAL EXCELLENCE

We strive for operational excellence, optimizing processes and systems to drive efficiency and effectiveness. Our commitment to continuous improvement enables us to deliver high-quality products and services.

## CUSTOMER FEEDBACK AND INSIGHTS

We listen to our customers, gathering feedback and insights to inform product development and service delivery. Our customer-centric approach enables us to deliver personalized experiences that exceed expectations.

## STRATEGIC FORESIGHT

We anticipate market shifts and adapt to changing needs, ensuring our business remains agile and responsive. Our strategic vision enables us to navigate challenges and capitalize on opportunities.

## DIGITAL ACCELERATION

We harness the power of digital technologies to drive innovation, efficiency, and growth. Our digital transformation journey enables us to stay competitive, deliver exceptional customer experiences, and shape the future of our industry.

## GOVERNANCE AND INTEGRITY

We uphold strong corporate governance practices, ensuring transparency, accountability, and integrity in our operations. Our commitment to ethics and compliance builds trust with stakeholders and drives long-term success

## SOCIAL RESPONSIBILITY

We prioritize social responsibility, driving positive change in the communities we serve. Our commitment to corporate citizenship and philanthropy enhances the lives of our stakeholders and contributes to a better world.

# RISING BEYOND:
# CONNECTING INDIA

**18+**
Locations across India

**1,000+**
Active Business Clients

**4,00,000 SQ.FT.+**
Warehousing Space

**40,000 SQ.FT.+**
Office Space

## FINANCIAL

### STANDALONE

*(₹ in Lakhs)*

**7,806.69**
Revenue

**804.92**
PBT

**654.91**
PAT

**1727.02**
EBITDA

**22.12%**
EBITDA Margin *( In%)*

### CONSOLIDATED

*(₹ in Lakhs)*

**8,208.82**
Revenue

**827.79**
PBT

**672.03**
PAT

**1774.88**
EBITDA

**21.62%**
EBITDA Margin *( In%)*



# OUR PRESENCE



International
**GUANGZHOU, CHINA**

**LUCKNOW**
**UP**

**DELHI**

**GURUGRAM**
**DELHI**

**HYDERABAD**
**TELANGANA**

**PUDUCHERRY**

**AHMEDABAD,**
**GUJARAT**

**MUMBAI**
**MAHARASHTRA**

**NAVI-MUMBAI**
**MAHARASHTRA**

**MYSURU**
**KARNATAKA**

**BENGALURU**
**KARNATAKA**



# DELIVERING VALUE

## THE DJ MEDIAPRINT & LOGISTICS LIMITED WAY

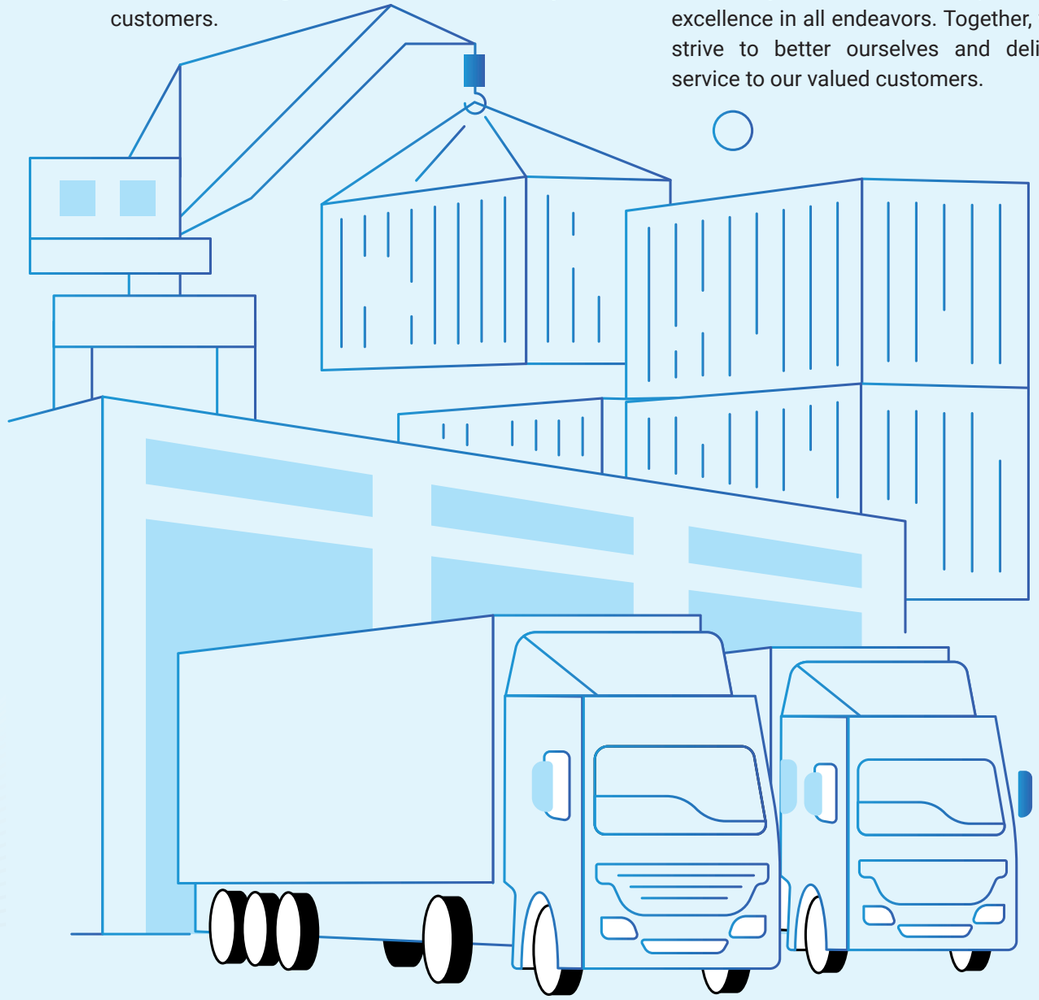
DJ Mediaprint & Logistics Limited has established itself as a prominent entity in the printing and logistics industry, leveraging its comprehensive expertise across various domains to deliver a wide range of services. Our extensive portfolio encompasses commercial printing services, , post and courier services, graphic design, security printing, newspaper advertising, record and data management, scanning and digitization, bulk mailing, manpower supply, logistics, and software solutions. By integrating these services under one umbrella, we provide our clients with a holistic suite of solutions designed to meet their diverse needs and exceed expectations.

Our journey, which began in 1999 with a small team of five members, has been marked by significant milestones and a relentless pursuit of excellence. We launched our mailing operations in 1999, laying the groundwork for our expansion. By 2009, we transitioned to a corporate structure, establishing DJ Logistic Solutions Private Limited, which enabled us to offer a broader range of services, including designing, printing, courier, and postal services. We also gained recognition with a prestigious CRISIL rating and expanded our presence with two branch offices in New Delhi. In 2017, we rebranded as DJ Mediaprint & Logistics Limited, signaling our commitment to growth and diversification. Our dedication to quality was further validated by ISO certifications, including ISO 9001:2015, ISO 270001, and CMMI Level 3. Subsequently, in 2019, we obtained the IBA-approved Security Printing License, followed by a listing on the SME platform of the Bombay Stock Exchange in 2020 and successfully migrated on the Main Board of BSE and NSE Limited in 2022.

**WHERE EVERY DETAIL MATTERS, AND EVERY DELIVERY COUNTS**

At DJ Mediaprint & Logistics Limited, we take pride in our state-of-the-art infrastructure, which supports our operations with branch offices strategically located across multiple cities. Our facilities house a diverse array of over 42 types of machines for offset and digital printing, catering to a wide spectrum of printing needs. From design to dispatch, all processes are seamlessly integrated under one roof within our expansive facility. We prioritize the use of cutting-edge technology to enhance our services, including imported software with anti-counterfeit features for value document printing. Furthermore, our facilities are equipped with reliable power backup systems to ensure uninterrupted workflow, ensuring convenience and efficiency for our customers.

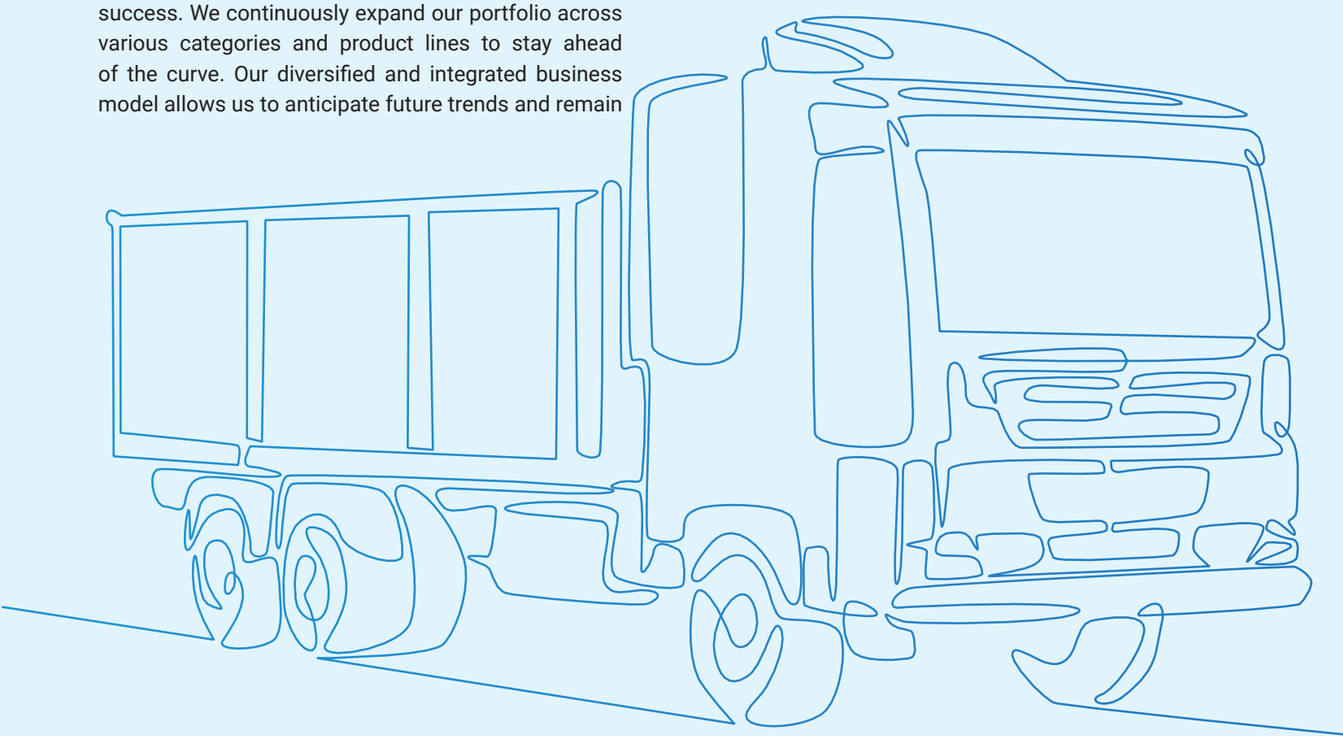
Expanding our footprint beyond , we have established a pan-India presence. These centers, spanning over 400000 square feet, are equipped with state-of-the-art RMS/DMS software and robust security measures to safeguard our clients' data. At DJ Mediaprint & Logistics Limited, we firmly believe in the power of collaboration between human ingenuity and cutting-edge technology. While we appreciate the remarkable capabilities of technology, we hold in high regard the intellect and noble intentions of our dedicated workforce. We foster a culture of innovation and creativity, encouraging our employees to bring forth new ideas and solutions. As a unit, we function as a supportive family, striving collectively to enhance our capabilities and achieve excellence in all endeavors. Together, we continuously strive to better ourselves and deliver exceptional service to our valued customers.



At DJ Mediaprint & Logistics Limited, we pride ourselves on being the most trusted partner for our customers when it comes to quality, assurance, and timely delivery. Customer satisfaction is at the heart of everything we do, and we are dedicated to delivering products and services of the highest caliber. Our unwavering commitment to quality is evident in every aspect of our operations. We believe that every piece of our product and every service we provide should be of top-notch quality, reflecting our dedication to excellence. Our aim is to not only meet but exceed our customers' expectations, building lasting relationships based on trust and mutual respect. Through our relentless focus on quality and customer satisfaction, we have earned the trust and goodwill of our customers. We cherish these relationships and remain steadfast in our commitment to delivering unparalleled value and service.

At DJ Mediaprint & Logistics Limited, our ultimate goal is to foster enduring partnerships with our customers, built on a foundation of trust, quality, and mutual success. We continuously expand our portfolio across various categories and product lines to stay ahead of the curve. Our diversified and integrated business model allows us to anticipate future trends and remain agile in an ever-evolving marketplace. Our primary endeavor is to drive overall business growth while ensuring the resilience of our supply chain. By staying proactive and adaptable, we aim to meet the dynamic needs of our customers and industry. In recent years, we have experienced exponential growth in our profit margins, nearly tripling our initial figures. These statistics underscore our consistent track record of success and reaffirm our position as a leader in the print and logistics sector.

At DJ Mediaprint & Logistics Limited, we are committed to continuous innovation, growth, and excellence, and we look forward to further expanding our footprint and delivering value to our customers and stakeholders in the years to come. We will concentrate our efforts on maximizing the potential of our core business while also exploring opportunities for expansion into adjacent spaces and new areas of business. By maintaining a sharp focus on growth, we aim to capitalize on emerging market trends and evolving customer needs. Our dedication to innovation and excellence will drive us forward as we embark on this exciting journey of growth and exploration. We are poised to seize new opportunities, create value for our customers, and achieve even greater heights of success in the years to come.



With a strong foundation, a talented team, and a relentless pursuit of excellence, we are confident in our ability to navigate the complexities of the print and logistics industry and emerge as a leader in the market. Our commitment to quality, customer satisfaction, and innovation will continue to guide us as we strive to exceed expectations and deliver exceptional value to our customers.

As we look to the future, we remain focused on building long-term relationships with our customers, partners, and stakeholders. We believe that our success is directly tied to the success of those we serve, and we are dedicated to helping them achieve their goals and objectives. By working together, we can create a brighter future for all and drive growth and prosperity in the industries we serve.

As we continue on our journey, we remain steadfast in our commitment to innovation, quality, and customer satisfaction. With a proven track record of success and a strong foundation in place, we are poised for further growth and expansion. Our diversified and integrated business model, combined with our state-of-the-art infrastructure and talented team, positions us well to capitalize on emerging market trends and evolving customer needs. We are excited about the opportunities that lie ahead and look forward to continuing to deliver value to our customers, partners, and stakeholders. With a focus on excellence, innovation, and customer-centricity, DJ Mediaprint & Logistics Limited is well-equipped to navigate the complexities of the print and logistics industry and achieve even greater heights of success in the years to come.



**DELIVERING MORE THAN JUST PRODUCTS AND SERVICES, DELIVERING EXPERIENCES**

# CORE STRENGTHS

## THE FOUNDATION OF OUR SUCCESS

At DJ Mediaprint & Logistics Limited, our core strengths are the foundation of our success. These strengths have enabled us to establish a strong presence in the market, drive growth, and achieve our strategic objectives. Our core strengths are the key drivers of our business, and we continue to leverage them to deliver value to our customers, stakeholders, and employees.



# EMPOWERING CUSTOMER RELATIONSHIPS THROUGH PROXIMITY




Our Pan-India presence is a significant strength that enables us to establish a strong network and foster close relationships with our customers. By being close to our customers, we can respond to their needs promptly, drive loyalty, and deliver long-term value. Our extensive network allows us to reach customers in various regions, providing them with timely support and services. This proximity to our customers enables us to understand their needs better, tailor our services to meet their requirements, and build strong relationships that drive repeat business.

## ‘CATALYST FOR GROWTH’

# STREAMLINED PROCESSES FOR ENHANCED EFFICIENCY

Our integrated setup is another core strength that enables us to deliver high-quality products and services consistently. By streamlining our processes from manufacturing to distribution, we can optimize operational costs, enhance customer satisfaction, and drive business growth. Our integrated setup allows us to eliminate inefficiencies and redundancies, ensuring that our products and services meet the highest standards of quality. This enables us to build trust with our customers, drive loyalty, and establish long-term relationships.




**“OPERATIONAL EXCELLENCE”**

# ONE-STOP SOLUTION FOR DIVERSE NEEDS



Our full-service capabilities are a key strength that enables us to cater to the diverse needs of our customers under one roof. Whether it's product customization, after-sales support, or logistics management, we provide a comprehensive solution that enhances customer convenience and loyalty. Our one-stop solution approach enables us to meet the evolving needs of our customers, drive customer satisfaction, and build strong relationships. By providing a range of services, we can also cross-sell and upsell our products and services, driving business growth and revenue.

## "CUSTOMER CENTRIC APPROACH"

# EMPOWERING EMPLOYEES FOR SUCCESS

Our people are our greatest asset, and we invest in their development to drive business growth. By attracting and retaining top talent, we can build a high-performing team that delivers exceptional results. Our focus on employee development enables us to build a strong leadership pipeline, drive innovation, and enhance customer satisfaction.

> “TALENT ACQUISITION AND DEVELOPMENT”



# DOING GOOD WHILE DOING WELL







## SUSTAINABILITY AND SOCIAL RESPONSIBILITY

We are committed to sustainability and social responsibility, and we strive to make a positive impact on the environment and society. By adopting sustainable practices, reducing waste, and promoting eco-friendly initiatives, we can minimize our environmental footprint and contribute to a better future. Our commitment to social responsibility enables us to build trust with our stakeholders, enhance our reputation, and drive long-term value.

# COLLABORATING FOR SUCCESS

We believe in the power of partnerships and collaborations to drive business growth. By partnering with leading organizations, we can leverage their expertise, technology, and resources to enhance our products and services. Our strategic partnerships enable us to expand our reach, improve our offerings, and drive innovation.

## STRATEGIC PARTNERSHIPS



# GOVERNANCE FRAMEWORK

## BUILDING TRUST AND TRANSPARENCY

At DJ Mediaprint & Logistics Limited, we believe that effective governance is the foundation of sustainable growth and success. Our governance framework is designed to ensure transparency, accountability, and ethical conduct across all facets of our operations.



### STRATEGIC STEWARDSHIP

Our Board of Directors provides strategic guidance and oversight, ensuring alignment between organizational objectives and stakeholder expectations.

### COMPLIANCE AND INTEGRITY

We are committed to compliance with all relevant laws, regulations, and industry standards, promoting a culture of integrity and legal adherence.

### ETHICAL LEADERSHIP

Upholding ethical principles is non-negotiable in our governance philosophy, fostering an environment where ethical decision-making is paramount.

### PROACTIVE RISK MANAGEMENT

Identifying, assessing, and mitigating risks is integral to our governance strategy, enabling proactive identification of potential threats to our business objectives.

### STAKEHOLDER-CENTRIC APPROACH

We recognize the importance of engaging with our diverse stakeholder groups to foster trust, transparency, and mutual understanding.

# Governance Framework: Building Trust and Transparency

## OUR GUIDING PRINCIPLES

### EMPOWERING INNOVATION
We foster a culture of innovation and entrepreneurship, encouraging creativity and calculated risk-taking.

### CARING FOR OUR STAKEHOLDERS
We prioritize the well-being of our stakeholders, including employees, customers, and communities.

### LEADING WITH EXCELLENCE
We strive for excellence in leadership, guiding our organization with vision, integrity, and expertise.

### DELIVERING QUALITY
We are committed to delivering high-quality products and services, exceeding expectations and setting industry benchmarks.

### DRIVING GROWTH THROUGH INNOVATION
We encourage innovation and continuous improvement, leveraging technology and best practices to drive growth and sustainability.

## INTEGRITY AND COMPLIANCE

The foundation of our culture

### OUR COMMITMENT TO ETHICS AND COMPLIANCE
Our Code of Business Conduct and Ethics serves as a guiding framework for our directors, officers, and employees, ensuring that we conduct business with integrity and make decisions that align with our values.

### BENEFITS OF OUR APPROACH
A strong culture of integrity and compliance enables us to attract and retain top talent, cultivate strong relationships, and confidently explore new market opportunities.

## OUR GOVERNANCE STRUCTURE

### BOARD OF DIRECTORS:
Our Board provides strategic guidance and oversight, safeguarding the interests of shareholders and stakeholders while driving sustainable growth.

### COMMITTEES
Our committees play a vital role in overseeing management performance, strategy development, and governance enhancement, ensuring that our organization is managed effectively and efficiently.

## How Our Governance Structure Works

### CLEAR ROLES AND RESPONSIBILITIES
Our governance structure delineates clear roles and responsibilities for each business entity, empowering them to fulfill their mandates effectively.

### DELEGATION OF AUTHORITY
We facilitate delegation of authority and empowerment at all levels, fostering a culture of ownership and accountability that drives organizational excellence and value creation.

### REGULAR EVALUATIONS
We conduct regular evaluations to ensure the efficacy and adaptability of our governance structures, allowing us to evolve in tandem with changing business dynamics and regulatory landscapes.

## Benefits of Our Governance Framework

### EFFECTIVE LEADERSHIP:
Our governance framework ensures effective and ethical leadership, promoting responsible business practices and long-term sustainability.

### ROBUST OVERSIGHT
Our governance structure facilitates robust oversight and management of our affairs, safeguarding the interests of shareholders and stakeholders.

### ORGANIZATIONAL EXCELLENCE
Our governance framework drives organizational excellence and value creation, empowering us to achieve our strategic objectives and drive sustainable growth.

## Effective Governance: The Role of the Board and Committees

### The Board's Key Responsibilities:

#### STRATEGIC DIRECTION
The Board oversees the development and implementation of the Company's strategic plans, ensuring that they align with the organization's goals and objectives.

#### PERFORMANCE EVALUATION
The Board evaluates the Company's economic, financial, and non-financial performance, providing guidance and oversight to ensure that the organization is meeting its targets.

#### LEADERSHIP DEVELOPMENT
The Board appoints and assesses members of the Executive Board, ensuring that the Company has the leadership it needs to drive growth and sustainability.

### The Role of Committees:

#### SPECIALIZED OVERSIGHT
The Board establishes committees to provide specialized oversight and guidance in key areas of corporate governance, such as audit, nomination and remuneration, and stakeholder relationships.

#### EXPERTISE AND INSIGHTS:
These committees comprise seasoned professionals with diverse expertise, providing valuable insights and guidance to the Board and management.

#### RISK MANAGEMENT AND PERFORMANCE EXCELLENCE:
The committees help to identify and mitigate risks, drive performance excellence, and ensure that the Company is managed in a responsible and sustainable way.

## BENEFITS OF OUR GOVERNANCE APPROACH

**HIGH STANDARDS OF GOVERNANCE**
Our governance approach ensures that the Company upholds the highest standards of governance, transparency, and accountability.

**LONG-TERM SUSTAINABILITY**
Our Board and committees are committed to advancing the Company's mission and delivering sustainable value to all stakeholders.

**COLLABORATIVE LEADERSHIP**
Through collaborative efforts between the Board and its committees, we foster a culture of continuous improvement and proactive governance.

| COMMITTEE | RESPONSIBILITIES | CHAIRPERSON & MEMBERS |
|---|---|---|
| **Audit** | Regularly reviews financial statements, internal audit reports, audit plans, significant findings, adequacy of internal controls, compliance with accounting standards and more | Ms. Ganesh Dhonde (C) (w.e.f. June 18, 2024)<br>Mr. Navinchandra Rama Sanil (M)<br>Mr.Dinesh Muddu Kotian (M) |
| **Nomination and Remuneration** | Reviews the remuneration of Directors and persons who may be appointed to senior management and key managerial positions | Mr. Navinchandra Rama Sanil (C)<br>Mr. Devadas Alva (M)<br>Ms. Nirmala Patwa (M)<br>(w.e.f. June 18, 2024) |
| **Stakeholder Relationship** | Responsible for resolving shareholder grievances | Mr. Navinchandra Rama Sanil (C)<br>Mr. Dwarka Prasad Gattani(M)<br>Mr. Dinesh Muddu Kotian(M) |
| **Corporate Social Responsibility** | Oversees the Company's CSR initiatives and ensures alignment with its social responsibility objectives. | Mr. Dinesh Muddu Kotian(C)<br>Mr. Deepak P Bhojane (M)<br>Ms. Nirmala Patwa (M)<br>(w.e.f. June 18, 2024) |

By embracing this governance framework, we aim to build a sustainable and successful organization that creates value for all stakeholders



# BOARD COMPOSITION

Our Board of Directors provides strategic guidance and oversight, ensuring that we remain focused on our goals and objectives. Their expertise and guidance enable us to navigate complex challenges and capitalize on opportunities in an ever-changing business environment.




**Mr. Dinesh Muddu Kotian**
*Founder and Managing Director*




**Mr. Deepak Bhojane**
*Whole Time Director*



**Mr. Deepak Salvi**
*Whole Time Director*




**Mr. Navinchandra Rama Sanil**
*Independent Directors*




**Mr. Devadas Alva**
*Non-Executive Directors*




**Mr. Dwarka Gattani**
*Non-Executive Directors*




**Mr. Ganesh Dhonde**
*Independent Directors*




**Ms. Nirmala Patwa**
*Independent Directors*

## Key Managerial Personnel



**Mr. Dhanraj Kunder**
*Chief Financial Officer*

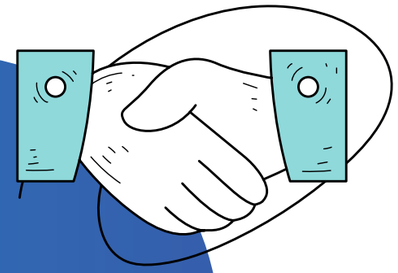


**Ms. Khushboo Mahesh Lalji**
*Company Secretary & Compliance Officer*

# STAKEHOLDER VALUE CREATION

## A CORE COMMITMENT

At the heart of our organization lies a profound dedication to creating lasting value for our diverse stakeholders. We prioritize tailored solutions that address evolving needs and expectations, fostering strong relationships and trust.

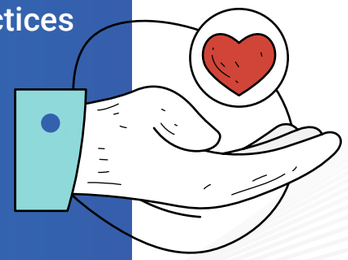


## Delivering Value

### THROUGH OUR COMMITMENT TO STAKEHOLDER VALUE CREATION, WE AIM TO

- Enhance customer experience and loyalty
- Attract, retain, and develop top talent
- Contribute positively to community development
- Deliver sustainable returns to investors
- Foster collaborative and responsible supply chain practices
- Maintain regulatory compliance and integrity







### We are committed to delivering exceptional value to our stakeholders

**OUR STAKEHOLDER PROMISE**

| | |
|---|---|
| **Customers** | Delivering personalized solutions that meet and exceed expectations, driving customer satisfaction and loyalty. |
| **Employees** | Empowering growth, innovation, and well-being through an inclusive culture, comprehensive training, and development programs. |
| **Community** | Contributing positively to societal well-being through strategic corporate social responsibility initiatives, addressing pressing challenges, and creating lasting impact. |
| **Investors** | Focusing on sustainable growth, stable returns, and transparent communication, fostering trust and confidence. |
| **Suppliers** | Collaborating through mutual respect, trust, and shared commitment to ethical practices, promoting sustainability and social responsibility. |
| **Government/ Regulatory Bodies:** | Prioritizing compliance, engaging proactively, and contributing to regulatory framework development, ensuring integrity and trust. |

### OUR APPROACH TO STAKEHOLDER VALUE CREATION IS GUIDED BY A SET OF CORE PRINCIPLES

**INTEGRITY**
Upholding the highest standards of ethics and transparency in all interactions.

**ACCOUNTABILITY**
Embracing responsibility for actions, decisions, and outcomes.

**SUSTAINABILITY:**
Fostering long-term value creation through environmentally conscious and socially responsible practices.

**INNOVATION:**
Encouraging creativity, innovation, and continuous improvement.

**COLLABORATION:**
Building strong partnerships and engaging with stakeholders to drive mutual benefit.

# SUSTAINABILITY JOURNEY

## BUILDING A BETTER FUTURE

At DJ Mediaprint & Logistics Ltd., we're dedicated to creating a positive impact on the environment, society and our stakeholders

## OUR SUSTAINABILITY FRAMEWORK



### Green Tomorrow

We're committed to minimizing our environmental footprint through sustainable practices and innovative solutions. Our goal is to reduce our carbon emissions, waste generation, and energy consumption.



### Social Responsibility

We aim to foster positive change in society through inclusive programs and community engagement. Our initiatives focus on education, healthcare, community development, and supporting those in need.



### Responsible Governance

We adhere to the highest standards of governance, ensuring transparency, accountability, and integrity in our operations. Our governance framework includes robust risk management and information security policies.

## ENVIRONMENTAL INITIATIVES

### SUSTAINABLE ENERGY



Investing in solar power to reduce reliance on fossil fuels and lower carbon emissions.



### ENVIRONMENTAL CONSERVATION

Promoting sustainability and biodiversity through tree plantation initiatives.

# SOCIAL INITIATIVES

## EMPOWERING COMMUNITIES

Provided 29 computer systems to Shri Narayana Guru English Medium School, Padubelle, Udupi, Karnataka to empower students with digital literacy and skills among students.





## FOOD AND CLOTHING DONATION

Extending support to those in need through food and clothing distribution programs, promoting social welfare and community well-being.




# EMPLOYEE ENGAGEMENT

### Volunteering and Community Service

Encouraging employee volunteering through activities like clean-up drives, charity events, and skill development programs.



# Our Impact

## ENVIRONMENTAL IMPACT

**Reduced Carbon Footprint:**
Achieved significant reduction in carbon footprint through energy-efficient initiatives and renewable energy.

## SOCIAL IMPACT

**Positive Community Engagement**
Promoted social responsibility and community engagement through various initiatives.

**Empowering Students**
Bridging the digital divide and promoting education in the community through our support to schools.




## GIVING BACK TO THE COMMUNITY

Our CSR initiatives are designed to make a meaningful impact on the communities we serve. Our support to schools and community support programs are just a few examples of our commitment to empowering students, promoting digital literacy, and supporting those in need.

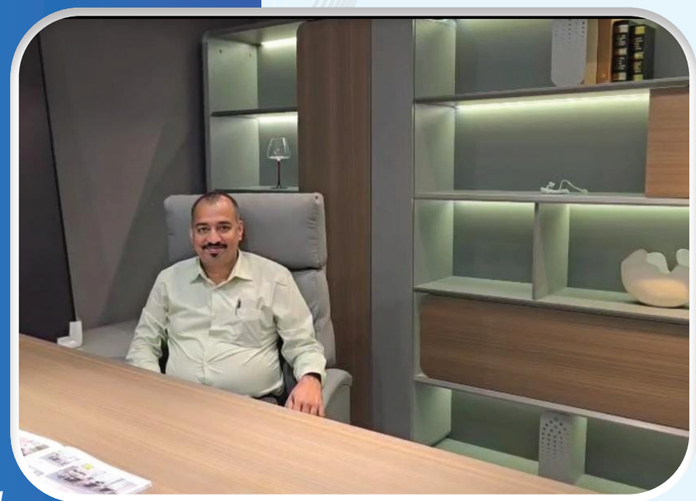
## BUILDING A SUSTAINABLE FUTURE

We're committed to prioritizing sustainability and exploring new initiatives to reduce our impact on the environment. By working together, we can create a better future for our stakeholders. Our sustainability initiatives are designed to promote long-term value creation and ensure a sustainable future for our business and the communities we serve.



# INSIGHTS FROM THE MANAGING DIRECTOR

*In FY 2024–25, DJ Mediaprint & Logistics expanded into mobility services, strengthened record management infrastructure, and delivered strong financial growth. With enhanced shareholder value and strategic investments, the company is well-positioned for India's $7 trillion economy and rising logistics demand by 2030.*



**DINESH MUDDU KOTIAN**
Managing Director
DJ MEDIAPRINT & LOGISTICS LIMITED





## Dear Shareholders,

It gives me immense pride and pleasure to present the Annual Report for the Financial Year 2024–25. Reflecting on the past year, DJ Mediaprint & Logistics Limited has undergone remarkable transformation and resilient growth, driven by strategic vision, disciplined execution, and a deep-rooted culture of excellence. In an environment marked by constant change, our unwavering resolve and proactive approach enabled us to not only navigate challenges but also seize emerging opportunities and further strengthen our market position.

This year was marked by significant milestones that reaffirm our long-term strategic vision. One such moment was the acquisition of a 51% stake in Sai Links, strategically positioning us in the fast-growing mobility services sector and opening new avenues for sustainable growth and diversification. Simultaneously, recognizing the rising demand for efficient, technology-driven storage solutions, we expanded our Record Management Centres with new state-of-the-art facilities in Karnataka, and, Maharashtra. These investments have enhanced our operational capacity, expanded our geographic reach, and reinforced our commitment to delivering seamless and scalable logistics and record management services across India.

In appreciation of the continued trust and support of our shareholders, we proudly announced and completed the issuance of bonus shares in a 2:1 ratio, which were listed and permitted for trading on the BSE and NSE Limited, effective August 16, 2024. Additionally, we allotted preferential allotment of 82,33,359 convertible equity share warrants, further strengthening our capital base and enhancing our readiness for future investments and growth opportunities.

Our financial performance during FY 2024–25 stands as a testament to the strength and resilience of our business model. We achieved robust revenue growth, driven by strategic initiatives and operational excellence, delivering a significant improvement over the previous fiscal year. Net Revenue reached ₹7806.69 Lakhs, reflecting a 36.86% increase from ₹ 5704.10 Lakhs. EBITDA stood at ₹ 1727.02 Lakhs, registering a 22.77% growth from ₹ 1406.71 Lakhs, while Profit after Tax rose to ₹ 654.91 Lakhs, an increase of 29.96% from ₹ 503.95 Lakhs. These results highlight our ongoing focus on operational efficiency, cost optimization, and value creation for our shareholders.

Beyond financial metrics, we remain committed to the highest standards of corporate governance, ethics, and transparency. Our governance framework is built to promote accountability and integrity, ensuring that all our actions align with the interests of our stakeholders. We firmly believe that our people are the cornerstone of our success, and we have made significant investments in nurturing talent through training, skill development, and leadership programs, fostering a culture that values innovation, collaboration, and continuous improvement.

In today's rapidly evolving digital landscape, we recognize technology as a critical driver of competitiveness. Embracing cutting-edge digital solutions across our operations has enabled us to optimize processes, enhance operational efficiency, and elevate customer experiences. Our unwavering focus on customer-centricity remains integral to our strategy, as we continue to deliver bespoke, best-in-class solutions tailored to the evolving needs of our clients.

As we look ahead, we are energized by the tremendous opportunities that lie before us. India's economic trajectory is poised for strong growth, with GDP projected to expand at an average annual rate of 7%, positioning the country to become a $7 trillion economy by 2030. The logistics sector, where we have a significant presence, is expected to grow from USD 228.4 billion in 2024 to approximately USD 357.3 billion by 2030, reflecting a compounded annual growth rate (CAGR) of 7.7%. Similarly, the record management and enterprise data services sector is projected to expand from USD 4.2 billion to USD 12 billion by 2030, at a striking CAGR of 16.2%. These growth trajectories align perfectly with our strategic roadmap, reinforcing our focus on leveraging technological advancements, expanding our service offerings, and enhancing operational efficiencies.

Our commitment remains steadfast: disciplined execution of strategic priorities while staying true to our core values of integrity, customer-centricity, innovation, and excellence. As we embark on the next chapter of our journey, I would like to extend my deepest gratitude to our Board members, valued customers, business partners, suppliers, and above all, our shareholders. Your trust and support have been the foundation of our achievements, and we are excited to continue building on this momentum.

With optimism and unwavering commitment, we move forward with confidence, poised to capture new opportunities and create enduring value for all our stakeholders.

> *In a rapidly transforming landscape, we've remained focused, future-ready, and resilient. Our investments, innovation, and integrity continue to shape a stronger tomorrow—for all our stakeholders.*

# THE YEAR GONE BY FROM THE CFO'S DESK...

## A Review of Financial Performance and Strategic Highlights

*DJ Mediaprint & Logistics Ltd. delivered strong financial growth in FY 2024–25, expanded into high-growth mobility services, and strengthened its digital and logistics capabilities.*

**REVENUE FROM OPERATIONS** *(In%)*

FY2024-25 / FY2023-24 ↑ **36.86%**

**EBITDA** *(In%)*

FY2024-25 / FY2023-24 ↑ **22.77%**

**PAT** *(In%)*

FY2024-25 / FY2023-24 ↑ **29.96%**

**DHANRAJ KUNDER**
Chief Financial Officer
DJ MEDIAPRINT & LOGISTICS LIMITED





## Dear Shareholders,

As we close the financial year 2024–25, it is my privilege to present a review of DJ Mediaprint & Logistics Ltd.'s performance amid an evolving economic and technological landscape. This year has been pivotal — marked by strategic execution, operational excellence, and an unwavering focus on value creation — positioning us strongly for the exciting opportunities ahead.

India's economic narrative remains one of resilience and momentum. Projections by the International Monetary Fund and McKinsey Global Institute forecast India's GDP will exceed $7 trillion by 2030, with a compounded annual growth rate (CAGR) of around 6.5% over the next five years. With a growing working population, increasing urbanization, and digital transformation initiatives, India is set to emerge as the world's third-largest economy by the end of this decade.

Critical to this growth story is the logistics sector, which serves as the backbone of the economy. India's logistics market, currently valued at approximately $435 billion, is expected to grow to $850 billion by 2030, expanding at a CAGR of 8–10%. Key drivers include the government's PM Gati Shakti infrastructure initiative, rising e-commerce penetration, and the increased demand for integrated, tech-enabled logistics solutions. Simultaneously, the records management and document digitization industry is undergoing a significant transformation. The global document management market is poised to grow at a CAGR of 12.5%, and in India, digital transformation is fueling the growth of data and records management services, with market valuations expected to touch $8 billion by 2030.

Against this dynamic backdrop, DJ Mediaprint & Logistics Ltd. has delivered a robust financial performance. Revenue for FY 2024–25 stands at ₹ 7806.69 Lakhs, reflecting a 36.86% increase over ₹5704.10 Lakhs. This growth underscores the rising demand for our integrated print-to-post solutions, digital document management, and value-added logistics services, supported by our steadfast commitment to innovation and customer-centricity.

Our EBITDA for FY 2024–25 reached ₹1727.02 Lakhs, a 22.77% increase from the previous fiscal's ₹1406.71 Lakhs. Through meticulous cost management and operational refinements, we have strengthened our margins and enhanced our profitability profile. Profit After Tax for the year stands at ₹654.91 Lakhs, marking a 29.95% growth year-on-year, a reflection of our strategic discipline and resilient business model.

A significant milestone this year was our acquisition of a 51% stake in Sai Links, a well-regarded player in the mobility services segment, effective January 22, 2025. This strategic move aligns us with a high-growth sector projected to reach $100 billion by 2030 in India. The acquisition fortifies our service portfolio, accelerates market penetration, and opens new avenues for synergies in logistics and document management — positioning us to better serve an increasingly mobile and digitally-driven economy.

Throughout FY 2024–25, we made notable strides in diversifying our revenue streams, reducing dependency risks and reinforcing our market position. Today, our services span integrated logistics, digital document management, fulfillment solutions, and mobility services — a balanced portfolio designed to capture growth across multiple high-opportunity verticals.

Looking ahead, the convergence of digitization, automation, and customer expectations is reshaping the logistics and records management industries. In this environment, DJ Mediaprint & Logistics Ltd. is well-positioned to lead. Our focus will remain on enhancing digital capabilities, expanding service footprints, and building robust partnerships that enable innovation and scalability.

We are confident that India's economic momentum, coupled with the transformative potential of technology in our sector, will create a decade rich with opportunity. Our strategic roadmap is clear: to drive sustainable growth, maintain operational excellence, and create enduring value for all our stakeholders.

In closing, I extend my deepest appreciation to our shareholders, clients, employees, and partners for their unwavering trust and support. Your belief in our vision and capabilities continues to propel us forward. As we move ahead, we do so with optimism, determination, and a steadfast commitment to excellence.

# DJML'S JOURNEY: A TIMELINE OF GROWTH AND INNOVATION



## Foundational Years (1999-2006)

**1999:** DJ Corporation founded in Mumbai, India, by Mr. Dinesh Kotian, focusing on Courier & Logistics services, securing LIC as its first major client.

**2000:** Expansion into Bulk Mailing with acquisition of Postal Bulk Mailing License and Speed Post License.

**2006:** Branch expansion in Mumbai to meet growing demand.

## Expansion and Diversification (2008-2015)

**2008:** In-house printing initiated for comprehensive print-to-post solutions.

**2009:** Incorporation of DJ Logistics Solutions Pvt. Ltd.

**2011:** Expansion to New Delhi with two branches and acquisition of CRISIL rating.

**2015 :** Diversification into bulk scanning and storage services.

## Growth and Transition (2016-2019)

**2016:** Establishment of corporate office and factory in Navi Mumbai.

**2017:** Transition to DJ Mediaprint & Logistics Ltd. for enhanced customer satisfaction.

**2018:** Introduction of record management and newspaper advertisement services, attaining ISO certifications.

**2019:** Entry into security printing business with IBA-approved Security Printing License.

## Listing and Further Expansion (2020-2022)

**2020:** Listing on BSE SME Platform, marking a financial milestone.

**2021:** Branch expansion in Goa and additional record management center in Bhiwandi, with added services like video conferencing and software solutions.

**2022:** Migration to BSE Mainboard, signifying growth and market recognition.

## International Presence and Recent Developments (2023-Present)

**2023:** Successful migration to BSE & NSE Mainboard, expanding operations with additional record management centers.

**2024:** Infrastructure enhancement with new trailers and digital production printers, and establishment of international presence in Guangzhou, China.

**2025:** Bonus shares issued 2:1 to shareholders, acquisition of 51% stake in Sai Links, expansion of record management centers in Bhiwandi & Mysuru, and preferential allotment of convertible equity share warrants.

*Over the past two decades, DJML has grown through strategic acquisitions and seamless business integration. Our commitment to innovation, opportunity, and execution continues to drive us toward new milestones.*

# RECOGNITION:
## BUSINESS ICON OF THE YEAR 2024

We are pleased to report that Mr. Dinesh M. Kotian, Managing Director of DJ Mediaprint & Logistics Limited, has been conferred the prestigious Business Icon of the Year 2024 award.

This recognition is a reflection of the Company's consistent growth, operational excellence, and strong presence in the industry. It stands as a testament to the collective efforts of our leadership team, employees, and stakeholders—guided by the vision and dedication of Mr. Kotian.

The award reaffirms our commitment to delivering innovative, reliable, and integrated solutions in printing and logistics. We remain focused on sustainable growth and the creation of long-term value for all stakeholders.











'ಡಿ.ಜೆ.' ಗೆ ಬಿಸಿನೆಸ್ ಐಕಾನ್ ಪ್ರಶಸ್ತಿ

ಡಿ.ಜೆ. ಮೀಡಿಯಾ ಪ್ರಿಂಟ್ ಮತ್ತು ಲಾಜಿಸ್ಟಿಕ್.ಲಿ. ಸಂಸ್ಥೆಗೆ 2024ರ ಪ್ರತಿಷ್ಠಿತ ಬಿಸಿನೆಸ್ ಐಕಾನ್ ಪ್ರಶಸ್ತಿ ಲಭಿಸಿದೆ. ಈ ಸಂಸ್ಥೆಯ ಆಡಳಿತ ನಿರ್ದೇಶಕರಾದ ದಿನೇಶ್ ಎಂ. ಕೋಟ್ಯಾನ್ ಈ ಪ್ರಶಸ್ತಿಯನ್ನು ಸ್ವೀಕರಿಸಿದರು.



# WHY CHOOSE DJML?

**Expertise in Multiple Areas**
We offer a diverse range of services, ensuring expertise in multiple areas.

**State-of-the-Art Technology**
We leverage cutting-edge technology to deliver high-quality services.

**Rigorous Quality Checks**
Our quality checks ensure superior outcomes and client satisfaction.

**Secure and Efficient Operations**
We prioritize security and efficiency in all our operations.

**Personalized Solutions for Clients**
Our services are tailored to meet the unique needs of each client

OUR BUSINESS SEGMENTS

# EMPOWERING BUSINESS SUCCESS

At DJ Mediaprint & Logistics Ltd. (DJML), we offer a comprehensive suite of services designed to meet the evolving needs of our clients across a wide range of sectors including banking, finance, insurance, government, education, and retail. Our core expertise encompasses data processing, secure printing, smart card personalization, kitting and packaging, warehousing, distribution, and end-to-end logistics solutions.

With over two decades of industry experience, DJML has built a strong reputation for delivering customized, scalable, and cost-efficient services that empower businesses to focus on their core operations. We pride ourselves on maintaining high standards of quality, accuracy, and compliance, especially in handling sensitive data and time-critical assignments.

Our advanced infrastructure, integrated IT systems, and strategically located facilities enable us to manage large volumes with speed and precision. From designing personalized communication materials to executing nationwide distribution campaigns, DJML provides complete support under one roof. Our commitment to innovation, integrity, and customer satisfaction drives everything we do. As business landscapes continue to shift, we remain agile and forward-thinking, helping our clients stay competitive through smart logistics, reliable service delivery, and digital transformation.





# KEY BUSINESS SEGMENTS & OFFERINGS

## CONTENT WRITING, DESIGNING, PRINTING & SECURITY PRINTING EXPERTISE

**Everything your brand needs UNDER ONE ROOF!**

**FY2024-25**

**₹4,459.32**

*(in Lakhs)*



### CONTENT WRITING & DESIGNING

- Craft compelling narratives and captivating visuals that resonate with your target audience.
- Expertise in designing and content writing to enhance brand identity and communication objectives.



### PRINTING SERVICE

- Deliver high-quality printing services, including commercial, digital, and variable data printing (VDP).
- State-of-the-art technology and rigorous quality checks ensure superior outcomes.



### SECURITY PRINTING SERVICE

- IBA approved Security Printer
- Safeguard critical documents and assets with our dedicated security printing services.
- Features include personalized MICR cheque books, identity cards, and OMR answer sheets.

# LOGISTICS
## SOLUTIONS



**FY2024-25**
**₹542.44**
*(in Lakhs)*

### Comprehensive Logistics Solutions
***Safe, Seamless, and Nationwide***

At DJML, our logistics solutions are designed to streamline the movement of goods through efficient acquisition, secure storage, and reliable transportation—right up to the final destination. Every step is executed by trained professionals who follow standardized, process-driven protocols to ensure accuracy and security.

We provide end-to-end relocation and transportation services, including expert packing, loading, transit, unloading, and unpacking across India. With our own fleet under operation, we ensure added control and security, significantly reducing risks of theft, pilferage, and damage. Our integrated approach guarantees hassle-free, on-time deliveries tailored to diverse client needs.

### *DJML Strives...*

- To ensure best last mile connectivity
- Online tracking facility
- Dedicated manpower and Company vehicles
- 24X7, 365 days operations
- Door to door pick-up & delivery
- On time delivery
- Late pick-ups and early connectivity





# DOCUMENT
## LOGISTICS SOLUTIONS

### Authorized Bulk Mailer – India Post
We offer end-to-end bulk mailing solutions including Speed Post, Registered Post, First-Class Mail, Bill Mail, Direct Post, and more.

**163** NATIONAL SPEED POST CENTERS

**850** STATE SPEED POST CENTERS IN INDIA

**97** MAJOR COUNTRIES AROUND THE GLOBE

### FROM PICK-UP TO DISPATCH, OUR SERVICES COVER:
- Cutting, Folding, Inserting, Pasting
- Sorting by PIN, Bundling, Bagging, Franking
- Track & Trace, MIS Reporting, Returns Handling

**RELIABLE ORGANIZED TRACKABLE**

Mass mailing made efficient with DJML.

**DOCUMENT LOGISTICS SOLUTIONS**

- BULK MAIL (POSTAL)
  - SPEED POST
  - REGISTERED POST
  - FIRST CLASS MAIL
  - ORDINARY POST/ BOOK POST
  - POSTCARDS
- BULK COURIER
  - INLAND LETTERS
  - DIRECT POST
  - BILL MAIL SERVICES



**FY2024-25**
**₹126.25**
*(in Lakhs)*

# SCANNING
## & RECORD MANAGEMENT SERVICES

- Efficiently digitize and organize documents for easy access and retrieval.
- Secure storage facilities and advanced RMS/DMS software ensure data confidentiality and integrity.

**FY2024-25**

**₹542.44**

*(in Lakhs)*



- More Than 4,00,000 Sq Feet Storage
- RMS Facilities at Multiple Cities
- Secure Storage
- Authorized Access



# DJML ADVANTAGE

- Record Management Software
- Document Management Software
- Professionally Trained Manpower
- Secured Vehicles
- Online Access To Clients For RMS
- Seamless & Expediated Delivery
- 24X7 Manned Security
- Electronic Surveillance System
- Restricted Authorised Access
- Fire Detection – Vesda, Smoke Detectors Inside The Rack
- Fire Supression- Water $CO_2$, ABC Powder
- ISO Standards & Certifications
- Customised Document/ Record Management Solutions

# POWERING CONNECTIONS ACROSS INDIA



## 4,00,000SQ.FT.
PLUS OF DEDICATED STORAGE SPACE

## 15
LOCATIONS OF RECORD MANAGEMENT CENTERS

- 6 IN BHIWANDI (MUMBAI),
- 2 IN DELHI
- 2 IN PUDUCHERRY
- 1 IN GURUGRAM
- 1 IN BENGALURU
- 1 IN HYDERABAD
- 1 IN AHMEDABAD
- 1 IN MYSURU



# OTHER SERVICES

FY2024-25

₹1,836.92

*(in Lakhs)*

## BULK EMAIL, WHATSAPP AND SMS SERVICES



- Expand reach and enhance customer engagement with personalized, targeted communications.
- Features include email designing, delivery reports, and contact list management.

## BULK SCANNING SERVICES



- **End-to-End Bulk Scanning Solutions**
  We offer high-speed, secure scanning of large volumes of documents—on-site or off-site—including document preparation, OCR-enabled indexing, secure digital storage, and easy retrieval.
- **Records Management & Secure Disposal**
  Our services include regular document rotation, MIS reporting, and certified shredding post-digitization—ensuring compliance, confidentiality, and efficient lifecycle management.

## NEWSPAPER ADVERTISING SERVICES




- Maximize reach and impact with tailored newspaper advertising solutions.
- Publish financial results, classified ads, and recruitment notices in prestigious newspapers.

## MANPOWER SUPPLY SERVICES



- Connect talented individuals with the right opportunities.
- Rigorous candidate validation process ensures the highest standards of quality and reliability.



# REVOLUTIONIZING LOGISTICS
# DJML'S DIGITAL JOURNEY

Our approach is centered around harnessing the power of technology to drive efficiency, transparency, and customer satisfaction.

## EMPOWERING A DIGITAL FUTURE

Our commitment to digital excellence is driving innovation and growth in the logistics industry. By leveraging cutting-edge digital tools and technologies. Our future plans are focused on continuing to innovate and invest in digital technologies, and we are excited about the opportunities that lie ahead.

## OUR DIGITAL VISION

We're committed to leveraging digital technologies to transform our operations, enhance customer experience, and drive business growth.

**Efficiency and Productivity**
Streamlining operations and reducing costs through digital solutions.

**Customer-Centric Approach:** Providing real-time tracking, automated documentation, and streamlined communication to improve customer satisfaction.

**Data-Driven Insights**
Leveraging data analytics to make informed decisions that drive business growth and improve customer satisfaction.

## INNOVATIVE SOLUTIONS

We're developing cutting-edge solutions that are redefining the logistics industry. Some of our key initiatives include:

- Implementing AI-powered optimization and automation to improve logistics operations and customer experience.
- Providing real-time tracking and monitoring of shipments to improve transparency and customer satisfaction.
- Automating documentation and paperwork to reduce errors and improve efficiency.

## THE POWER OF DIGITALIZATION

Our digital transformation has had a significant impact on our operations and customer experience. Some of the key benefits include:

**Increased Accuracy**
Our digital tools and technologies have improved the accuracy of our logistics operations, reducing errors and improving customer satisfaction.

**Faster Response Times**

Our digital logistics solutions have enabled us to respond quickly to customer needs and changing market conditions.

**Improved Collaboration**

Our digital tools and technologies have improved collaboration between our teams, customers, and partners, enabling us to work together more effectively.

# SAILINKS

## TRANSFORMING MOBILITY AND MANPOWER SOLUTIONS UNDER THE DJML UMBRELLA



As part of its strategic growth initiatives, DJ Mediaprint & Logistics Limited acquired a 51% stake in Sai Links, effective January 22, 2025. This investment expands DJML's presence in the high-potential mobility services segment and aligns seamlessly with its long-term growth objectives, opening new avenues for sustainable value creation.

Sailinks has built a reputation for excellence as a trusted service partner in car rentals and manpower solutions, with deep specialization in the hospitality industry and a growing footprint across corporate mobility. Its diverse portfolio of solutions includes:

- **CORPORATE CAR RENTAL AND EMPLOYEE MOBILITY SERVICES**
  - » Comprehensive end-to-end transport solutions for corporate clients
  - » Fully managed daily employee pick-up and drop-off operations
  - » Deployment of Electric Vehicles (EV) including EV cars and EV buses, demonstrating a strong commitment to sustainability and clean mobility
- **FLEET MANAGEMENT**
  - » Modern, diverse fleet comprising sedans, MUVs, minibuses, buses, and electric vehicles
  - » Proactive maintenance and periodic upgrades to ensure comfort, safety, and eco-friendliness
  - » Integrated GPS tracking, route optimization, and 24/7 operations monitoring
  - » Dedicated transport coordination teams to handle complex mobility challenges with seamless execution
- **CUSTOMIZED MOBILITY SOLUTIONS**
  - » Tailor-made solutions to meet unique client requirements, whether for luxury hotels, corporate campuses, or large-scale events
  - » Flexibility to rapidly scale operations while maintaining consistently high service standards
  - » Specialized route planning, fleet deployment, and coordination for optimized resource utilization
  - » Robust contingency planning to ensure uninterrupted services even in high-demand or emergency scenarios
- **CHAUFFEUR SERVICES**
  - » Professional, well-trained male and female chauffeurs
  - » High standards of grooming, etiquette, and hospitality-oriented service
  - » Serving high-end guests, VIP movements, and premium transport needs
- **VALET MANPOWER SERVICES**
  - » Skilled teams adept at handling high-volume parking operations
  - » Efficient, courteous, and safety-compliant services for hotels and events
- **SECURITY STAFFING SERVICES**
  - » Vetted, trained, and reliable security personnel
  - » Ensuring safety, compliance, and peace of mind for clients across sectors

Sailinks is proud to serve reputed hospitality partners including Lemon Tree Group, Aurika Hotels, and Marriott Group, along with global corporate leaders such as JP Morgan Chase, Bank of America, RenaultEX, Flipkart, Dmart, HDFC Bank, Akasa Airlines, and IndiGo Airlines. All services are delivered with a firm commitment to labour law compliance, safety protocols, and client-specific quality expectations.

Through its association with Sailinks, DJML is poised to redefine mobility services by combining operational excellence, technological integration, and a future-ready sustainable transport model — creating significant value for clients and stakeholders alike.

# STATUTORY REPORTS





## NOTICE OF THE 16th ANNUAL GENERAL MEETING

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

### ORDINARY BUSINESS:

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

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

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

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

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

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

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

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

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

### SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva (DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on September 10, 2025 he attains the age of 83 years during the aforesaid tenure."

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

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

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

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

**Place**: Mumbai
**Date:** June 18, 2025
**Registered Office:**
24, 1st Floor, Palkhiwala House, Tara Manzil
01st Dhobhi Talao Lane, Mumbai – 400 002, Maharashtra

**Notes:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the company by email to cs@djcorp.in with a copy marked to helpdesk.evoting@cdslindia.com.

5. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 15 for the process to be followed for updating bank account details.

6. Members may note that the Board, at its meeting held on June 18, 2025, has recommended a final dividend of ₹0.10 per equity share for the financial year ended March 31, 2025. The record date for the purpose of final dividend is Wednesday, July 16, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the date of 16th AGM, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date .

7. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate

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

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

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

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

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

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

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

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

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

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

8. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. Purva Shareregistry India Private Limited at Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 or email at support@purvashare.com.

9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cs@djcorp.in. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided Central Depository Services (India) Limited ("CDSL") . Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice The Board has appointed CS Abbas Jawadwala , Practicing Company Secretary having (ACS 40723 COP No.24937) , as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

11. Members holding shares either in physical or dematerialized mode, as on **cut-off date, i.e. Wednesday, July 16, 2025**, may cast their votes electronically. **The e-voting period commences on Sunday, July 20, 2025 (9:00 a.m. IST) and ends on Tuesday, July 22, 2025 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday, July 16, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

13. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Wednesday, July 16, 2025, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

14. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 16th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the

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

15. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Purva Sharegistry India Private Limited at support@purvashare.com, to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

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

16. Members may also note that the Notice of the 16th AGM and the Annual Report 2024-25 will also be available on the Company's website at, www.djcorp.in , websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL, www.evotingindia.com.

17. An Explanatory Statement pursuant to Section 102 of the Act in respect of the business under item nos. 4 to 8 set out above and additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

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

19. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Purva Sharegistry India Private Limited at support@purvashare.com.

20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at support@purvashare.com in case the shares are held in physical form, quoting their folio number.

21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, www.djcorp.in.

22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**Instructions for participation through VC**

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

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

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

(i) The remote e-voting period begins from **Sunday, July 20, 2025 (9:00 a.m. IST) and ends on Tuesday, July 22, 2025 (5:00 p.m. IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, July 16, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on in 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 si xteen 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<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911. |
| 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.: 022-48867000 and 022-24997000 |

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

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
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 Physical 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)<br>• 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.<br>• 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. |

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

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

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

(ix) Click on the EVSN for the relevant <DJ Mediaprint & Logistics Limited> on which you choose to vote.

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

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

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

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

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

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

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification

(xvii) **Addional 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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.

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

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

v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vii. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@djcorp.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@djcorp.in. These queries will be replied to by the company suitably by email.

viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@djcorp.in / support@purvashare.com.

ii. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).

iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 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 toll free no 1800225533.

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

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

**Place**: Mumbai
**Date:** June 18, 2025
**Registered Office:**
24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai – 400 002, Maharashtra

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

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

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

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

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

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;

(iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority; (v)

(v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;

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

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

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

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

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

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

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

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

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

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

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

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Navinchandra Rama Sanil for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mr. Navinchandra Rama Sanil, including

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

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

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

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

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

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

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

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

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

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

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

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

**ITEM NO. 7**

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

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

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

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

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

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

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

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

**Item No. 8**

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

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

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

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

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

# *ANNEXURE A*

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

| Particulars | Mr. Devadas Alva | Mr. Navinchandra Rama Sanil |
|---|---|---|
| **DIN** | 06902537 | 08648083 |
| **Designation** | Non-Executive Director | Independent Director |
| **Date of Birth** | 10-09-1942 | 09-05-1952 |
| **Age** | 82 | 73 |
| **Date of appointment on Current Position** | June 25, 2014. | Appointed as an Independent Director. The appointment was approved by the members at the AGM held on September 05, 2020 |
| **Nationality** | Indian | Indian |
| **Qualifications** | Diploma in Electronics | Commerce Graduate from Mumbai University |
| **Expertise in specific functional areas** | With over 40 years of extensive experience in corporate compliance and administration as a Maharashtra State Government Official, Mr. Alva brings a wealth of expertise in Human Resources and Legal fields. His impressive background is marked by a deep understanding of regulatory frameworks, governance, and best practices in administration.<br>**Strengths:**<br>- Ability to think strategically and provide solutions that align with organizational goals.<br>- Meticulous attention to detail, ensuring accuracy and precision in work.<br>- Communication Skills: Excellent communication skills, with ability to articulate complex ideas and concepts.<br>- Proven leadership skills, with experience in team management and development.<br>- Strong analytical skills, with ability to analyze complex data and provide insights. | He has over 35 years of diverse experience in various fields, including Accounting, Public Relations, and Corporate Governance, Mr. Sanil brings a unique blend of skills and expertise to the table. His impressive tenure includes 18 distinguished years of service with the Indian Defence (Civilian), where he honed his abilities in discipline, strategic thinking, and teamwork.<br>**Strengths:**<br>- Ability to provide strategic insight and guidance, helping organizations navigate complex challenges.<br>- Proven ability to work effectively in teams, building strong relationships with colleagues and stakeholders.<br>- Adaptability in diverse roles and environments, including government and corporate sectors. |

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

| Particulars | Mr. Dwarka Gattani | Ms. Vedika Mahesh Patil |
|---|---|---|
| **DIN** | 06865570 | 11149988 |
| **Designation** | Non-Executive Director | Independent Director |
| **Date of Birth** | 07-11-1982 | 28-04-2004 |
| **Age** | 42 | 21 |
| **Date of appointment on Current Position** | Appointed as an Non-Executive Director. The appointment was approved by the members at the AGM held on September 05, 2020 | Appointed as an Additional Independent Director on June 18, 2025 |
| **Nationality** | Indian | Indian |
| **Qualifications** | Qualified Chartered Accountant from the Institute of Chartered Accountants | University of Oxford - Oxford, United Kingdom<br>- Master's in Economics (Ongoing)<br>- Bachelor's in Economics(Completed)<br>- Guinness World Record Holder - Youngest person to clear UG, PG & PhD entrances at Oxford |
| **Expertise in specific functional areas** | As a Qualified Chartered Accountant from the Institute of Chartered Accountants, Mr. Dwarka brings a strong foundation in finance and accounting to his role. With over 20 years of experience in Investment Banking, Debt Syndication, and Management Consultancy Services, he has developed a unique blend of skills and expertise.<br>**Strengths:**<br>- Ability to think strategically, analyzing complex financial situations and developing effective solutions.<br>- Expertise in structuring complex financial deals, including debt and equity transactions.<br>- Strong understanding of financial concepts, including financial analysis, financial modeling, and financial planning.<br>- Excellent communication skills, with ability to articulate complex financial ideas and concepts. | She is a globally recognized young economist, Guinness World Record holder. She is the youngest person to qualify for UG, PG, and PhD entrances at the University of Oxford, where she is currently pursuing her Master's in Economics. With experience at Amazon UK and the Bank of London, Vedika brings strategic economic insight, youth-driven innovation, and ethical governance to corporate leadership. An acclaimed public speaker and international debate champion, she actively engages in global forums to inspire socially responsible, future-ready leadership.<br>**Awards & Achievements**<br>- Guinness World Record - Oxford Academic Entrance Record<br>- Gold Medalist - International Chess Championship<br>- Winner - International Debate & Speech Competitions Public Speaking Champion<br>- Global Youth Forums<br>**Skills & Strengths**<br>- Economic Policy & Financial Forecasting<br>- Corporate Governance & Risk Oversight<br>- Strategic Decision-Making<br>- Leadership & Youth Engagement |

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

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

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

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



# DIRECTORS' REPORT

Dear Members,

The Board of Directors of DJ Mediaprint & Logistics Limited ("The Company" or "DJML") are pleased to present their Report along with the Audited Financial Statements of the Company for the financial year ended March 31, 2025

## I. FINANCIAL PERFORMANCE

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Accounts) Rules, 2014. The financial statements for the financial year ended March 31, 2025 and March 31, 2024 are Ind AS compliant.

The Company's financial performance during the year ended March 31, 2025 compared to the previous financial year is summarized below:

**(₹ in lakhs)**

| Particulars | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|---|---|---|
| Revenue from Operations (Net) | 7806.69 | 5704.10 |
| Other Income | 22.44 | 20.92 |
| Total Revenue | 7,829.13 | 5,725.02 |
| Total Expenditure | 7,024.22 | 5094.29 |
| Profit before Depreciation/ Amortization, Interest and Tax | 1727.02 | 1406.71 |
| Tax Expenses | 150.00 | 126.78 |
| Profit after exceptional item and Tax | 654.91 | 503.95 |
| Earnings per equity share: Basic and Diluted (₹ 10/- each) | Basic 2.02<br>Diluted 2.59 | Basic 4.65<br>Diluted 4.65 |

**a. Overview of Performance**

During the Financial Year under review, the Company delivered an impressive performance, achieving a robust turnover of ₹ 7806.69 lakhs, a significant increase from ₹ 5704.10 lakhs in the previous financial year. The EBITDA margin demonstrated strength, growing from ₹ 1406.71 lakhs to ₹ 1727.02 lakhs.

Net profit (before tax) exhibited a phenomenal growth rate of 27.62%, soaring from ₹ 630.73 lakhs in the previous year to ₹ 804.92 lakhs in the year under review. Meanwhile, net profit (after tax) marked an impressive growth rate of 29.96%, rising from ₹ 503.95 lakhs to ₹ 654.91 lakhs.

The Board of Directors commends the robust growth in operations, particularly in Printing, Mailing, Logistics, Scanning, Record Management, and Newspaper Advertisement.

As of March 31, 2025, the total debt of the Company stood at ₹ 1639.30 lakhs, compared to ₹ 1546.18 lakhs in March 31, 2024. The Company is strategically planning to augment long-term funds to further expand and diversify its business in due course.

The Company's success can be attributed to its strategic approach to customer relationship management, which has enabled it to attract new customers while strengthening relationships with existing ones, driving

remarkable sales growth. Additionally, stringent cost control and process optimization have led to healthy margins. The Company prioritizes employee safety, operational continuity, and uninterrupted customer services, taking timely and proactive measures to ensure these aspects.

Moving forward, the management remains committed to cost reduction and productivity enhancement, leveraging technology, streamlining processes and investing in people to drive business growth and navigate uncertain times successfully.

The Annual Audited Financial Statements of the Company are complied with Section 129 of the Companies Act, 2013 ("the Act") and are prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

The Annual Audited Financial Statements of the Company are prepared on a going-concern basis.

**b. Cash Flow Statement:**

The Cash Flow statement for the year 2024-2025 is attached to the Balance Sheet.

**c. Dividend**

Your Directors at its meeting held on June 18, 2025 are pleased to recommend a dividend of ₹ 0.10/- per equity share amounting to ₹ 32,48,352 (subject to deduction of TDS as per Section 194 of the Income Tax Act, 1961) for the financial year ended March 31, 2025, subject to the approval of the members at the forthcoming 16th Annual General Meeting (AGM) of the Company. The dividend is payable to those shareholders whose names appear in the Register of Members as on Wednesday, July 16, 2025.

**d. Transfer to Reserves:**

The Company proposes to transfer ₹ 65.49 Lakhs to the General Reserve Account during the financial year ended March 31, 2025.

## II. FINANCE

Your Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through a process of continuous monitoring.

**a. Deposits**

During the year under review, the Company has not accepted any deposits from the public falling within the meaning of the provisions of Chapter V – Acceptance of Deposits under Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**b. Particulars of Loans, Guarantees and Investments**

Details of Loans, Guarantees and Investments made by your Company and covered under the provisions of Section 186 of the Act are appended as notes to the financial statements.

## III. EQUITY SHARE CAPITAL

**a. Increase in the Authorised Share Capital**

The Company's Authorised Capital was increased from ₹ 15,00,00,000 ( Rupees Fifteen Crores only)divided into 1,50,00,000 (One Crore Fifty lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) to ₹ 50,00,00,000 ( Rupees Fifty Crores only) divided into 5,00,00,000 ( Five Crore) Equity Shares of ₹ 10/- (Rupees Ten Only). The same was approved by the Members at the 15th Annual General Meeting of the Company held on July 13, 2024.

**b. Issue and allotment of Bonus Shares:**

The Company issued 2, 16,55,680 (Two crores, Sixteen lakhs, Fifty Five Thousand, Six Hundred and Eighty) equity shares as bonus shares in the ratio of 2:1 (i.e. Two fully paid equity shares for every One fully paid equity shares already held) The same was approved by the Members at the 15th Annual General Meeting of the Company held on July 13, 2024 and the said bonus shares were allotted on August 10, 2024.

**c. Issued Subscribed & Paid Up Capital:**

The Issued, Subscribed and Paid Up Capital of the Company increased from to ₹ 10,82,78,400 (Rupees Ten Crores, Eighty Two Lakhs, Seventy Eight Thousand, Four Hundred) to ₹ 32,48,35,200 (Rupees Thirty Two Crores, Fourty Eight Lakhs, Thirty Five Thousand Two Hundred) consequent to the issue of 2,16,55,680 (Two crores, Sixteen lakhs, Fifty Five Thousand, Six Hundred and Eighty) Bonus shares during the year under review.

**d. Issue Of Convertible Equity Share Warrants**

The Issue of Convertible Equity Share Warrants were approved by the Shareholders with requisite majority on October 06, 2024 through Postal Ballot (remote e-voting) dated September 06, 2024, results of which were declared on October 08, 2024. Subsequently, 82, 33,359 Convertible Equity Share Warrants at an issue price of Rs 114/- on Preferential Basis were allotted on January 02, 2025.

## IV. ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:

The Authorised Capital of the Company was increased from ₹ 15,00,00,000 ( Rupees Fifteen Crores only)divided into 1,50,00,000 (One Crore Fifty lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) to ₹ 50,00,00,000 ( Rupees Fifty Crores only) divided into 5,00,00,000 ( Five Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) .The same was approved by the Members at the 15th Annual General Meeting of the Company held on July 13, 2024, thus resulting in an amendment to Clause V of the Memorandum of Association.

## V. JOINT VENTURES/ ASSOCIATE/ SUBSIDIARIES

DJ Mediaprint & Logistics Limited acquired 51% stake in Sai Links, a Partnership Firm, effective January 22, 2025. The Financial Statements of the Subsidiary Company are placed on the website of the Company and will be provided to the Members on request.

As on March 31, 2025 the company does not have any Joint Venture and Associate companies.

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and applicable Accounting Standards, the Consolidated Financial Statements of the Company with its Subsidiary Sai Links, duly audited by the Statutory Auditors are attached to the financials.

## VI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The detailed review of the operations, state of affairs, performance and outlook of the Company and its business as stipulated under Regulation 34 of the SEBI Listing Regulations, is presented in a separate section forming part of Annual Report under the head 'Management Discussion and Analysis'.

## VII. DIRECTORS:

**Composition**

In compliance with the provisions of regulation 17(1)(a) of the SEBI Listing Regulations, the board of directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Independent Woman Director and not less than fifty per cent of the Board of Directors shall be Non-Executive Directors.

As on March 31, 2025, the Board of the Company consists of Eight (8) Directors comprising of One Chairman and Managing Director, Two Non-Executive Directors, Two Whole –Time Directors, and Three Independent Directors including One Women Independent Director.

**a. Appointment/Re-appointment**

**Managing Director & Whole Time Directors –**

There were no changes in the above during the year under review.

**b. Retires by rotation**

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr. Dwarka Prasad Gattani (DIN: 06865570), Non-Executive Director, retires by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

Your Directors recommend the re-appointment of Mr. Dwarka Prasad Gattani (DIN: 06865570), Non-Executive Director a Director of the Company.

**c. Directors**

Mr. Ganesh Nathuram Dhonde(DIN : 10664920) and Ms. Nirmala Patwa (DIN:10664922) were appointed as Independent Directors of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. The Board is of the opinion that Mr. Ganesh Nathuram Dhonde and Ms. Nirmala Patwa hold high integrity, have expertise and experience required for the role of Independent Directors in the Company. Ms. Deeksha Devadiga and Mr. Purushottam Mahadeo Dalvi Independent Directors of the Company, resigned due to prior commitments and consequently they ceased to be the Independent Directors of the Company w.e.f June 18, 2024.

**d. Declaration given by the Independent Directors**

Pursuant to Section 149(7) of the Act, the Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act, as amended, read with Rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the Management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have also confirmed their registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with the requirements of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Further, the Board, after taking these declarations/disclosures on record and acknowledging the veracity of the same, opines that the Independent Directors of the Company strictly adheres to corporate integrity, possesses requisite expertise, experience and qualifications to discharge the assigned duties and responsibilities as mandated by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Directors are debarred from holding office as Director by virtue of any order of SEBI or any other competent authority.

**e. Key Managerial Personnel (KMPs)**

In terms of Section 203 of the Act, the KMPs of the Company during the financial year 2024-25 are as follows:

| Sr. No | Name of the KMP'S | Designation |
|---|---|---|
| 1. | Dinesh Muddu Kotian | Promoter, Chairman & Managing Director |
| 2. | Deepak Pandurang Bhojane | Whole Time Director |
| 3. | Deepak Dattaram Salvi | Whole Time Director |
| 4. | Dhanraj Dayanand Kunder | Chief Financial Officer |
| 5. | Khushboo Mahesh Lalji | Company Secretary & Compliance Officer |

There are no changes in the Key Managerial Personnel of the Company during the Year under review.

**f. Board Effectiveness:**

**Independent Directors' Familiarization Program and Policy**

The Directors are provided with comprehensive opportunities to familiarize themselves with the Company, its Management, and operations through various initiatives. Upon joining the Board, Directors undergo induction and familiarization programs, including site visits, to gain insights into the Company's workings. Independent Directors are formally apprised of their roles, responsibilities, and terms of engagement through a letter of appointment. The Whole-Time Director and CFO provide an overview of operations, Company values, and commitments, while also introducing Directors to the organization structure, Board procedures, and management strategies. Quarterly updates are provided on Board Committee roles, responsibilities, and meetings, and Senior Management presents industry outlook, financial highlights, and regulatory updates at Board Meetings, facilitating Director Interaction and keeping them informed of Company developments.

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Board has framed a policy to familiarize the Independent Directors about the Company titled 'Familiarization Programme for Independent Directors' ("Familiarization Policy"). The Familiarization Policy is available on the website of the Company at the weblink: https://www.djcorp.in/images/Familarisation%20programme%20of%20ID.pdf

The Familiarization Policy of the Company seeks to familiarize the Independent Directors with the working of the Company, their roles, rights and responsibilities with respect to the Company, the industry in which the Company operates, business model, etc.

**g. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, individual directors and its committees. In a separate meeting of Independent Directors, performance of non-independent directors, the Board as a whole and the Chairperson & Whole-time Director and Managing Director of the Company were evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report forming part of the Annual Report.

**h. Criteria for selection of Directors, KMPs and Senior leadership positions and their remuneration**

On the recommendation of the Nomination and Remuneration Committee, the Board of the Company has adopted a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The policy is available on the Company's website at the weblink: https://www.djcorp.in/images/Nomination%20and%20remuneration%20Policy.pdf

The policy contains, inter-alia, principles governing Directors', KMPs, Senior Management Personnel appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Directors, etc.

## VIII. MEETINGS OF THE BOARD

During the financial year 2024-25, 6(six) Board meetings were convened.

The details of Board and Committee meetings held during the year under review, are given in the Corporate Governance Report, forming part of this Annual Report. The gap between these meetings was within the prescribed period under the Act and the SEBI Listing Regulations.

## IX. COMMITTEES OF BOARD:

**a. Audit Committee**

During the financial year 2024-25, 6(six) Audit Committee meetings were convened. The composition of the Audit Committee is given in the Corporate Governance Report, forming part of this Annual Report. The Board has accepted all recommendations of the Audit Committee during the year under review.

**b. Nomination and Remuneration Committee:**

During the financial year 2024-25, 2(two) Nomination and Remuneration Committee meetings were convened. The composition of the Nomination and Remuneration Committee is given in the Corporate Governance Report, forming part of this Annual Report.

**c. Stakeholders' Relationship Committee:**

During the financial year 2024-25, 1(one) Stakeholders' Relationship Committee meeting was convened. The composition of the Stakeholders' Relationship Committee is given in the Corporate Governance Report, forming part of this Annual Report.

**d. Corporate Social Responsibility Committee**

During the financial year 2024-25, 2(two) Corporate Social Responsibility Committee meetings were convened. The composition of the Corporate Social Responsibility Committee is given in the Corporate Governance Report, forming part of this Annual Report.

## X. PARTICULARS OF CONTRACTS WITH RELATED PARTIES / RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the financial year 2024-25 with related parties were in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. All such transactions were approved by the Audit Committee and the Board, from time to time and the same are disclosed in the financial statements of your Company for the financial year under review. The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2024-25 as envisaged in Regulation 23(2) of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

Further, the Audit Committee had given prior omnibus approval under Regulation 23(3) of the SEBI Listing Regulations and provisions of Section 177 of the Companies Act, 2013, for related party transactions that are foreseen and of repetitive nature during the period under review and the required disclosures were made to the Committee on quarterly basis.

The Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company on Materiality of Related Party Transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3) (h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, there are no transactions that are required to be reported in Form AOC-2.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board of Directors of the Company can be viewed on the website of the Company through the link: https://www.djcorp.in/pages/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf

## XI. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Company has established robust internal financial controls that are commensurate with its size, scale, and complexity of operations. These controls are designed to ensure the accuracy, reliability, and transparency of financial reporting. To reinforce these systems, regular audits and review processes are conducted, ensuring their effectiveness and relevance.

The Company's Auditors have audited and assessed the Internal Financial Controls during the financial year under review, in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the assessment, no material weaknesses were observed in the effectiveness of internal control systems, and no deficiencies in design or operation were noted.

The Statutory Auditors have examined the internal financial controls and submitted an unmodified opinion on the adequacy and operating effectiveness of internal controls over financial reporting for the financial year ended March 31, 2025. This opinion underscores the Company's commitment to maintaining strong internal controls.

The Internal Auditor reports to the Audit Committee, which comprises Independent Directors, ensuring objectivity and transparency in the audit process. The Company has also implemented a delegation of authority framework, which creates effective checks and balances to prevent gaps. Notably, no letters of internal control weaknesses were issued by the Internal Auditor or Statutory Auditors during the financial year.

Your Company recognizes that strengthening internal controls is an ongoing process. It is committed to continuously adapting its internal controls to changing business needs and environment, ensuring they remain effective and relevant. This commitment reflects the Company's dedication to maintaining a robust system of internal controls that supports its operations and financial reporting.

## XII. AUDITORS AND AUDITORS' REPORT:

**a) Statutory Auditors & their Report**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. ADV & Associates., Chartered Accountants (FRN: 128045W) were appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years from conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, to be held for the financial year 2029-30, at such remuneration as may be determined by the Board of Directors.

The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013. Further, as required under the relevant regulation of SEBI Listing Regulations, the Statutory Auditors had also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI.

The Auditors' Report on the Financial Statements, both Standalone and Consolidated for the financial year ended March 31, 2025 does not contain any qualifications, reservations or adverse remarks and forms part of Annual Report.

The Notes to the Financial Statements (Standalone and Consolidated) are self-explanatory and do not call for any further comments.

**b) Secretarial Auditor & their Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Abbas Jawadwala & Associates, Practicing

Company Secretaries to undertake the Secretarial Audit of the Company for the F.Y. 2024-25 and the Secretarial Audit Report is annexed herewith as **'Annexure I'**. There is no reservation, qualification or adverse remark in their Report.

Further, in terms of the provisions of the Circular No. CIR/ CFD/CMD1/27/2019 dated February 8, 2019 issued by Securities and Exchange Board of India, the Company has obtained the Annual Secretarial Compliance Report from M/s. Abbas Jawadwala & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2025, confirming compliance of the applicable SEBI Listing Regulations and circulars/ guidelines issued thereunder, by the Company. The said Report has been submitted to the Stock Exchanges within the prescribed statutory timelines.

At their meeting held on June 18, 2025 Board of Directors have approved the appointment of M/s. Abbas Jawadwala & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company on such remuneration as decided by the Board and the Secretarial Auditors to hold office for a period of five years from the F.Y. 2025-26 upto the F.Y. ended 2029-30, subject to approval of shareholders at the 16th Annual General Meeting.

**c) Internal Auditor**

The Company has in place an adequate internal audit framework to monitor the efficacy of the internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes.

The Board has appointed M/s J K S & CO. (Firm Registration No.159727W), Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2024-25. The Internal Auditor reports directly to the Chairman of the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, inter-alia, corporate, core business operations, as well as support functions and is reviewed and approved by the Audit Committee.

The internal audit approach verifies compliance with the operational and system related procedures and controls. Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations on a regular basis.

**d) Cost Auditor**

The provisions of Cost Audit and maintenance of cost records as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company.

## XIII. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earning & outgo is given in **Annexure III** forms part of this report.

## XIV. CORPORATE GOVERNANCE

In accordance with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a detailed report on Corporate Governance is included in the Annual Report. M/s. Abbas Jawadwala & Associates, Practicing Company Secretaries, who are also the "Secretarial Auditors" of your Company, have certified that your Company is in compliance with the requirements of Corporate Governance in terms of Listing Regulations and their Compliance Certificate on Corporate Governance is annexed to the Report "**Annexure IV**".

## XV. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company believes that as a responsible corporate citizen, it has a duty towards the society, environment, and the country where it operates. The Company's sense of responsibility (which goes beyond just complying with operational and business statutes) towards the community and environment, both ecological and social, in which it operates is known as corporate social responsibility.

**CSR Committee**

The CSR Committee of the Board is constituted in compliance with the provisions of the Act read with the applicable rules made thereunder.

The CSR Committee of the Company comprises of 3 (Three) Directors as on March 31, 2025 as detailed hereunder.

| Sr. No | Name | Designation | Category |
|---|---|---|---|
| 1 | Mr. Dinesh Kotian | Managing Director | Chairperson |
| 2 | Mr. Deepak Bhojane | Whole- Time Director | Member |
| 3 | Ms. Nirmala Patwa | Independent Director | Member |

Company Secretary of the Company acts as the Secretary to the CSR Committee.

The terms of reference of CSR committee has been disclosed in the Corporate Governance section of Annual Report and a detailed breakup of expenditure carried out on CSR activities has been disclosed in the Corporate Social Responsibility Report attached as **Annexure II** of the Board's Report.

**CSR Policy**

On the recommendation of the CSR Committee, the Board of Directors have adopted and formulated comprehensive Corporate Social Responsibility policy, which sets out the objective, areas, activities and the manner in which the expenditure on CSR obligation would be carried out by the Company.

The CSR Policy including a brief overview of the projects or programs approved by the Board is uploaded on the Company website and can be accessed through the weblink: https://www.djcorp.in/pages/Amended-CSR-Policy-DJML.pdf

**CSR Spend**

During the financial year under review, the Company has spent ₹ 11.31 Lakhs towards CSR activities as stipulated under Schedule VII. There is no unspent CSR expenditure as on March 31, 2025.

**Impact Assessment of CSR Projects**

The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence, the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

However, in line with the CSR Policy, the Company voluntarily conducts internal assessments, situational analysis, need assessment surveys, project visits or social audits etc. to monitor and evaluate the CSR projects of the Company.

**Annual Report on CSR**

Annual Report on CSR for the financial year 2024-25 including the salient features of the CSR Policy adopted by the Company is annexed as **Annexure II** of this report and forms part of the Annual Report.

## XVI VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism.

Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct Policy, actual or suspected fraud, any other malpractice, impropriety or wrong doings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc.

Further, the mechanism adopted by the Company

encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. Further, no personnel have been denied access to the Audit Committee during the financial year under review.

The Whistle Blower Policy is available on the Company's website at the weblink: https://www.djcorp.in/pages/Whistle%20Blower%20Policy-%20Vigil%20Mechanism.pdf

There was no instance of such reporting received during the financial year ended March 31, 2025.

## XVII. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

- **Internal Complaints Committee (ICC):**

  The Company has instituted an Internal Complaints Committee (ICC) to redress and manage sexual harassment complaints in a timely manner. The Committee is chaired by a female employee employed at a senior level amongst the employees and has an external senior representative who is a subject matter expert. The Board is periodically updated on matters arising out of the policy/ framework and on certain incidents, if any.

- **Policy on Prevention of Sexual Harassment at Workplace (POSH) and Awareness:**

  The Company has zero tolerance towards sexual harassment and is committed to providing a safe environment for all. The Company's policy is inclusive, irrespective of the gender or sexual orientation of an individual. It also includes situations around work from home scenarios. To create awareness on this sensitive and important topic, training/ awareness programs are conducted throughout the year to create sensitivity towards ensuring a respectable workplace. Pursuant to the POSH Act, the details regarding the number of complaints received, disposed, and pending during the financial year, pertaining to incidents under the above framework/ law are as follows:

| Particulars | Numbers |
|---|---|
| Number of complaints pending at the beginning of the financial year | Nil |
| Number of complaints received during the financial year | Nil |
| Number of complaints disposed off during the financial year | Nil |
| Number of complaints those remaining unresolved at the end of the financial year | Nil |

## XVIII. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant or material orders passed by any Regulators / Courts which would impact the going concern status of the Company and its future operations.

## XIX. ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the financial year ended March 31, 2025 has been uploaded on the website of the Company and can be accessed at www.djcorp.in

## XX. PARTICULARS OF EMPLOYEES

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure V** to this Report. The disclosure under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company

## XXI. COMPLIANCE OF ACCOUNTING STANDARDS

As per requirements of the SEBI Listing Regulations and applicable Accounting Standards, your Company has made proper disclosures in the Financial Statements. The applicable Accounting Standards have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

## XXII. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards (SS-1 and SS-2), issued by the Institute of Company Secretaries of India and forming part of the Act, on meetings of the Board of Directors and General Meetings.

## XXIII. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained/received from the operating Management, your Directors make the following statement and confirm that;

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year March 31, 2025 and of the profit and loss of the Company for the financial year ended March 31, 2025;

c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the directors had prepared the annual accounts on a going concern basis;

e. the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate.

## XXIV. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors reported to the Audit Committee, of any instances of fraud committed in the Company by its officers or employees, as required under Section 143(12) of the Act.

## XXV. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments other than in the normal course of business have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

## XXVI. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the top one thousand listed entities based on market capitalization shall report Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, in the format as may be specified by the Board. During the year under review this report is not applicable to our Company.

## XXVII. RISK MANAGEMENT POLICY

The provisions of Regulation 21 (Risk Management Committee) of the SEBI Listing Regulations do not apply to our Company. However, pursuant to Regulation 17(9) of the SEBI Listing Regulations, the Company has implemented a Risk Management framework

which is comprehensive in nature, providing guidance on identification and mitigation of the various risks that the Company may face in the conduct of its business. The specific objectives of this framework are:

- To identify and assess various business risks arising out of internal and external factors that affect the business of the Company;
- To work out methodology for managing and mitigating the risks;
- To establish a framework for the Company's risk management process and to ensure its implementation;
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices; and
- To assure business continuity, sustained growth with financial stability.

## XXVIII. CODE OF CONDUCT FOR DIRECTORS AND KMPs

The Board of Directors of the Company has adopted the Code of Conduct for its Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the SEBI Listing Regulations. For the financial year 2024-25, all Board members and Senior Management personnel of the Company have affirmed the compliance with the code as applicable to them and a declaration to this effect signed by the Chief Executive Officer and forms part of the Corporate Governance Report. The Company's Code of Conduct for Directors and Senior Management is hosted on the website of the Company at https://www.djcorp.in/pages/Code_of_Conduct_Directors_Senior_Management_Personnel.pdf. The Declaration signed by the Managing Director stating that members of the board and senior management personnel have affirmed the compliance vide Code of Conduct of the board and senior management is attached to the report on corporate governance.

## XXIX. OTHER DISCLOSURES

The Board states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year:

1) As per rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
2) As per rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
3) As per rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares under the Employees Stock Option Schemes;
4) Neither the Managing Director nor the Whole Time Directors of the Company receive any remuneration or commission from its subsidiary;
5) Since the Company has not formulated any scheme of provision of money for the purchase of own shares by employees or by the trustee for the benefit of the employees in terms of Section 67(3) of the Act, no disclosures are required to be made;
6) There was no revision of financial statements and the Board's Report of the Company during financial year;
7) There has been no change in the nature of business of the Company;
8) No application has been made under the Insolvency and Bankruptcy Code, hence the requirement to disclose the details of the application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial along with their status as at the end of the financial year is not applicable; and
9) The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions, along with the reasons thereof, is not applicable for the financial year.

## XXX. Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961.

## XXXI. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from various stakeholders including financial institutions and banks, Government authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take this opportunity to place on record their appreciation for the committed services rendered by the employees of the Company at all levels, who have contributed significantly towards the Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders.

**For and on behalf of the Board**
**For DJ Mediaprint & Logistics Limited**

**Sd/-**
**Dinesh Kotian**
**Chairman** & **Managing Director**
**DIN:** 01919855

**Place:** Mumbai
**Date:** June 18, 2025

# Annexure I

## Form No. MR-3
## Secretarial Audit Report
### For the Financial Year Ended 31st March, 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
**DJ Mediaprint & Logistics Limited,**
CIN: L60232MH2009PLC190567
24, 1st Floor, Palkhiwala House, 1st Dhobhi Talao Lane, Tara Manzil, Mumbai, 400002, Maharashtra, India

**Also at:**
UP Warehouse, Mafco Yard, 1st Floor,
Plot No. 4 to 9, Sector - 18, Vashi, Navi Mumbai, 400703, Maharashtra, India

I, Abbas Jawadwala, Company Secretary in Practice, working in the name and style of M/s. Abbas Jawadwala & Associates, Firm of Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DJ Mediaprint & Logistics Limited ("the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of DJ Mediaprint & Logistics Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanisms in place to the extent, in the manner, and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by DJ Mediaprint & Logistics Limited for the financial year ended on March 31, 2025, according to the provisions of:

(i) The Companies Act, 2013 and the rules made thereunder

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) Other laws as may be applicable specifically to the Company:

(a) The Environment (Protection) Act, 1986 and the Rules thereunder

(b) The Factories Act, 1948 and the Rules thereunder

(c) Minimum Wages Act, 1948 and the Rules thereunder

(d) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Rules thereunder

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India

(ii) The Listing Agreement entered with National Stock Exchange of India Limited and Bombay Stock Exchange During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. Changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule Board Meetings, along with agenda and detailed notes at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation.

Dissenting members' views were not required to be captured and recorded in the minutes of Board Meetings and Committee Meetings as there was no such instance.

I further report that based on the review of systems and processes adopted by the Company and the certificate for compliance of various applicable laws submitted by the Company Secretary and other officials of the Company on a quarterly basis and placed before the Board of Directors, there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period, the Company has not undertaken any events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with the letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

For A**bbas Jawadwala & Associates**
**Practicing Company Secretary**
**Abbas Jawadwala**
**Proprietor**
**Membership No.:** 40723
**COP:** 24937
**UDIN:** A040723G00064905

**Date:** June 23, 2025
**Place:** Thane

# Annexure – A

To,
**DJ Mediaprint & Logistics Limited,**
**CIN:** L60232MH2009PLC190567
24, 1st Floor, Palkhiwala House, 1st Dhobhi Talao Lane,
Tara Manzil, Mumbai, 400002, Maharashtra, India

**Also at:**
UP Warehouse, Mafco Yard, 1st Floor, Plot No. 4 to 9,
Sector - 18,
Vashi, Navi Mumbai, 400703, Maharashtra, India

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. My Audit was based on examination, in physical or electronic form, as feasible under the prevailing circumstances, of books and records maintained by the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules, and regulation and happening of events, etc.
6. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards are the responsibility of management. My examination was limited to the verification of procedures on a test basis.

   The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Abbas Jawadwala & Associates**
**Practicing Company Secretary**

**Abbas Jawadwala**
**Proprietor**
Membership No.: 40723
COP: 24937
**UDIN:** A040723G00064905

**Date:** June 23, 2025
**Place:** Thane

# Annexure – II

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

***[Pursuant to Rule 9 of Companies (Corporate Social Responsibility) Rules, 2014]***

1. **Brief outline on CSR Policy of the Company: -**

   The Company's CSR Policy is available on the Company's website at www.djcorp.in.

2. **Composition of CSR Committee**

   In compliance of provisions of section 135 of Companies Act, 2013 and rules made thereunder, the Company has in place a CSR Committee consisting of the following members for advising on the CSR programmes & initiatives:

| Sr. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr. Dinesh Kotian | Managing Director<br>Chairperson of CSR committee | 2 | 2 |
| 2 | Mr. Deepak Bhojane | Whole- Time director<br>Member of CSR committee | 2 | 2 |
| 3 | Ms. Nirmala Patwa | Independent Director<br>Member of CSR committee | 2 | 2 |

| | | |
|---|---|---|
| 3. | Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company | https://www.djcorp.in/pages/Amended-CSR-Policy-DJML.pdf |
| 4. | Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable. | In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company. |
| 5. | Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any | Nil |
| 6. | Average Net Profit of the company as per sec 135(5) of: | ₹ 503.38 Lakhs |

| | | | |
|---|---|---|---|
| 7. | a. | Two percent of average net profit of the company as per section 135(5) | ₹ 10.07 Lakhs |
| | b. | Surplus arising out of the CSR projects or programmes or activities of the previous financial years. | Nil |
| | c. | Amount required to be set off for the financial year, if any | Nil |
| | d. | Total CSR obligation for the financial year (7a+7b-7c). | ₹ 10.07 Lakhs |

**8.** (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (₹ in Lakhs) | Amount Unspent (in ₹ Lakhs) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount. | Date of transfer | Name of the Fund | Amount. | Date of transfer. |
| 11.31 | - | - | - | - | - |

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Sl. No. | Name of the Project. | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (in ₹) | Amount spent in the current financial Year (in ₹) | Mode of Implementation Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | District | | | | | Name | CSR Registration number |
| - | - | - | - | - | - | - | - | - | - | - | - |

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---|---|---|---|---|---|---|---|---|---|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Amount spent for the project (in lakhs ₹) | Mode of implementation on - Direct (Yes/No) | Mode of implementation - Through implementing agency | |
| | | | | State | District | | | Name | CSR Registration Number |
| 1. | Education infrastructure & Systems Strengthening | (II) | No | Karnataka | Udupi | 11.31 | Yes | Shri Narayana Guru English Medium School, Padubelle | - |
| **Total** | | | | | | 11.31 | | | |

| | | |
|---|---|---|
| (d) | Amount spent in Administrative Overheads | Nil |
| (e) | Amount spent on Impact Assessment, if applicable | Not Applicable |
| (f) | Total amount spent for the Financial Year (8b+8c+8d+8e) | ₹ 11.31 Lakhs |
| (g) | Excess amount for set off, if any | Not Applicable |

| Sl. No. | Particular | Amount (₹ in Lakhs) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per section 135(5) | 10.07 |
| (ii) | Total amount spent for the Financial Year | 11.31 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 1.24 |
| (iv) | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 1.24 |

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in Succeeding financial years (in ₹) |
|---|---|---|---|---|---|---|---|
| | | | | Name of the Fund | Amount (in ₹) | Date of Transfer | |
| | - | - | - | - | - | - | - |

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): Not Applicable

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---|---|---|---|---|---|---|---|---|
| Sl. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (in ₹) | Amount spent on the project in The reporting Financial Year (in ₹) | Cumulative amount spent at the end of reporting Financial Year. (in ₹) | Status of the project - Completed /Ongoing |
| | - | - | - | - | - | - | - | - |

| | |
|---|---|
| 10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)** | Nil |
| (a) Date of creation or acquisition of the capital asset(s). | NA |
| (b) Amount of CSR spent for creation or acquisition of capital asset. | NA |
| (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. | NA |
| (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). | NA |

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable, since the Company has spent 2% of average net profits of previous three financial years as stated in Section 135 of the Companies Act, 2013 and rules framed thereunder on CSR activities which fall within the purview of Schedule VII of the Companies Act, 2013.

**For and on behalf of the Board**
**For DJ Mediaprint & Logistics Limited**

**Sd/-**
**Dinesh Kotian**
**Chairman & Managing Director**
**DIN:** 01919855

**Place:** Mumbai
**Date:** June 18, 2025

# Annexure – III

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

***SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IS FORMING PART OF THE BOARD´S REPORT FOR THE FINANCIAL YEAR 2024-25***

As a responsible corporate citizen, your Company continues to ensure that optimum utilization of resources is carried out in view to conserve the energy and absorption of technology.

### (A) ENERGY CONSERVATION INITIATIVES

At DJ Mediaprint & Logistics Limited, we view sustainability as integral to operational excellence. Our focus remains on minimizing environmental impact while optimizing resource use across digitization, records management, logistics, and printing services.

**Key Measures Implemented:**

- **Infrastructure Efficiency:**
  - Transition to energy-efficient IT hardware and server solutions.
  - Modernization of printing infrastructure with low-energy, high-performance digital printers.
  - Retrofitting offices and warehouses with LED lighting and intelligent lighting systems.
- **Sustainable Design and Operations:**
  - Facility design favoring natural lighting, energy-efficient systems, and ventilation.
  - Deployment of smart metering solutions for real-time energy usage tracking.
  - Enforcing “shutdown protocols” after business hours to eliminate wastage.
- **Employee Awareness & Engagement:**
  - Regular sustainability workshops and energy conservation drives.
  - Implementation of “green office” initiatives encouraging responsible behavior.

**Outcomes:**

These collective measures have led to significant reductions in energy consumption and operational costs.

**Adoption of Alternate Energy Sources:**

- Electrification of a portion of the logistics fleet with electric and CNG vehicles.
- Pilot projects for solar panel installations at warehouse rooftops.
- Continuous audit and transition to energy-efficient office appliances.

## (B) TECHNOLOGY ADVANCEMENT & ABSORPTION

At DJ Mediaprint & Logistics Limited, technology is central to improving service quality, operational efficiency, and sustainability. We focus on practical, user-friendly solutions that deliver measurable benefits.

**Key Technology Initiatives:**

1. **Smarter Records Management:**
   - Automated document retrieval for faster access and improved accuracy.
2. **Logistics Optimization:**
   - GPS-enabled fleet management for better route planning and reduced fuel usage.
   - Warehouse improvements with systems that speed up storage and retrieval, saving time and energy.
3. **Digitization and Eco-Friendly Printing:**
   - Use of energy-efficient printers and eco-friendly materials for all print operations.
4. **Operational Improvements:**
   - Real-time monitoring tools to track and improve energy and resource use.
   - Upgraded IT systems that support faster workflows and lower energy consumption.

**Certifications and Compliance:**

- ISO 27001 certification for Information Security Management.
- ISO 9001 certification for Quality Management.
- ISO 45001 certification for Occupational Health and Safety Management.

These technology upgrades have improved speed, accuracy, and sustainability across our services, positioning us for future growth. DJ Mediaprint & Logistics Limited remains committed to leveraging innovation for sustainable growth and operational excellence.

(i) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

The Company has not imported any technology during the past three financial years.

(ii) **The expenditure incurred on Research and Development.**

During the financial year 2024-25, the Company did not incur any expenses towards Research and Development activities.

## (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Nil

**For and on behalf of the Board of Directors**
**DJ Mediaprint & Logistics Limited**

**Sd/-**
**Dinesh Kotian**
**Chairman & Managing Director**
**DIN:** 01919855

**Place:** Mumbai
**Date:** June 18, 2025



# Annexure V

## PARTICULARS OF EMPLOYEES AND RELATED DETAILS

*STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014*

| | | |
|---|---|---|
| **(I)** | **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-25: -** | |
| **Sr. No.** | **Name of the Directors** | **Ratio of remuneration to the median remuneration of the employees** |
| 1 | Mr. Dinesh Kotian, Chairman & Managing Director | 10.71 |
| 2 | Mr. Deepak Bhojane, Whole-Time Director | 9.75 |
| 3 | Mr. Deepak Salvi , Whole-time Director | 9.75 |
| **(ii)** | **The percentage increase in remuneration of each director, CFO , CEO, Company Secretary in the financial year 2024-25:-** | |
| **Sr. No.** | **Name of the Director/CFO/Company Secretary** | **% Increase over last F.Y.** |
| 1 | Mr. Dinesh Kotian, Chairman & Managing Director | 18.86% |
| 2 | Mr. Deepak Bhojane, Whole-Time Director | 12.93% |
| 3 | Mr. Deepak Salvi , Whole-time Director | 12.93% |
| 4 | Mr. Dhanraj Kunder, Chief Financial Officer | 56.72% |
| 5 | Ms. Khushboo Mahesh Lalji, Company Secretary and Compliance Officer | 20% |
| (iii) | The percentage increase / decrease in the median remuneration of employees in the financial year | 9.68% |
| (iv) | The number of permanent employees on the rolls of the Company as on March 31, 2025. | 129 |
| (v) | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: | Average decrease in remuneration is 0.09 % for Employees other than Managerial Personnel and increase in remuneration is 20.92 % for Managerial Personnel. In line with the Company's compensation philosophy, merit increases and annual bonus payout to its employees are linked to their individual performance. Further, the remuneration paid to executive directors were within the limits as approved by the shareholders of the Company from time to time |

| | | |
|---|---|---|
| (vi) | The key parameters for any variable component of remuneration availed by the directors | NIL |
| (vii) | Affirmation that the remuneration is as per the remuneration policy of the Company: | Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company. |
| II | Statement showing details of Employees of the Company as per Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014-Not Applicable | |

**For and on behalf of the Board**
**For DJ Mediaprint & Logistics Limited**

**Sd/-**
**Dinesh Kotian**
**Chairman** & **Managing Director**
**DIN:** 01919855

**Place:** Mumbai
**Date:** June 18, 2025

# *Annexure IV*

# REPORT ON CORPORATE GOVERNANCE
## (AS ON MARCH 31, 2025)

### A. DJML's Philosophy on Code of Governance

Corporate governance is a systematic process, driven by ethical conduct of the business and affairs of an organization aimed at promoting sustainable business and enhancing shareholder value in the long term. Corporate governance therefore, in essence, is a referral paradigm, comprising a mechanism to benchmark company's business and affairs to a combination of laws, regulations, procedures, implicit rules and good corporate practices, which ensure that a company meets its obligations with the objective to optimize shareholder value and fulfill its responsibilities to the stakeholder community, comprising of customers, employees, shareholders, government and other societal segments.

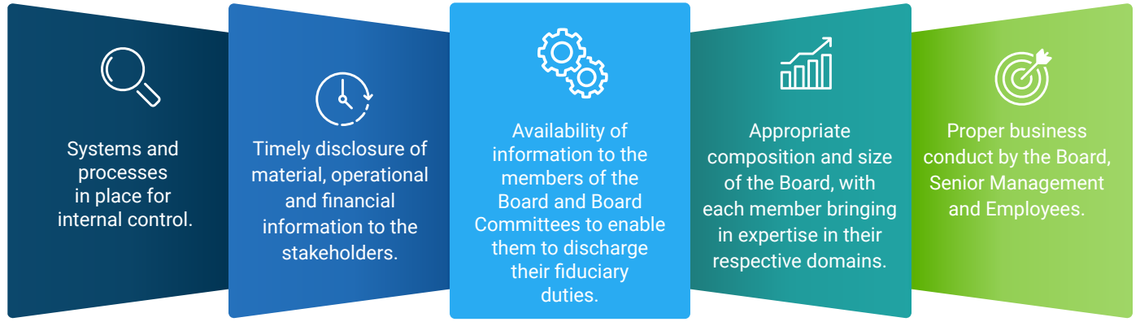
DJML's Governance philosophy is based on trusteeship and for promoting and maintaining integrity, transparency and accountability, across all business practices. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of all stakeholders, such as shareholders, customers, suppliers, financiers, government and the community. This philosophy is built upon a rich legacy of fair, transparent and effective governance, and led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

The Company believes that a sound governance discipline also enables the Board of Directors ("**Board**") to direct and control the affairs of the Company in an effective manner and maximize stakeholder value, including the society at large. We at DJML, believe that this is an ongoing journey for sustainable value creation for all stakeholders and we continuously endeavor to improve upon our practices in line with the changing demands of the business. DJML adopts innovative approaches for leveraging all its resources; and encourages a spirit of conversion of opportunities into achievements. DJML's Code of Business Conduct & Ethics and the Company's Code of Conduct for Prevention of Insider Trading are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

Keeping in view the Company's size, reach, complexity of operations and corporate tradition, the

**CORPORATE GOVERNANCE FRAMEWORK**

is based on the following main principles:

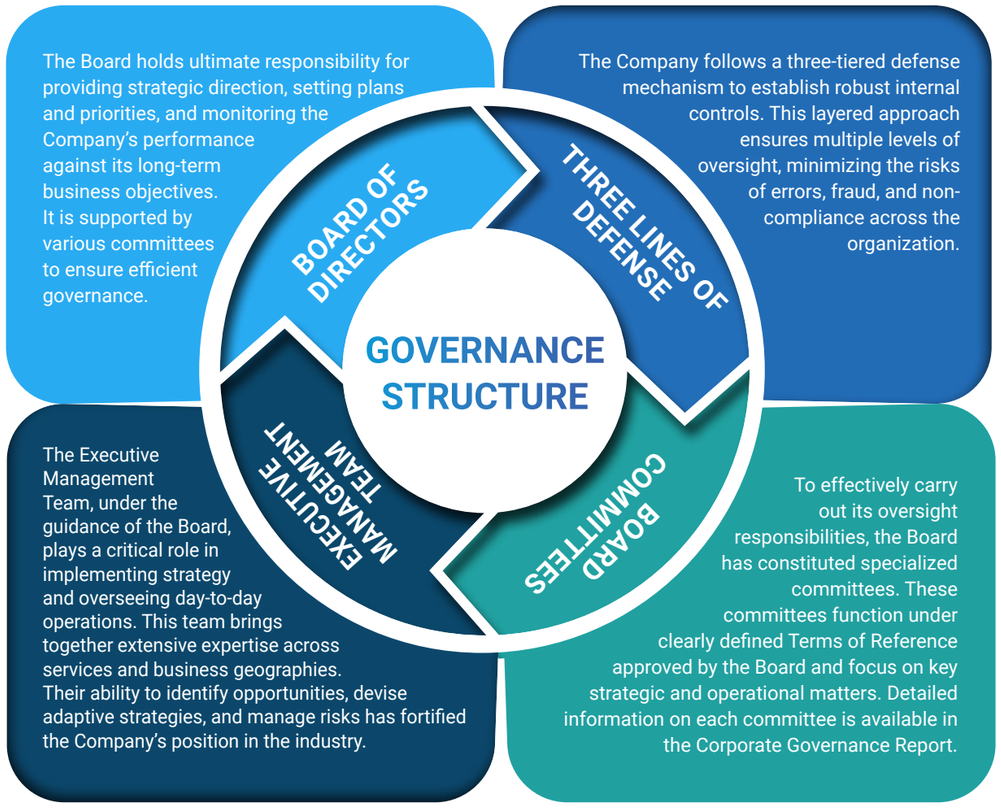


In line with this philosophy, the Company and its Board continuously strive for excellence through adoption of best governance and disclosure practices. The Board continuously strives to play an active role in fulfilling its fiduciary obligation to shareholders by efficiently overseeing management functions to ensure their effectiveness in delivering shareholder value and societal expectations, with ethical and responsible business conduct. The governance framework ensures its effectiveness through an efficient system of timely disclosures and transparent business practices.

Your Company confirms compliance to the Corporate Governance requirements as enshrined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the details of which for the financial year ended March 31, 2025 is as set out hereunder:

## COMPANY'S GOVERNANCE STRUCTURE

The governance framework of the Company is meticulously structured to safeguard the interests of all stakeholders—shareholders, customers, employees, and others—while ensuring robust risk management and adherence to applicable laws and regulations.




## B. BOARD OF DIRECTORS

**Composition of the Board and Category of Directors:**

The Board of the Company represents an optimal mix of professionalism, knowledge and experience that enables it to discharge its responsibilities efficiently and provide effective leadership to the business.

During the financial year 2024-2025, Mr. Ganesh Nathuram Dhonde (DIN: 10664920) and Ms. Nirmala Patwa (DIN:10664922) were appointed as Independent Directors of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. The Board is of the opinion that Mr. Ganesh Nathuram Dhonde and Ms. Nirmala Patwa hold high integrity, have expertise and experience required for the role of Independent Directors in the Company. Ms. Deeksha Devadiga (DIN: 08652925) and Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) Independent Directors of the Company, resigned due to prior commitments and consequently they ceased to be the Independent Directors of the Company w.e.f June 18, 2024.

The Company has a judicious mix of Executive, Non- Executive and Independent Directors to ensure proper governance and management. As on March 31, 2025, the Board comprised of eight (8) Directors - three (3) Executive Directors, one (1) Non-Executive –Non-Independent Director and four (4) Independent Directors including one (1) Woman Director. Further Mr. Dinesh Muddu Kotian, Founder & Managing Director headed the Board as its Chairman.

The composition of the Board of the Company is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013 ("the Act").

As on March 31, 2025, the Independent Directors of the Company, have confirmed that they satisfy the criteria of independence as prescribed under Reg. 16 (1) (b) of the SEBI Listing Regulations and Companies Act, 2013 ("**Act**"). Further, the Independent Directors have made a declaration that they are Independent of the management.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. In case of business exigencies, the Board's approval is taken through circular resolutions. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board.

During the financial year 2024-25, the Board met six (6) times. The meetings were held on May 16, 2024, June 18, 2024, August 14, 2024, September 06, 2024, November 11, 2024 and February 13, 2025 and the intervening gap between two meetings did not exceed one hundred twenty days between any two consecutive meetings.

The constitution of the Board of Directors as on March 31, 2025, details of meeting attended by Directors and their directorship in Indian public Companies and membership in Committees are as under:

The Board of Directors is an apex body and an enlightened board creates a culture of leadership providing long-term vision and improving governance practices. They play a crucial role in guiding, overseeing, monitoring strategy, performance and long-term success of the Company as a whole through strategic direction.

| Name of the Director | Category[1] | No. of Board Meetings attended | Last AGM Attended | No. of Directorships and Committee Memberships and Chairmanships (including the Company)[2] | | | Nos of shares held in our Company |
|---|---|---|---|---|---|---|---|
| | | | | | Committee4 | | |
| | | | | Directorship[3] | Chairmanship[4] | Membership[4] | |
| Mr. Dinesh Muddu Kotian | CMD | 6 | Yes | 2 | 0 | 2 | 1,81,29,120 |
| Mr. Deepak Pandurang Bhojane | WTD | 6 | Yes | 1 | 0 | 0 | 3,600 |
| Mr. Devadas Alva | NENID | 6 | Yes | 1 | 0 | 0 | 3,600 |
| Mr. Deepak Dattaram Salvi | WTD | 6 | Yes | 1 | 0 | 0 | 3,600 |
| Mr. Dwarka Prasad Gattani | ID | 6 | No | 1 | 0 | 1 | NIL |
| Mr. Ganesh Dhonde[5] | ID | 5 | Yes | 1 | 1 | 0 | NIL |
| Mr..Navinchandra Rama Sanil | ID | 6 | Yes | 1 | 1 | 2 | NIL |
| Ms. Nirmala Patwa[5] | ID | 5 | Yes | 1 | 0 | 0 | NIL |
| Mr. Purushottam Mahadeo Dalvi [5] | ID | 2 | Yes | 1 | 0 | 0 | NIL |
| Ms. Deeksha Devadiga [5] | ID | 2 | Yes | 1 | 1 | 0 | NIL |

*[1]In above table the term '**CMD**' refers to Chairman & Managing Director, 'ID' refers to Independent Director, 'NENID' refers to Non- executive Non Independent Director.*

*[2]In terms of regulation 26 of the SEBI Listing Regulations, none of the Directors of the Company were members of more than ten (10) Committees or acted as Chairperson in more than five (5) Committees across all public limited companies in India, in which they are a Director.*

*[3] Only Directorships in Indian Public Limited Companies (listed or unlisted) have been considered.*

*[4]In accordance with Reg. 26 of SEBI Listing Regulations, Membership / Chairmanship only in Audit Committees and Stakeholders Relationship Committees of all Public Limited Companies, have been considered.*

*[5] Ms. Deeksha Devadiga and Mr. Purushottam Mahadeo Dalvi Independent Directors of the Company, resigned due to prior commitments and consequently they ceased to be the Independent Directors of the Company w.e.f June 18, 2024. Mr. Ganesh Nathuram Dhonde and Ms. Nirmala Patwa were appointed as Independent Directors of the Company for first term of 5 consecutive years w.e.f. June 18, 2024.*

All the changes in directorship and control were duly intimated to the stock exchanges and complied with the applicable provisions of the Companies Act, 2013 ('the Act'), SEBI SAST Regulations, and SEBI Listing Regulations.

The Board places on record its appreciation for the contributions made by the outgoing directors and welcomes the incoming directors, expressing confidence in their ability to contribute positively to the Company's governance and strategic direction.

The Shareholders of the Company, at the 15th AGM of the Company held on Saturday July 13, 2024, on the basis of the recommendation of the Board and the Nomination and Remuneration Committee ('NRC'), approved the following appointments/re-appointments as per the regulatory requirement of the Act and relevant SEBI Listing Regulations:

| Sr. No. | Director | Designation | Terms and conditions |
|---|---|---|---|
| 1 | Mr. Ganesh Nathuram Dhonde (DIN: 10664920) | Independent Director | Appointed as an Independent Director for a period of 05 (Five) years, with effect from June 18, 2024 to June 17, 2029 not liable to retire by rotation and on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 15th AGM. |
| 2 | Ms. Nirmala Patwa (DIN:10664922) | Independent Director | Appointed as an Independent Director for a period of 05 (Five) years, with effect from June 18, 2024 to June 17, 2029 not liable to retire by rotation and on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 15th AGM. |

### Board Diversity

The Company is committed to create and leverage the strengths of a diverse talent pool. We appreciate individual differences by creating an inclusive and participative environment. To this end, the Company has adopted and implemented a Board Diversity Policy with an aim to leverage on the differences in the thought, perspective, knowledge, skills, industry experience, proficiency, background, race, gender and other distinctions between Directors. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge with due regard to the benefit of diversity on the Board. The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields

**Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his / her tenure along with confirmation by such director that there are no other material reasons other than those provided:-** Ms. Deeksha Devadiga and Mr. Purushottam Mahadeo Dalvi, Independent Directors of the Company, resigned due to prior commitments and consequently they ceased to be the Independent Directors of the Company w.e.f June 18, 2024. Ms. Deeksha Devadiga and Mr. Purushottam Mahadeo Dalvi have confirmed that there are no material reasons for their resignation.

### Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation

of the agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees except Independent Directors meeting, advises / assures the Board on compliance and governance principles and ensures appropriate recording of Minutes of proceedings of the meetings.

### Board Meeting and Procedure

The Board meets atleast once in every quarter inter alia, to review the quarterly financial results, operations and other items on the agenda and minimum 4 (four) prescheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by way of circulation, as permitted by law, which is confirmed in the subsequent Board meeting. The meetings are held as per the requirements of business; and maximum interval between any two (2) Board meetings is within the permissible limits.

### Information to the Board

The internal guidelines for Board / Board Committee meetings facilitate the decision making process at the meetings of the Board / Committees in an informed and efficient manner. Board meetings are governed by a structured agenda. The Company Secretary in consultation with the Chairman and senior management prepares the detailed agenda for the meetings. All major agenda items are backed by comprehensive background information, notes and supporting papers containing all the vital information, to enable the Board to have focused discussion at the meeting and take informed decisions.

Agenda papers and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. In case of sensitive agenda matters, or where it is not practicable to attach or circulate relevant information or document as part of the agenda papers, the same are tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are taken up for discussion with the permission of the Chairman. Video conferencing facilities are also made available to enable the participation of Directors at meetings of the Board / Committees. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

A detailed agenda is sent to each Director in advance of the Board meetings, covering inter alia, the required information as enumerated in Part A of Schedule II to Regulation 17(7) of the SEBI Listing Regulations . As a policy, all major decisions involving business plan, allocation and deployment of funds, investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are placed before the Board for its consideration and directions.

The Board is also briefed on areas covering industry environment, project implementation, project financing and operations of the Company. Senior executives/ Consultants are invited to provide additional inputs at the Board / Committee meetings, as and when necessary. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

The draft minutes of each Board / Committee meetings are circulated to all Directors for their comments within fifteen (15) days of the meeting. After incorporating the comments, if any, received from Directors, the Company Secretary records the minutes of each Board / Committee meeting within thirty (30) days from conclusion of the meeting. The important decisions taken at the Board / Committee meetings are communicated to concerned departments promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliance, if any.

### Board Evaluation / Performance Evaluation

In terms of the requirements of the Act and the SEBI Listing Regulations, an annual evaluation of the performance of the Board is undertaken, where the Board formally assesses its own performance and that of its Committees to improve effectiveness. For Independent Directors, evaluation is carried out basis the following criteria i.e.,

(i) Active participation in long-term strategic planning;

(ii) Attendance at the Board / Committee meetings;

(iii) Contribution made to the Board / Committees etc.

During the year, the Board Evaluation Exercise was conducted by the Board where the Board evaluated its own performance, performance of the Directors individually as well as the working of its Committees. A structured questionnaire was circulated, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

### Code of Conduct

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel ("Code of Conduct") in terms of Regulation 17 of the SEBI Listing Regulations. The Code applies to all Directors and members of the Senior Management. The Code lays down, in detail, the standards of business conduct, ethics and governance. All the Directors and senior management personnel of the Company have affirmed compliance with the said Code of Conduct as on March 31, 2025 and a declaration to that effect signed by the Chairman & Managing Director of the Company, forms part of the Annual Report. The code is available on the Company website www.djcorp.in

### Directors and Officers Insurance ('D&O')

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken D&O Insurance for all its Directors and members of the Senior Management for such quantum and for such risks as is commensurate with the size and nature of operations of the Company.

### Independent Director:

In opinion of the Board, the Independent Directors fulfil the conditions of independence specified in Section 149 and Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and are independent of the management. A formal letter of appointment to Independent Director as required under the Act and the SEBI Listing Regulations has been issued on / at the time of their appointment. The Independent Directors provide an annual confirmation that they meet the criteria of independence

**a. Meetings of Independent Directors:**

During the year 2024-25 a separate meeting of Independent Directors was held on February 13, 2025 without the presence of Executive Directors or management representatives to discuss the following:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Director and NonExecutive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**b. Familiarization Programme for Independent Directors:**

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities to be performed by him/her as an Independent Director of the Company. He is also explained in detail the Compliance required from him/ her under the Act, SEBI Listing Regulations and other various statutes and an affirmation is obtained. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations by internal auditors on financials and internal financial controls, are regularly made to the

Independent Directors on various matters inter-alia covering the Company's business and role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization Programmes for Independent Directors, have been hosted on website of the Company.

Link: https://www.djcorp.in/images/Familarisation%20programme%20of%20ID.pdf

**c. Declaration from Independent Directors:**

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The maximum tenure of the Independent Directors is in compliance with the provisions of the SEBI Listing Regulations and the Act.

**d. Chart or matrix setting out skills/expertise/competence of the Board of Directors**

The Board, as part of its Succession Planning, periodically reviews its composition to ensure that the same is aligned with the strategy and governance standards of the Company.

The NRC on an annual basis evaluates the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The NRC also discusses succession of Directors coming up for reappointment or approaching end of their term. In order to maintain orderly succession of the Board, the NRC evaluates candidates from a wide range of backgrounds, assesses the balance of skills, knowledge and experience available with the Board as a whole, the skills, qualifications, capabilities of the candidates including ability to devote sufficient time, attention to the professional obligations, past performance (in case of re-appointments) and shortlists candidates who fit into the criteria and expected role. The Chairman works actively with the NRC to plan the composition of the Board and Board committees, induction of new Directors on the Board and Directors' succession.

**BOARD SKILL MATRIX**

The Board of the Company comprises qualified individuals who collectively possess the skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees. The Board, on the recommendation of the Nomination & Remuneration Committee, has adopted a Board Skill Matrix which identifies the core skills/expertise/competencies required in context of the business and sector of the Company. The Board collectively possesses the skills and expertise listed in the Skill Matrix.

| List of cor e skills/ expertise competence | Mr. Dinesh Muddu Kotian | Mr. Deepak Pandurang Bhojane | Mr. Devadas Alva | Mr. Deepak Dattaram Salvi | Mr. Dwarka Prasad Gattani | Mr. Ganesh Dhonde | Mr. Navinchandra Rama Sanil | Ms. Nirmala Patwa |
|---|---|---|---|---|---|---|---|---|
| Industry experience and Knowledge | ✓ | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Sales and Marketing Functions | ✓ | ✓ | ✓ | - | ✓ | - | - | ✓ |
| Management of Business Operations | ✓ | ✓ | ✓ | ✓ | - | - | - | - |
| Business Development and Strategy Formation | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ | - |
| Finance and Accounting | ✓ | - | - | - | ✓ | - | - | - |
| Risk and compliance Oversight | ✓ | - | ✓ | - | - | - | - | - |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Human Resource & Information Technology | ✓ | ✓ | ✓ | - | - | - | - | - |

**e. Compliance with Directorship limits and Committee positions** :

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company have submitted necessary disclosures regarding the positions held by them on the Board and/or the Committees of other companies with changes therein, if any, on a regular basis.

On the basis of such disclosures, it is confirmed that as on March 31, 2025, none of the Directors of the Company:

- Hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies);
- Is a Member of more than ten committees and/or Chairperson of more than five committees, across all the Indian public limited companies in which they are Directors;
- Who holds Whole Time Director/Managing Director position, serve as an Independent Director in more than three listed companies.

For the purpose of determination of committee position limits, chairperson and membership positions of the Audit Committee ("AC") and the Stakeholders' Relationship Committee ("SRC") have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

## C. SUBSIDIARY COMPANIES

DJ Mediaprint & Logistics Limited acquired 51% stake in Sai Links, a Partnership Firm, effective January 22, 2025. The Financial Statements of the Subsidiary Company are placed on the website of the Company and will be provided to the Members on request.

As on March 31, 2025 the company does not have any Joint Venture and Associate companies.

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and applicable Accounting Standards, the Consolidated Financial Statements of the Company with its Subsidiary Sai Links, duly audited by the Statutory Auditors are attached to the financials.

## D. COMMITTEES OF THE BOARD

The Board of Directors has constituted Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Committees are formed with approval of the Board and functions under in accordance with powers it derived from the Board. These Committees play an important role in the overall management of day today affairs and governance of the Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

During the year, all recommendations of the Committees of the Board have been accepted by the Board.

As on March 31, 2025, the Board has constituted the following Committees:

- AUDIT COMMITTEE
- NOMINATION AND REMUNERATION COMMITTEE
- STAKEHOLDER RELATIONSHIP COMMITTEE
- CORPORATE SOCIAL RESPONSIBILTY COMMITTEE

### 1. AUDIT COMMITTEE

The Audit Committee acts as a link between the Statutory Auditors, Internal Auditors, the Management and the Board is and entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Audit committee interacts with the Internal Auditors, Statutory Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

The Committee's composition meets the requirements of Section 177 of the Act and Reg. 18 of the SEBI Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure/ qualifications.

**a. Composition as on March 31, 2025**

Ms. Deeksha Devadiga , Independent Director of the Company, resigned due to prior commitments and consequently she ceased to be the Independent Director of the Company w.e.f June 18, 2024. Mr. Ganesh Nathuram Dhonde was appointed as Independent Director of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. Following this appointment, the Committee was reconstituted and Mr. Ganesh Nathuram Dhonde was appointed as the Chairperson of the Audit Committee, in place of Ms. Deeksha Devadiga. Presently, the Committee comprises of two (2) Non- Executive, Independent Directors- Mr. Ganesh Dhonde and Mr. Navinchandra Rama Sanil, and one (1) Executive Director- Mr. Dinesh Muddu Kotian, Chairman & Managing Director of the Company.

As on March 21, 2025, Mr. Ganesh Dhonde, Non- Executive, Independent Director of the Company, headed the Audit Committee as Chairperson and Ms. Khushboo Mahesh Lalji, Company Secretary acted as Secretary. The members of the Audit Committee are well versed in finance, accounts, company law and general business practices.

**b. Term of Reference**

The terms of reference of Audit Committee are in conformity with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The brief terms of reference inter alia are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Examination of the financial statement and the auditors' report thereon
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the auditor and the fixation of audit fees;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**c. Meetings and attendance:**

The Audit Committee met six (6) times during the financial year 2024-25 i.e., on May 16, 2024, June 18, 2024, August 14, 2024, September 06, 2024, November 11, 2024 and February 13, 2025. The Audit Committee meetings are also generally attended by the Chief Financial Officer and the representatives of Statutory and Internal Auditors. For the financial year ended March 31, 2025; the minutes of every meeting of Audit Committee were approved by the Chairman of the Committee and taken note of, by the Board in every subsequent meeting.

The details of attendance of the members in meetings are as follows:

| Name of the Members | Position in the Committee | Designation | No. of Meetings held / Attended during the year |
|---|---|---|---|
| Ms. Deeksha Devadiga[1] | Chairperson | Non-Executive Independent Director | 2/2 |
| Mr. Ganesh Nathuram Dhonde[1] | Chairperson | Non-Executive Independent Director | 5/5 |
| Mr. Navinchandra Rama Sanil | Member | Non-Executive Independent Director | 6/6 |
| Mr. Dinesh Muddu Kotian | Member | Chairman & Managing Director | 6/6 |

*[1]Ms. Deeksha Devadiga , Independent Director of the Company, resigned due to prior commitments and consequently she ceased to be the Independent Director of the Company w.e.f June 18, 2024. Mr. Ganesh Nathuram Dhonde was appointed as Independent Director of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. Following this appointment, the Committee was reconstituted and Mr. Ganesh Nathuram Dhonde was appointed as the Chairperson of the Audit Committee, in place of Ms. Deeksha Devadiga.*

## 2. Nomination and Remuneration Committee:

### a. Composition as on March 31, 2025:

Ms. Deeksha Devadiga , Independent Director of the Company, resigned due to prior commitments and consequently she ceased to be the Independent Director of the Company w.e.f June 18, 2024. Ms. Nirmala Patwa was appointed as an Independent Director of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. Following this appointment, the Committee was reconstituted and Ms. Nirmala Patwa was appointed as the member of the Nomination and Remuneration Committee, in place of Ms. Deeksha Devadiga. Presently, the Committee comprises of Mr. Navinchandra Rama Sanil (Non-Executive, Independent Director) as Chairperson, Mr. Devadas Alva (Non-Executive, Non- Independent Director) and Ms. Nirmala Patwa (Non-Executive, Independent Director) as members. Mr. Navinchandra Rama Sanil Non-Executive, Independent Director of the Company, headed the Nomination and Remuneration Committee as Chairperson and Ms. Khushboo Mahesh Lalji, Company Secretary acted as Secretary.

### b. Term of Reference

The Nomination & Remuneration Committee ensures effective compliances as required under section 178 of the Act and regulation 19 of the SEBI Listing Regulations. The terms of reference of the Nomination & Remuneration Committee, are as follows:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- Formulation of criteria for evaluation of performance of independent directors and our Board;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### c. Meeting and attendance of the committee:

The Nomination and Remuneration Committee met two (2) times during the financial year 2024-25 i.e., on June 18, 2024 and February 13, 2025. For the financial year ended March 31, 2025; the minutes of every meeting of Nomination and Remuneration Committee were approved by the Chairman of the Committee and taken note of, by the Board in every subsequent meeting.

The details of attendance of the members in meetings are as follows:

| Name of the Members | Position in the Committee | Designation | No. of Meetings held / Attended during the year |
|---|---|---|---|
| Mr. Navinchandra Rama Sanil | Chairperson | Non-Executive Independent Director | 2/2 |
| Mr. Devadas Alva | Member | Non-Executive Non-Independent Director | 2/2 |
| Ms. Deeksha Devadiga[1] | Member | Non-Executive Independent Director | 1/1 |
| Ms. Nirmala Patwa[1] | Member | Non-Executive Independent Director | 2/2 |

[1]*Ms. Deeksha Devadiga , Independent Director of the Company, resigned due to prior commitments and consequently she ceased to be the Independent Director of the Company w.e.f June 18, 2024.* Ms. Nirmala Patwa *was appointed as Independent Director of the Company for first term of 5 consecutive years w.e.f. June 18, 2024. Following this appointment, the Committee was reconstituted and* Ms. Nirmala Patwa *was appointed as the member of the Nomination and Remuneration Committee, in place of Ms. Deeksha Devadiga.*

## 3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee oversees the redressal of Shareholder's complaints relating to share transfers/ transmission and non-receipt of Annual reports, etc.

### a. Composition as on March 31, 2025:

The Stakeholders Relationship Committee comprises of two (2) Non Executive, Independent Director namely, Mr. Navinchandra Rama Sanil as Chairperson and Mr. Dwarka Prasad Gattani as member and one (1) Executive Director- Mr. Dinesh Muddu Kotian as member. Mr. Navinchandra Rama Sanil, Independent Director is the Chairperson of the Committee. Ms. Khushboo Mahesh Lalji, Company Secretary is a Compliance Officer of the Committee.

### b. Term of Reference:

The terms of reference of the Stakeholders' Relationship Committee is as under:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.

- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**Meetings and attendance of the Committee:**

The Stakeholder Relationship Committee met once (1) time during the financial year 2024-25 i.e., on February 13, 2025. For the financial year ended March 31, 2025; the minutes of the meeting of Stakeholder Relationship Committee were approved by the Chairman of the Committee and taken note of, by the Board in every subsequent meeting.

The details of attendance of the members in meetings are as follows:

| Name of the Members | Position in the Committee | Designation | No. of Meetings held / Attended during the year |
|---|---|---|---|
| Mr. Navinchandra Rama Sanil | Chairperson | Non- Executive Independent Director | 1/1 |
| Mr. Dwarka Prasad Gattani | Member | Non- Executive Independent Director | 1/1 |
| Mr. Dinesh Muddu Kotian | Member | Chairman & Managing Director | 1/1 |

**c. Details of Investor Complaints received and resolved during the year:**

The details of complaints received, resolved and pending are as under;

| Particulars | Number of Complaints |
|---|---|
| Number of complaints received during financial year 2024-25 | 0 |
| Number of complaints disposed of during the financial year 2024-25 | 0 |
| Number of complaints not resolved to the satisfaction of the shareholders as on March 31, 2025 | Nil |
| Number of pending complaints as on March 31, 2025 | Nil |

## 4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

**a. Composition as on March 31, 2025:**

The Corporate Social Responsibility Committee comprises of two (2) Executives Director namely, Mr. Dinesh Muddu Kotian as Chairperson and Mr. Deepak Bhojane as member and one (1) Non-Executive Independent Director-Ms. Nirmala Patwa. Ms. Khushboo Mahesh Lalji, Company Secretary is a Compliance Officer of the Committee.

**b. Term of Reference:**

The terms of the reference of the CSR Committee covers all the matters prescribed under Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014 (as amended from time to time) which include formulating and recommending to the Board; the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities of the Company.

The detailed terms of reference of the CSR Committee are contained in the CSR Committee Policy, which is available on the website of the Company at the weblink https://www.djcorp.in/pages/Amended-CSR-Policy-DJML.pdf

The terms of reference of the CSR Committee includes but is not limited to the following:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- recommend the amount of expenditure to be incurred on CSR activities;
- formulate and recommend to the Board, an annual action plan in pursuance of CSR policy;
- monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- consider such other key issues or matters as may be referred by the Board or as may be necessary in view of the provisions of the Act and Rules made thereunder.

The Company's CSR Policy primarily focusses on Education, Environmental Sustainability, Promoting Health Care, Eradicating hunger, poverty and malnutrition, and the same are within the ambit of Schedule VII of the Act. During the year, the Company expended on several initiatives under its CSR Policy, .

An Annual report on CSR activities as prescribed under the Act and Rules made thereunder is annexed to the Directors' Report.

**c. Meetings and attendance of the Committee:**

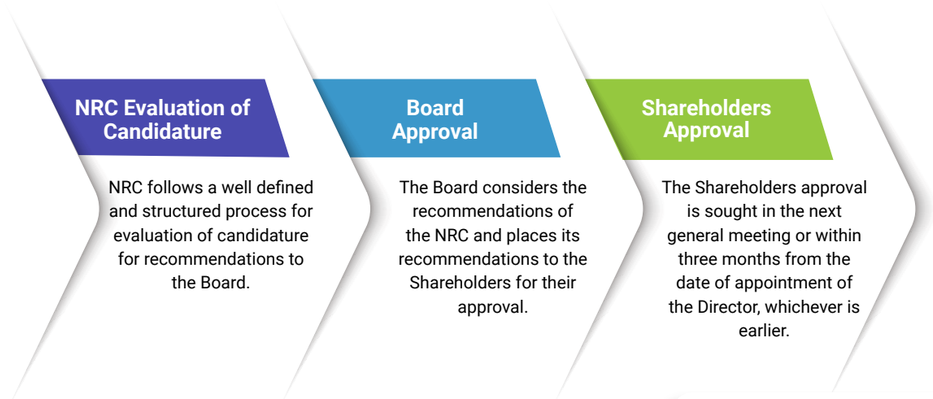
The Corporate Social Responsibility Committee met two (2) time during the financial year 2024-25 i.e., on June 18, 2024 and February 13, 2025. For the financial year ended March 31, 2025; the minutes of the meeting of the Corporate Social Responsibility Committee were approved by the Chairman of the Committee and taken note of, by the Board in every subsequent meeting.

The details of attendance of the members in meetings are as follows:

| Name of the Members | Position in the Committee | Designation | No. of Meetings held / Attended during the year |
|---|---|---|---|
| Mr. Dinesh Muddu Kotian | Chairperson | Chairman & Managing Director | 2/2 |
| Mr. Deepak Bhojane | Member | Whole Time Director | 2/2 |
| Ms. Nirmala Patwa | Member | Non- Executive Independent Director | 2/2 |

## E. PERFORMANCE EVALUATION OF BOARD AND COMMITTEES OF THE BOARD

In terms of the requirement of the Companies Act, 2013 and the SEBI Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.



The Company has a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.

**Board of Directors**

The parameters of the performance evaluation process for the Board, inter alia, considers work done by the Board around long term strategy, rating the composition & mix of Board members, discharging its governance & fiduciary duties, handling critical and dissenting suggestions, etc. The parameters of the performance evaluation process for Directors includes effective participation in meetings of the Board, domain knowledge, vision, strategy, attendance of Director(s), etc. Independent Directors were evaluated by the entire Board with respect to fulfillment of independence criteria as specified in the SEBI Listing Regulations and their independence from the Management.

**Criteria for Performance Evaluation of Independent Directors**

The key criteria for performance evaluation of Independent Directors of the Company are given below:

- Participation and contribution by a Director;
- Effective deployment of knowledge and expertise;
- Independence of behavior and judgment.
- Maintenance of confidentiality of critical issue
- Fulfills the independence criteria as specified in the Companies Act, 2013 and the SEBI Listing Regulations and their independence from the management.
- Development and monitoring of leadership teams, Compliance focus and insistence on ethical business practices
- Assistance in implementing best governance practices and monitors the same
- Exercises independent judgment in the best interest of Company

**Committees of the Board**

The performance evaluation of Committees was carried out based on the degree of fulfillment of key responsibilities as outlined by the charter, adequacy of Committee composition, effectiveness of meetings, quality of deliberations at the meetings and information provided to the Committees. The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

**Remuneration of Directors:**

The Board of Directors have devised Nomination and Remuneration Policy in accordance with Section 178 (3) and (4) of the Companies Act, 2013 which consists criteria for determining qualifications, positive attributes and independence of a director and remuneration for the Directors, key managerial personnel and other employees and the other disclosures required to be made under SEBI Listing Regulations . Further Nomination and Remuneration Committee adheres to the terms and conditions of the policy while approving the remuneration payable. Nomination and Remuneration Policy is available on our website viz: https://www.djcorp.in/images/Nomination%20and%20remuneration%20Policy.pdf

The details of remuneration paid to all Directors (Executive and Non-Executive Independent Directors) during the year 2024-25 are as under:

| Sr. No. | Name of the Directors | Designation | Basic Salary Paid (₹) | Allowances & Perquisites (₹) | Sitting fees paid (₹) | Professional fees | Total Remuneration (₹) |
|---|---|---|---|---|---|---|---|
| 1 | Mr. Dinesh Muddu Kotian | Chairman & Managing Director | 1,80,000.00 | 15,85,000.00 | - | - | 17,65,000.00 |
| 2 | Mr. Deepak Pandurang Bhojane | Whole-time Director | 1,80,000.00 | 14,27,000.00 | - | - | 16,07,000.00 |
| 3 | Mr. Deepak Dattaram Salvi | Whole-time Director | 1,80,000.00 | 14,27,000.00 | - | - | 16,07,000.00 |
| 4 | Mr. Devadas Alva | Non- Executive Non- Independent Director | - | - | - | - | - |
| 5 | Mr. Dwarka Prasad Gattani | Non- Executive Independent Director | - | - | - | - | |
| 6 | Mr. Navinchandra Rama Sanil | Non- Executive Independent Director | - | - | - | - | - |
| 7 | Mr. Purushottam Mahadeo Dalvi *resigned w.e.f June 18, 2024 | Non- Executive Independent Director | - | - | - | - | - |
| 8 | Ms. Deeksha Devadiga *resigned w.e.f June 18, 2024 | Non- Executive Independent Director | - | - | - | - | - |
| 9 | Mr. Ganesh Nathuram Dhonde *appointed w.e.f June 18, 2024 | Non- Executive Independent Director | - | - | - | - | - |
| 10 | Ms. Nirmala Patwa appointed w.e.f June 18, 2024 | Non- Executive Independent Director | - | - | - | - | - |

**Criteria of making payments to Non-executive Directors**

The Company has in place, a Policy stating the criteria for making payments to Non-executive Directors. The same has been uploaded on the Company's website- https://www.djcorp.in/pages/criteria-of-making-payments-to-neds.pdf

**Details of service contracts, Notice Period and Severance Fees**

The Company does not have any policy for service contracts, notice period and severance fees or any other payment to be made to the Directors on their resignation.

## F. POLICIES

i) **WHISTLE BLOWER POLICY**

The Company is committed to adhere to high standards of corporate governance. The Company has adopted a Whistle Blower Policy as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have

been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower policy of the Company are subject to review by the Audit Committee. The Company confirms that no personnel has been denied access to the Audit Committee for the period under review. The Whistle Blower policy is available on the website of the Company at the web-link: https://www.djcorp.in/pages/Whistle%20Blower%20Policy-%20Vigil%20Mechanism.pdf

ii) **REMUNERATION POLICY**

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management Personnel and determination of remuneration payable to them. The policy contains, inter alia, criteria's for directors' appointment and remuneration including determining qualifications, positive attributes, independence of a director, etc. The Remuneration Policy is available on the website of the Company at the weblink- https://www.djcorp.in/images/Nomination%20and%20remuneration%20Policy.pdf

iii) **POLICY ON RELATED PARTY TRANSACTIONS**

In line with requirements of the Act and SEBI Listing Regulations, your Company has formulated a policy on Related Party Transactions which is available on the Company's website at the web-link : https://www.djcorp.in/pages/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf

The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. This policy specifically deals with the review and approval of material related party transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained on an annual basis for transactions with related parties which are of repetitive nature and / or entered in the ordinary course of business and on an arm's length basis.

iv) **CORPORATE SOCIAL RESPONSIBILITY POLICY**

The Corporate Social Responsibility ("CSR") Policy is formulated in consultation with the CSR Committee and as envisaged under Section 135 of the Act and the applicable rules framed thereunder. The CSR Policy is available on the Company's website at the weblink: https://www.djcorp.in/pages/Amended-CSR-Policy-DJML.pdf

The CSR Policy outlines the Company's philosophy and responsibility as a corporate citizen of India and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare and sustainable development of the communities across the country.

v) **POLICY FOR DETERMINING MATERIAL SUBSIDIARIES-**

The requirement for framing a 'Policy for determining material subsidiaries' under the SEBI Listing Regulations did not apply to our Company.

## G. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required under regulation 34(2)(e) of the SEBI Listing Regulations is given in a separate section in this Annual Report and forms part of the Directors' Report.

## H. DISCLOSURES

a. **Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All related party transactions are placed before the Audit Committee and also the Board for approval.

Details of all transactions entered into by the Company with the related parties have been disclosed under "Related Party Transactions" in Note No. 30 of the Annual Financial Statements forming part of the Annual Report. In line with the requirements of the Act and SEBI Listing Regulations, no member of a company is permitted to vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The web-link of the Policy for determining Related Party Transactions is stated here- https://www.djcorp.in/pages/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf

b. **Confirmation by the Board of Directors on acceptance of Recommendation of Mandatory Committees**

The Board of the Company has accepted all recommendations of its various Committees, as mandatorily required to be approved by it during the financial year 2024-25.

c. **Accounting treatment in preparation of financial statements**

The financial statements have been prepared to comply in all material respects with the applicable Accounting Standards notified under Section 133 and the relevant provisions of the Act and generally accepted accounting principles in India.

d. **Reconciliation of Share Capital Audit**

This audit is carried out every quarter and report thereon are submitted to the stock Exchanges as well as placed before the Board of Directors. The Audit Report confirms that the total Issued share capital is in agreement with the Paid-up Capital of the Company.

e. **Certificate for transfer of Shares and Reconciliation of Share Capital**

Pursuant to Regulation 40(9) of Listing Regulations, certificates on half-yearly basis have been issued by a Company Secretary-in-Practice with respect to due compliance of share transfer formalities by the Company.

f. **Details of non-compliance with regard to the capital markets**

There have been no instances of non-compliance by the Company, strictures imposed by the Bombay Stock Exchange ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") or SEBI or any other statutory authority on any matter related to capital markets in the last three (3) years.

g. **Details of utilisation of funds raised through preferential allotment**

During the year under review, the Company allotted 82,33,359 convertible warrants at an issue price of Rs 114/- (25% of ₹ 114) amounting to ₹ 23, 45, 50, 731.50/- (Rupees Twenty Three Crores, Forty Five Lakhs, Fifty Thousand, Seven Hundred and Thirty One and Fifty Paise) on January 02, 2025. The said issue of convertible warrants on preferential basis was approved by the shareholders of the Company through Postal Ballot on October 06, 2024. The funds were utilised by the Company for the purpose of meeting the Company's capital base, to meet working capital requirements and General Corporate purposes.

h. **Insider Trading**

In order to regulate trading in securities of the Company by the Designated Persons, your Company has adopted the Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by insiders ("**Insider Trading Code**") and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) ("**SEBI PIT Regulations**"). The SEBI PIT Regulations, prohibits trading in shares by an 'insider' when in possession of Unpublished Price Sensitive Information ("**UPSI**"). The Insider

Trading Code prevents misuse of UPSI and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Designated Persons. The Board of Directors have also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure and Conduct as per the requirements of the Prohibition of Insider Trading Regulations.

**i. Compliance with the mandatory Corporate Governance requirements as prescribed under the SEBI Listing Regulations**

The Board periodically reviews the compliance of all applicable laws. The Company is in full compliance with all the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

**j. Certificate on Corporate Governance**

The Company has obtained a certificate from M/s. Abbas Jawadwala & Associates, Practicing Company Secretaries regarding compliance of the conditions of Corporate Governance, as stipulated in Regulation 34(3) read with Part E of Schedule V of the SEBI Listing Regulations. The certificate together with this Report on Corporate Governance is annexed to the Directors' Report (forming part of the Annual Report) shall be sent to all the shareholders of the Company , BSE and NSE along with the Annual Report of the Company.

**k. Compliance with Non-mandatory Requirements**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements as prescribed in Regulation 27 of the SEBI Listing Regulations:

(a) The statutory financial statements of your Company are unqualified;

(b) The Internal Auditor directly reports to the Audit Committee.

**l. Corporate Ethics**

As a responsible corporate citizen, the Company consciously follows corporate ethics in business and corporate interactions. The Company has framed codes and policies providing guidance for carrying business in an ethical manner. Some of these policies are:

a) Code for Prevention of Insider Trading;

b) Code of Conduct;

c) Whistle Blower Policy; and

d) Safety, Health and Environment Policy in each of the units.

In conformity with the recent statutory changes, the codes have been revised accordingly.

**m. Disclosures under the Prevention of Sexual Harassment at Workplace Act, 2013**

The Company has constituted an Internal Complaints Committee as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints relating to sexual harassment at its workplaces. No complaints were received by the Internal Complaints Committee.

| | | |
|---|---|---|
| i) | Number of complaints filed during the financial year 2024-25 | NIL |
| ii) | Number of complaints disposed of during the financial year 2024-25 | NIL |
| iii) | Number of complaints pending as on end of the financial year 2024-25 | NIL |

**n. CEO (Chairman and Managing Director) and Chief Financial Officer (CFO) certification**

The Chairman and Managing Director and CFO have made necessary certification on the Financial Statements of the Company for the financial year March 31, 2025 to the Board of the Company. The said certificate is annexed and forms part of this Annual Report. The certificate was placed before the Board at its meeting held on June 18, 2025. The said certificate is annexed and forms part of this Annual Report.

**o. Remuneration to the Statutory Auditors**

Details of the total fees paid to the Statutory Auditors by your Company are disclosed in Note No. 29(a) of the Annual Financial Statements in compliance with the SEBI Listing Regulations.

**p. Loans and advances in the nature of loans to firms / companies in which the Directors are interested: Not Applicable**

**I. UNPAID / UNCLAIMED DIVIDENDS**

According to the provisions of the Act, the amount of dividend remaining unclaimed for a period of seven (7) years from the date of its disbursement, has to be transferred to the Investor Education and Protection Fund ("**IEPF**"), maintained by the Government of India.

## J. SHAREHOLDER INFORMATION

**i) Means of communication**

The Company follows a robust process of communicating with its stakeholders and investors. For this purpose, it provides multiple channels of communications through dissemination of information on the on-line portal of BSE and NSE, the Annual Reports and by placing relevant information on its website.

The quarterly and annual audited financial results of the Company are sent to BSE and NSE immediately after they are approved by the Board.

The quarterly financial results are normally published in Business Standard (all editions) in English and Pratahakal (Mumbai edition) in Marathi in terms of Regulation 47 of the SEBI Listing Regulations. The results are also hosted on the website of the Company – www.djcorp.in

The presentations on the performance of the Company are placed on the Company's website for the benefit of the shareholders after the financial results are communicated to BSE and NSE.

Annual Reports, notice of the meetings and other communications to the Members are sent through e-mail, post or courier.

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.djcorp.in containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance norms, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

Further, the Company disseminates to BSE and NSE wherein the equity shares of the Company are listed, all mandatory information and price sensitive / such other information which in its opinion are material and / or have a bearing on its performance / operations and issues press releases wherever necessary for the information of the public at large. For the benefit of the shareholders, a separate email id has been created for shareholder correspondence viz cs@djcorp.in.

**ii) GENERAL BODY MEETINGS of the Company**

**Details of the last three (3) Annual General Meetings ("AGMs") of the Company are as under:**

| AGM | Financial Year | Date | Time | Venue / Location | Special resolutions passed during the last three (3) AGMs |
|---|---|---|---|---|---|
| 13th | 2021-2022 | Saturday, September, 20, 2022. | 04.00 pm | Through Video Conference/ Other Audio Visual means (Deemed venue): **Corporate office:** UP Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703. | 1. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution "RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva (DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on 10th September 2022 he attainsthe age of 80 years during the aforesaid tenure."<br>2. 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 2023 he attains the age of 71 years during the aforesaid tenure.". |
| 14th | 2022-23 | Thursday, June 22, 2023 | 04.00 pm | Through Video Conference/ Other Audio Visual means (Deemed venue): **Corporate office:** UP Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703. | 1. To consider and if thought fit, to pass the following resolution as a Special Resolution: "RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva ( DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on 10th September 2023 he attains the age of 81 years.<br>2. To consider and if thought fit, to pass 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 2024 he attains the age of 72 years during the aforesaid tenure." |
| 15th | 2023-24 | Saturday, July 13, 2024 | 04.00 pm | Through Video Conference/ Other Audio Visual means (Deemed venue): **Corporate office:** UP Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703. | 1. Appointment of Mr. Ganesh Nathuram Dhonde (DIN: 10664920) as an Independent Director of the Company.<br>2. Appointment of Ms. Nirmala Patwa (DIN: 10664922) as an Independent Director of the Company.<br>3. Amendment to Memorandum of Association with regard to Increase in Authorized Share Capital.<br>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. Devadas Alva (DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on 10th September 2024 he attains the age of 82 years during the aforesaid tenure."<br>5. 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 2025 he attains the age of 73 years during the aforesaid tenure." |

The 16th Annual General Meeting of the Company is proposed to be held on Wednesday, July 23, 2025 at 04.00 p.m. at the through Video Conference/ Other Audio Visual means (Deemed venue): Corporate office: UP Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703.

No Extraordinary General Meeting of the Members was held during FY 2024-25.

**Postal Ballot during the FY 2024-25**

During the financial year 2024-25, following resolution has been passed through Postal Ballot on October 06, 2024.

| Sr. No | Particulars |
|---|---|
| 1. | Preferential Allotment of up to 88,71,500 Convertible Warrants to the Promoter Group and Non- Promoter Category. |

**Issuance of Certificates/Receipts/Letters/Advices for securities & dealing with unclaimed securities**.- Not Applicable during the period under review.

Pursuant to requirements of Regulation 39 (4) of the Listing Regulations, the Company has adhered the procedural requirements specified in Schedule VI while dealing with securities issued to the public, physical or otherwise, as applicable, and there are NIL shares that are unclaimed / lying in the escrow account as on March 31, 2025.

**iii) General Shareholders' information:**

**a. 16th Annual General Meeting**

| | |
|---|---|
| Date | July 23, 2025 |
| Day | Wednesday |
| Time | 04.00 PM |
| Mode | Through Video Conference/ Other Audio Visual means (Deemed venue): Corporate office: Up Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703. |

**b. Record date**

The record date for the purpose of entitlement of dividend will be **Wednesday July 16, 2025.**

**c. Tentative financial calendar**

| | |
|---|---|
| Next financial year | April 1, 2025 to March 31, 2026 |
| First Quarter Results & Limited Review | On or before August 14, 2025 |
| Second Quarter Results & Limited Review | On or before November 14, 2025 |
| Third Quarter Results & Limited Review | On or before February 14, 2026 |
| Audited Annual Results (2024-25) | On or before May 30, 2026 |

**iv) Dividend Payment Date:**

Payment date (tentative): on or before Friday, August 22, 2025.

The Board at its meeting held on June 18, 2025, has recommended payment of Final Dividend of Re. 0.10 (Rupee Ten paisa) per share for the financial year ended March 31, 2025, subject to shareholders' approval at the forthcoming 16th AGM. If approved, the dividend will be paid to the shareholders on or before Friday, August 22, 2025 (within 30 working days from the date of AGM) to those members whose names are appearing in the Register of Members on Wednesday July 16, 2025.

The Company will continue to use NECS / ECS or any other electronic mode for payment of dividend to the shareholders located in places where such facilities / system is in existence.

**v) Listing on Stock Exchanges and symbol:**

| Name of Stock Exchange | Address | Scrip Code/ Symbol |
|---|---|---|
| BSE Limited | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. | 543193 |
| National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E), Mumbai, Maharashtra-400051. | DJML |

The Annual Listing fees for the financial year 2025- 26 has been paid to the Stock Exchanges within the stipulated time.

**vi) Corporate Identification Number**

The Corporate Identification Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L60232MH2009PLC190567. The Company is registered in the State of Maharashtra.

**vii) Market price data**

High / low market price of the Company's equity shares traded on stock exchanges where the equity shares are listed during the last financial year are as follows:

| | BSE | | | NSE | | |
|---|---|---|---|---|---|---|
| | High (₹) | Low (₹) | Volume (No of shares) | High (₹) | Low (₹) | Volume (No of shares) |
| April, 2024 | 288.00 | 167.40 | 2,27,989 | 284.00 | 167.10 | 20,29,000 |
| May, 2024 | 354.00 | 266.00 | 1,10,964 | 348.85 | 270.00 | 5,70,000 |
| June, 2024 | 370.00 | 316.55 | 54,494 | 368.00 | 318.00 | 2,54,000 |
| July, 2024 | 360.50 | 303.00 | 47,730 | 351.90 | 302.00 | 1,97,000 |
| August, 2024 | 321.00 | 98.85 | 1,75,256 | 326.95 | 99.10 | 9,87,000 |
| September, 2024 | 141.00 | 112.00 | 2,63,263 | 141.50 | 112.00 | 14,60,000 |
| October, 2024 | 128.50 | 110.65 | 78,704 | 127.96 | 110.30 | 2,82,000 |
| November, 2024 | 151.90 | 109.55 | 2,80,316 | 151.50 | 109.40 | 14,17,000 |
| December, 2024 | 212.10 | 150.30 | 5,12,525 | 209.70 | 150.60 | 25,88,000 |
| January, 2025 | 182.32 | 130.10 | 53,669 | 181.00 | 129.65 | 4,50,000 |
| February, 2025 | 154.95 | 104.45 | 51,162 | 156.85 | 103.75 | 2,62,000 |
| March, 2025 | 127.70 | 106.55 | 60,711 | 127.05 | 106.30 | 1,08,000 |

**Performance in comparison to BSE SENSEX:**

| | April 01, 2024 | March 31, 2025 | % Change |
|---|---|---|---|
| Company Share Price (closing) | 170.95 | 124.50 | (27.17) |
| SENSEX (closing) | 74014.55 | 77414.92 | 4.59 |

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

**viii)** During the financial year 2024-25, the equity shares of the Company were not suspended from trading.

**ix) Distribution of shareholding as on March 31, 2025:**

The distribution of shareholding as on March 31, 2025 was as follows:

| Sr. No. | No. of shares | Number | % of Total Number | Partly Paid in Rs | Fully Paid in Rs | In Rs | % of Total Rs |
|---|---|---|---|---|---|---|---|
| 1 | UPTO 5,000 | 2569 | 73.23 | 0 | 2293870 | 2293870 | 0.71 |
| 2 | 5,001 - 10,000 | 251 | 7.16 | 0 | 1907640 | 1907640 | 0.59 |
| 3 | 10,001 - 20,000 | 149 | 4.25 | 0 | 2170130 | 2170130 | 0.67 |
| 4 | 20,001 - 30,000 | 93 | 2.65 | 0 | 2393840 | 2393840 | 0.74 |
| 5 | 30,001 - 40,000 | 60 | 1.71 | 0 | 2167740 | 2167740 | 0.67 |
| 6 | 40,001 - 50,000 | 49 | 1.4 | 0 | 2274200 | 2274200 | 0.7 |
| 7 | 50,001 - 1,00,000 | 140 | 3.99 | 0 | 9284670 | 9284670 | 2.86 |
| 8 | 1,00,001 & ABOVE | 197 | 5.62 | 0 | 302343110 | 302343110 | 93.08 |
| | **Total** | **3508** | **100** | **0** | **324835200** | **324835200** | **100** |

**x) Category of shareholding as on March 31, 2025 was as under:**

| Sr. No | Particulars | As on March 31, 2025 | |
|---|---|---|---|
| | | Nos. of shares | % |
| 1 | RESIDENT INDIVIDUALS | 12113152 | 37.29 |
| 2 | LLP | 7392 | 0.02 |
| 3 | BODIES CORPORATE | 437553 | 1.35 |
| 4 | CLEARING MEMBERS | 20913 | 0.06 |
| 5 | PROMOTER | 18309120 | 56.36 |
| 6 | PROMOTER RELATIVES | 30 | 0 |
| 7 | FOREIGN PORTFOLIO INVESTOR (CORPORATE) I | 177340 | 0.55 |
| 8 | ALTERNATE INVESTMENT FUND | 10099 | 0.03 |
| 9 | N.R.I. (NON-REPAT) | 41967 | 0.13 |
| 10 | N.R.I. (REPAT) | 557552 | 1.72 |
| 11 | HINDU UNDIVIDED FAMILY | 808402 | 2.49 |
| | **Total** | **32483520** | **100** |

**xi) Dematerialization of shares and liquidity**

The equity shares of the Company are listed on BSE and NSE. The Company has an agreement with the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") for providing depository services for holding the shares in dematerialized mode. The ISIN of the Company for its shares is INE0B1K01014.

As on March 31, 2025: 3,24,83,520 Equity shares i.e., 100% of the Equity Share Capital of the Company was held in dematerialized form. The Company has paid the requisite fees to NSDL and CDSL for the financial year 2024 - 25.

**xii) Communication to Members**

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates / folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's RTA -Purva shareregistry (India) Private Limited at www.purvashare.com.

Members holding shares in physical form are requested to dematerialize their holding at the earliest to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

**i) Restriction on transfer of shares held in physical form**

SEBI, vide its Master Circular dated 7 May 2024, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. While members are not barred from holding shares in physical form, we request the shareholders holding shares in physical form to dematerialize their holding at the earliest in case they want to effect any transfer of shares.

**ii) Share transfer system**

To expedite share transfer, authority has been delegated to the Stakeholders Relationship Committee of the Board. The said Committee considers requests for transmission, issue of duplicate certificates, issue of certificates on split / consolidation / renewal, etc. and the same are processed and delivered within fifteen (15) days of lodgment, if the documents are complete in all respects. In compliance with the SEBI Listing Regulations, every year, the share transfer system is audited by a Company Secretary in practice and a certificate to that effect is issued by him. The Company Secretary of the Company has also been authorised to approve requests for transmission, effecting change of name, etc. to expedite requests from members.

As per provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA: Purva shareregistry (India) Private Limited- Website:- www.purvashare.com, Email:-support@purvashare.com.

Members holding shares in dematerialized form should contact their respective Depository Participation in this regard.

**iii) Outstanding Global Depository Receipts and American Depository Receipts or Warrants or any Convertible Instruments**

As on March 31, 2025, the Company had no outstanding American Depository Receipts, Global Depository Receipts, Warrants or any Convertible Instruments.

**iv) Address for Shareholders' Correspondence**

**DJ MEDIAPRINT & LOGISTICS LIMITED**
**Registered Office**:- 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Marine Lines, Mumbai-400002.
**Tel No**:- 022-27889342
**Website**-www.djcorp.in
**E-mail id**: - cs@djcorp.in

**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**
**Registered Office**: 9,Shiv Shakti Industrial Estate, J. R. Boricha Marg,Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra.
**Tel**. 022 2301 2518 / 8261,
**Website**: - www.purvashare.com
**Email**:-support@purvashare.com

**v) Registrar to an Issue and Share Transfer Agent**

The Company has appointed '**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITE**', as Registrar & Share Transfer Agent ("**RTA**") of the Company for handling share registry (physical and electronic modes). Accordingly, all correspondence, requests for transmission, demat/ remat and other communication in relation thereto should be mailed or hand delivered to the said RTA directly at the following address:

**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**
**Registered Office**: 9,Shiv Shakti Industrial Estate, J. R. Boricha Marg,Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra.
**Tel**. 022 2301 2518 / 8261,
**Website**: - www.purvashare.com
**Email**:-support@purvashare.com

**vi) Compliance Officer's Details:**

Ms. Khushboo Mahesh Lalji Company Secretary and Compliance Officer

**Registered Office**:-
24, 1st Floor, Palkhiwala House, Tara Manzil,
1st Dhobi Talao Lane,
Marine Lines, Mumbai-400002.
**Tel No**:- 022-27889342
**Website**-www.djcorp.in
**E-mail id**: - cs@djcorp.in

**vii) Investor Relations:**

In order to facilitate investor services, the Company has a designated e-mail id – cs@djcorp.in for registering complaints by investors.

**viii) Commodity price risk or foreign exchange risk and hedging activities**

The Company does not undertake any commodity hedging activities

**ix) Offices locations:**

| Office | Location |
|---|---|
| Registered Office | 24, 1st Floor, Palkhiwala House,Tara Manzil, 1st Dhobi Talao Lane, Marine Lines, Mumbai-400002. |
| Corporate Office | UP Warehouse, Mafco Yard, Plot No 4 to 9, 1st Floor, Sector 18, Vashi, Navi Mumbai-400703. |
| Branch Office-Delhi | Property No- 18/7 at Azad Nagar, Bagh Kare Khan, Near padam Nagar, Kishan Ganj, Delhi-110007. |
| Branch Office-Mysuru | 21, JCK Industrial Park, Belagola Industrial Area, Mysore-570016 |
| Record Management Centre-Bhiwandi | Survey No-119(B), Gram Panchayat House No 431, Gangarampada, Village, Vadape, Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre - Bhiwandi | House No 469, Survey No-119(B7)Plot No 7,Nashik Road, Near Shangrila Hotal Vadape, Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre - Bhiwandi | Print World Industrial Complex, Industrial Gala, No-205-209, 2nd Floor, Bldg No A-2, Vehele Village, Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre- Bhiwandi | Unit No A3,115, Harihar Complex, Dapode Road- Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre- Bhiwandi | Unit No A3,105, Harihar Complex, Dapode Road- Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre- Bhiwandi | Unit No A3,104, Harihar Complex, Dapode Road- Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre- Bhiwandi | Unit No A3,116, Harihar Complex, Dapode Road- Tal-Bhiwandi, Dist-Thane. |
| Record Management Centre-Puducherry | Opp Police Station, First Floor, No.5/7, Cuddalore Road, Ariyankuppam, Ariyankuppam, Puducherry, Puducherry, 605007 |
| Record Management Centre- Puducherry | R.S.No.74,Aft Colony, Near Rajiv Gandhi Nagar Road,Thavalakuppam Revenue Village, Ariyankuppam Commune,Puducherry-605007. |

**The Company has set up an International Office in Guangzhou China**

| Place | Address |
|---|---|
| Guangzhou, China | Unit D 55, 188 Hengyuan Building, Linhe Middle Road, Tianhe District, Guangzhou, 510630 China |

**x) List of all credit rating obtained by the Company along with any revisions during the financial year 2024-25:**

The Company's Bank facilities are rated by CRISIL Ratings Limited ("**CRISIL**"). The grading indicates 'High' level of Creditworthiness, adjudged in relation to other SMEs.

## K. COMPLIANCE

i) **Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

There are no materially significant related party transactions that may potentially conflict with the interests of the Company at large.

ii) **Statutory Compliance, Penalties and Strictures**

The Company continues to comply with the requirements of the Stock Exchanges (BSE & NSE), SEBI and other statutory authorities on all matters relating to capital markets. There were no cases of penalties or strictures imposed on the Company by BSE & NSE or SEBI or any other statutory authorities on any matter related to capital markets during the last three (3) years.

iii) **Disclosure under Regulation 30 of the SEBI Listing Regulations regarding certain agreements with media companies**

As on March 31, 2025, the Company has not entered into any agreements (i.e., shareholders' agreements / joint venture agreements / family settlement agreements) having an impact on the management and control of the Company. Further, the Company has not entered into agreements / treaties / contracts with media companies which are binding and not in the normal course of business.

iv) **Certificate from Practicing Company Secretary**

As on March 31, 2025, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any other statutory authority. A certificate to that effect has been obtained from M/s. Abbas Jawadwala & Associates, Practicing Company Secretaries.

## L. INVESTOR SAFEGUARDS AND OTHER INFORMATION

**i) Dematerialization of Shares**

Shareholders are requested to convert their physical holdings to demat / electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

**ii) National Electronic Clearing Services (NECS) / Electronic Clearing Services (ECS) mandate**

NECS / ECS facility ensures timely remittance of dividend without possibility of loss / delay in postal transit. Shareholders holding shares in electronic form may register their NECS / ECS details with the respective DPs and shareholders holding shares in physical form may register their NECS / ECS details with Registrar and Share Transfer Agent to receive dividends, if declared, via NECS / ECS mode.

**iii) Timely Encashment of Dividends**

In respect of the shareholders who have either not opted for NECS / ECS mandate or do not have such a facility with their banker, are requested to encash dividends promptly to avoid the inconvenience of writing to Company's RTA thereafter for revalidation of dividend warrants.

### iv) Transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF)

According to the provisions of the Act, the amount of dividend remaining unclaimed for a period of seven (7) years from the date of its disbursement, has to be transferred to the Investor Education and Protection Fund ("**IEPF**"), maintained by the Government of India. Following are the details of the unclaimed dividend. If not claimed within seven (7) years, then the same will be transferred to the IEPF in accordance with the Schedule given below:

| Financial Year | Date of dividend declaration and Type of dividend | Total Dividend (in ₹) | Unclaimed Dividend (in ₹) | Year when the amount becomes due for transfer to IEPF |
|---|---|---|---|---|
| 2021-22 | September 20, 2022-Final | 10, 06,097 | 6,753 | 2029 |
| 2022-23 | June 22, 2023-Final | 16,24,176 | 7,715.55 | 2030 |
| 2023-24 | July 13,2024- Final | 21,65,568 | 8,378 | 2031 |

### v) SEBI Complaints Redress System (SCORES)

SEBI vide its circular dated March 26, 2018 issued new policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the Members to approach the Company directly at the first instance for their grievance.

In its efforts to improve the ease of doing business, SEBI launched a Mobile Application for the convenience of investors to lodge their grievances in SEBI Complaints Redress System (SCORES).

The App has all the features of SCORES which is presently available electronically where investors have to lodge their complaints by using internet medium. After mandatory registration on the App, for each grievance lodged, investors will get an acknowledgement via SMS and e-mail on their registered mobile numbers and e-mail ID respectively. Investors can not only file their grievances but also track the status of their complaint redressal Investors can also key in reminders for their pending grievances. Tools like FAQs on SCORES for better understanding of the complaint handling process can also be accessed. Connectivity to the SEBI Toll Free Helpline number has been provided from the App for any clarifications/help that investors may require.

### vi) Update Address / Bank Details

To receive all communications / corporate actions promptly, shareholders holding shares in dematerialized form are requested to please update their address / bank details with the respective DPs and in case of physical shares, the details have to be intimated to the RTA.

### vii) Registered email address

The MCA has taken steps to encourage "**Green Initiative in Corporate Governance**" by issuing various circulars whereby companies are permitted to send Notice / documents including Annual Report in electronic mode ("**Documents**"), provided the company has obtained email address of its members for sending these Documents through email by giving an advance opportunity to every shareholder to register their email addresses and changes therein from time to time with the Company.

Accordingly, members holding shares in physical form are requested to register their email addresses and changes therein from time to time, by directly sending the relevant email addresses along with the details such as name, address, folio no., no. of shares held to the RTA - **PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED.**

In respect of shares held in electronic form, the email address along with DP ID / Client ID and other shareholder details as mentioned above should be registered by the shareholders with their respective DP's. Upon registration of the email address, the Company proposes to send notices and documents, in electronic form to such shareholders.

## CEO (CHAIRMAN & MANAGING DIRECTOR) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors,
**DJ Mediaprint & Logistics Limited**

a. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2025 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

a. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.

b. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.

c. We have indicated to the Auditors and the Audit Committee that there were:

i. no significant change in internal control over financial reporting during the year;

ii. no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **DJ Mediaprint & Logsitics Limited**
Sd/-
**(Dinesh Muddu Kotian)**
Chairman & Managing Director
**DIN:**01919855

For **DJ Mediaprint & Logsitics Limited**
Sd/-
**(Dhanraj Kunder)**
Chief Financial Officer
**M No.:** 608857

**Place:** Mumbai
**Date:** June 18, 2025

## DECLARATION OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

To
**DJ Mediaprint & Logistics Limited**

In accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them for the financial year ended March 31, 2025.

Sd/-
**(Dinesh Muddu Kotian)**
**Chairman & Managing Director**
**DIN:01919855**

**Place:** Mumbai
**Date:** June 18, 2025

## CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

**(Under Regulation 34(3) read with Schedule V and Regulations 17 to 27, and Regulation 46(2)(b) to (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
**DJ Mediaprint & Logistics Limited**,
**CIN**: L60232MH2009PLC190567
24, 01st Floor, Palkhiwala House, 01st Dhobhi Talao Lane, Tara Manzil, City: Mumbai, Pincode: 400002, State: Maharashtra, Country: India.

**Also at;**
UP Warehouse, Mafco Yard, 01st Floor, Plot No. 4 to 9, Sector - 18, Vashi, City: Navi Mumbai, Pincode: 400703, State: Maharashtra, Country: India.

1. I, Abbas Jawadwala, Company Secretary in Practice, working in the name and style of M/s. Abbas Jawadwala & Associates, Firm of Company Secretaries, have examined the compliance of conditions of Corporate Governance by DJ Mediaprint & Logistics Limited ("the Company") for the financial year ended on March 31, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time.

### MANAGEMENT'S RESPONSIBILITY;

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

### AUDITORS' RESPONSIBILITY;

3. My examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. I have examined the relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

**OPINION;**

5. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended March 31, 2025.
6. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Abbas Jawadwala & Associates**
**Practicing Company Secretary**
**Abbas Jawadwala**
**Company Secretary**
**ACS:** 40723 **& COP:** 24937
**UDIN:** A040723G000648913

**Place:** Thane
**Date:** June 23, 2025



# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
**DJ Mediaprint & Logistics Limited,**
**CIN**: L60232MH2009PLC190567
24, 01st Floor, Palkhiwala House, 01st Dhobhi Talao Lane, Tara Manzil, City: Mumbai, Pincode: 400002, State: Maharashtra, Country: India.

**Also at;**
UP Warehouse, Mafco Yard, 01st Floor, Plot No. 4 to 9, Sector - 18, Vashi, City: Navi Mumbai, Pincode: 400703, State: Maharashtra, Country: India.

I, Abbas Jawadwala, Company Secretary in Practice, working in the name and style of M/s. Abbas Jawadwala & Associates, Firm of Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DJ Mediaprint & Logistics Limited (hereinafter referred to as "the Company") having CIN: L60232MH2009PLC190567, for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the verification of DIN status on the MCA Portal (www.mca.gov.in) and information/documents provided by the Company, I hereby certify that for the financial year ended March 31, 2025, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

**Table A – List of Directors as on March 31, 2025**

| Sr. No. | Name of Director | Director Identification Number (DIN) | Designation | Date of Appointment |
|---|---|---|---|---|
| 1 | Dinesh Muddu Kotian | 01919855 | Managing Director | 24/02/2009 |
| 2 | Deepak Pandurang Bhojane | 02585388 | Whole-time Director | 10/03/2010 |
| 3 | Deepak Dattaram Salvi | 02588250 | Whole-time Director | 10/03/2010 |
| 4 | Dwarka Prasad Gattani | 06865570 | Director | 29/11/2019 |
| 5 | Devadas Alva | 06902537 | Director | 25/06/2014 |
| 6 | Navinchandra Rama Sanil | 08648083 | Director | 29/11/2019 |
| 7 | Ganesh Nathuram Dhonde | 10664920 | Director | 18/06/2024 |
| 8 | Nirmala Patwa | 10664922 | Director | 18/06/2024 |

**For Abbas Jawadwala & Associates**
**Practicing Company Secretary**

**Abbas Jawadwala**
**Company Secretary**
**ACS:** 40723 **& COP:** 24937
**UDIN:** A040723G000648924

**Place:** Thane
**Date:** June 23, 2025

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2024-25

M/s DJ Mediaprint & Logistics Limited is a distinguished name in the industry, delivering an integrated suite of services tailored to diverse business needs.



With a rich legacy spanning over 16 years, we have earned the trust of over 1,000 esteemed organizations, strengthening our position as a reliable and innovative service provider. Our journey, built on the pillars of quality, innovation, and customer satisfaction, has enabled us to establish long-term relationships with our clients. By consistently delivering exceptional value and services, we have demonstrated our commitment to excellence and cemented our reputation as a trusted partner in the industry.

Our expertise spans a wide range of services, including commercial printing, security printing post and courier services, scanning, record management services, newspaper advertisement, Bulk SMS, Whatsapp and Email services and logistics. By integrating these services under one umbrella, we provide our clients with a holistic suite of solutions designed to meet their diverse needs. Our state-of-the-art infrastructure, coupled with cutting-edge technology, enables us to deliver high-quality products and services that exceed client expectations.

As we look to the future, we remain focused on driving growth, innovation, and customer satisfaction. Our goal is to continue delivering exceptional value to our clients, partners, and stakeholders, while expanding our presence and strengthening our position in the industry. With a proven track record of success and a strong foundation in place, we are well-equipped to navigate the complexities of the print and logistics industry and achieve even greater heights of success in the years to come.

## OUR CORE COMPETENCIES INCLUDE:

### Commercial & Security Printing
As an Indian Banks' Association (IBA)-approved Security Printer, we uphold the highest standards of security, confidentiality, and quality in all our printing services, ensuring compliance with industry best practices.

### Mailing Services
As an authorized bulk mailer by India Post, we offer dependable and cost-effective mailing solutions, facilitating seamless communication and delivery for our clients.

### Logistics Solutions
Our comprehensive logistics services are designed to optimize supply chains, providing timely, secure, and efficient delivery operations that support business continuity.

### Newspaper Advertising
We provide strategic, targeted newspaper advertising solutions, enabling brands to effectively reach and engage their audiences across diverse demographics.

### Outdoor Advertising
Specializing in high-impact outdoor media, we manage advertising on bus queue shelters and other platforms, ensuring maximum visibility and brand recall.

### Scanning, Storage & Record Management Services
We deliver end-to-end document management solutions, including secure scanning, storage, and systematic record management, enhancing operational efficiency and compliance.

### Email Management Services
Our professional email management offerings ensure prompt, organized, and secure communication processes, supporting customer relationship management and outreach efforts.

### Bulk SMS & WhatsApp Services
Leveraging digital communication channels, we offer bulk SMS and WhatsApp services, enabling businesses to engage with their audience instantly and effectively.

### Customized Software Solutions
We design and deliver tailored software solutions that align with specific client requirements, enhancing operational capabilities and driving digital transformation.

*At DJ Mediaprint & Logistics Limited, we pride ourselves on offering a holistic Print to Post solution—encompassing printing, Variable Data Printing (VDP), and mailing—all under one roof. Our commitment to innovation, reliability, and excellence enables us to consistently deliver superior value to our clients and partners.*

# 1 STRUCTURE OF THE INDUSTRY

## LOGISTICS INDUSTRY

| | |
|---|---|
| Global | The global logistics industry, critical for global trade facilitation, was valued at USD 9.6 trillion in 2020 and is projected to reach USD 15.5 trillion by 2030, growing at a CAGR of 4.6%. The sector is being reshaped by automation, Artificial Intelligence (AI), Internet of Things (IoT), autonomous delivery solutions, and blockchain technology, enhancing visibility, efficiency, and security across supply chains. The e-commerce boom and demand for last-mile delivery solutions are major growth drivers. |
| National | India's logistics sector, contributing nearly 14% to GDP, is poised for a transformation, anticipated to grow from USD 215 billion in 2020 to USD 380 billion by 2030 (CAGR 6%). Key enablers include the National Logistics Policy, multimodal logistics parks, and significant infrastructural developments under Bharatmala and Sagarmala projects. |

## PAPER AND PRINTING INDUSTRY

| | |
|---|---|
| Global | Globally, the paper industry is set to expand from USD 268 billion (2023) to USD 335 billion by 2030 (CAGR 3.2%). Packaging accounts for 55% of this market, driven by rising e-commerce sales and the growing emphasis on sustainable packaging materials. The global printing market is expected to reach USD 370 billion by 2030, supported by a surge in digital printing technologies with AI integration. |
| National | India's paper industry, currently valued at ₹ 75 billion, is projected to grow at a CAGR of 5.5%, reaching ₹ 110 billion by 2030. The printing industry is projected to grow from ₹ 50 billion to ₹ 80 billion by 2030, primarily due to the expansion of educational publishing, digital print-on-demand, and packaging solutions. |

## SCANNING AND DIGITIZATION INDUSTRY

| | |
|---|---|
| Global | Globally, the scanning and digitization market is forecast to grow from USD 6.5 billion (2023) to USD 15.2 billion by 2030, registering a CAGR of 12.3%. Key drivers include AI and machine learning integration for intelligent document processing, blockchain technology for tamper-proof digital records, and cloud-based storage solutions. |
| National | In India, the Digital India campaign, along with smart city initiatives, is driving rapid adoption. The Indian scanning and digitization market is expected to grow from USD 0.8 billion to USD 2.5 billion by 2030, at an impressive CAGR of 17.4%. BFSI, healthcare, education, and government are the key verticals adopting digitization aggressively. |

## RECORDS MANAGEMENT INDUSTRY

| | |
|---|---|
| Global | The global records management market is estimated to grow from USD 48 billion in 2020 to USD 95 billion by 2030 at a CAGR of 7%. The shift towards cloud-based solutions, AI-driven record categorization, and blockchain-enhanced data integrity is reshaping the industry landscape. |
| National | In India, valued at ₹ 3,500 crore (2020), the market is expected to reach ₹ 7,500 crore by 2030 (CAGR 8.5%), fueled by the digitization of government archives, healthcare records, and corporate data governance mandates. |

## PRINT MEDIA AND OUTDOOR ADVERTISING

| | |
|---|---|
| Global | Globally, the print media industry is experiencing a steady decline of around 2–3% annually, primarily driven by the shift to digital platforms and evolving consumer preferences. However, the outdoor advertising sector is maintaining healthy growth at 4–5% CAGR, supported by technological innovations, programmatic advertising, and improved audience measurement capabilities. |
| National | In India, print media continues to grow at a 3–4% CAGR, fueled by the popularity of regional language publications and strong demand from rural and semi-urban markets. Meanwhile, the outdoor advertising sector, especially Digital Out-of-Home (DOOH), is witnessing robust growth of 7–8% CAGR, supported by smart city projects, infrastructure expansion, and greater integration of digital and mobile technologies. |

# 2 DEVELOPMENTS IN THE INDUSTRY

## Logistics Industry

- **Adoption of AI and IoT**: Enhancing predictive analytics, warehouse automation, route optimization, and autonomous deliveries for improved efficiency.
- **Blockchain Technology**: Securing supply chains through transparent, traceable, and immutable ledgers, reducing fraud and improving trust.
- **Sustainability Initiatives**: Transitioning towards electric fleets, carbon-neutral warehouses, and green logistics hubs to meet environmental targets.
- **3D Printing Integration**: Revolutionizing supply chains by enabling decentralized production, reducing lead times and inventory costs.

## Paper and Printing Industry

- **Sustainable Innovations**: Increased use of recycled paper, biodegradable materials, and sustainable forestry practices.
- **Digital Printing Evolution**: Growth of on-demand, short-run, and personalized printing facilitated by AI and automation technologies.
- **Industry Consolidation**: Mergers and acquisitions are optimizing operations and expanding global footprints.
- **Packaging Boom**: E-commerce is driving a surge in demand for innovative and sustainable packaging solutions.

## Scanning and Digitization Industry

- **AI and Machine Learning**: Enabling intelligent data extraction, pattern recognition, and document classification to streamline operations.
- **Blockchain Integration**: Creating tamper-proof digital records, enhancing trust and legal validity.
- **Cloud Services**: Offering scalable, secure, and cost-effective storage solutions, driving adoption among SMEs and large enterprises.
- **Government Initiatives**: Boosting digitization through Digital India, e-Governance programs, and smart city projects.

## Records Management Industry

- **Cloud-First Strategies**: Facilitating real-time access, disaster recovery, and collaboration through cloud-based platforms.
- **AI-Powered Categorization**: Automating document tagging, indexing, and retrieval, improving operational efficiency.
- **Regulatory Compliance**: Adapting to stricter regulations like GDPR, HIPAA, and India's Personal Data Protection Bill.
- **Blockchain Security**: Ensuring data integrity, auditability, and enhanced cyber security.

## Print Media and Outdoor Advertising

- **Digital Subscriptions and Paywalls**: Growing revenue streams through premium content and subscription models.
- **DOOH Growth**: Dynamic, data-driven outdoor advertising increasing engagement and advertiser ROI.
- **Eco-Friendly Materials**: Innovations in sustainable printing inks, substrates, and green billboards.
- **Hyperlocal Targeting**: Leveraging data analytics to offer customized advertisements to local audiences.

# 3 SWOT ANALYSIS




## LOGISTICS INDUSTRY

### Strengths

- Rapid digital transformation driven by IoT, AI, and blockchain, enhancing operational transparency and efficiency.
- Expansion in e-commerce creating continuous demand for last-mile and hyperlocal delivery.
- Governmental policies supporting infrastructure development (Gati Shakti, multimodal hubs).
- Strategic geographical positioning of India favoring trade facilitation.

### Weaknesses

- High initial capital expenditure for technology integration and fleet modernization.
- Fragmentation and lack of standardization across different logistics players.
- Shortage of skilled manpower to manage advanced logistics operations.

### Opportunities

- Growing demand for sustainable supply chain solutions, green warehouses, and electric vehicle adoption.
- Integration of drone-based delivery systems to enhance rural connectivity.
- Adoption of blockchain for real-time shipment visibility and fraud prevention.
- Increasing third-party logistics (3PL) and fourth-party logistics (4PL) outsourcing by enterprises.

### Threats

- Rising cybersecurity threats targeting logistics management systems.
- Geopolitical tensions impacting global supply chains.
- Volatility in fuel prices impacting transportation costs.

## PAPER AND PRINTING INDUSTRY

### Strengths

- Strong demand for customized, short-run digital printing and eco-friendly packaging.
- Resilience in packaging, driven by e-commerce growth.
- Well-established network of paper manufacturers and printers.

### Weaknesses

- High dependency on imported raw materials, making cost structures vulnerable.
- Environmental concerns surrounding traditional paper production.

### Opportunities

- Rapid growth in smart packaging solutions combining QR, NFC technologies.
- Increasing demand for recycled and biodegradable paper materials.
- Growth in on-demand publishing and personalized print marketing.

### Threats

- Rapid shift toward digital media reducing demand for traditional print.
- Stringent environmental regulations increasing compliance costs.

## SCANNING AND DIGITIZATION INDUSTRY

### Strengths

- High growth trajectory supported by digital transformation agendas.
- Cost savings and efficiency improvements for enterprises through digitization.
- Strong demand across industries (healthcare, BFSI, legal, government).

### Weaknesses

- High initial capital costs for advanced digitization technologies.
- Data privacy and cybersecurity concerns.

### Opportunities

- Expansion in emerging markets with low digitization penetration.
- Government initiatives like Digital India driving large-scale public sector projects.
- Adoption of AI/ML to automate and optimize document workflows

### Threats

- Rapid technological advancements increasing obsolescence risk.
- Tightening data protection and compliance requirements.

## RECORDS MANAGEMENT INDUSTRY

### Strengths

- Increasing regulatory requirements for data retention boosting demand.
- Strong value proposition in operational efficiency and cost savings.
- Integration with AI and blockchain for smart, secure records.

### Weaknesses

- Resistance to change from traditional physical document management.
- Infrastructure challenges in scaling for small and medium enterprises.

### Opportunities

- Surge in demand from healthcare, financial services, and public sector.
- Cloud-first record management solutions facilitating remote access.
- Demand for disaster recovery and business continuity solutions.

### Threats

- Cyberattacks and breaches targeting sensitive information.
- Complex and evolving regulatory landscape.

## PRINT MEDIA AND OUTDOOR ADVERTISING

### Strengths

- Strong regional penetration and trustworthiness of print media.
- Outdoor advertising's non-intrusive yet high-impact format.

### Weaknesses

- Shrinking print advertising revenues amid digital competition.
- High setup costs for digital out-of-home (DOOH) screens.

### Opportunities

- Growth in DOOH advertising leveraging real-time data analytics.
- Regional language print expansion fueled by rising literacy and local content demand.
- Integration of AR/VR technologies in outdoor media enhancing engagement.

### Threats

- Shift in advertising budgets toward digital platforms.
- Environmental concerns and rising paper costs.
- Shift in advertising budgets toward digital platforms.
- Environmental concerns and rising paper costs.



# 4 INDUSTRY OUTLOOK

The industry outlook is highly promising, fueled by digital innovation, policy support, and sustainability trends:

### Logistics

Projected to grow robustly with a shift toward tech-enabled, green logistics ecosystems. Demand for 3PL/4PL services will rise due to e-commerce and omni channel retailing.

### Paper & Printing

While traditional print faces challenges, sustainable packaging and digital print-on-demand services are expected to grow significantly.

### Scanning & Digitization

Enterprises are prioritizing end-to-end digital transformation, creating a sustained need for digitization, cloud adoption, and AI-based document workflows.

### Records Management

Demand for secure, cloud-based records management solutions will surge, supported by stricter compliance regulations.

### Print Media & Outdoor Advertising

Despite headwinds in print, regional media and DOOH are poised for expansion, fueled by regionalization and smart city initiatives.

## FORECASTS

**LOGISTICS**
USD 15.5 TRILLION
GLOBAL MARKET BY 2030

**PAPER MARKET**
USD 335 BILLION
GLOBAL MARKET BY 2030

**PRINTING MARKET**
USD 370 BILLION BY 2030

**SCANNING & DIGITIZATION**
USD 15.2 BILLION
GLOBAL MARKET BY 2030

**RECORDS MANAGEMENT**
USD 95 BILLION
GLOBAL MARKET BY 2030

**OUTDOOR ADVERTISING**
GLOBAL CAGR OF 4-5%; INDIA GROWING AT 7-8% CAGR

# 5 COMPANY OUTLOOK AND STRATEGIC INITIATE

At DJ Mediaprint & Logistics Limited, we are committed to leveraging emerging trends and addressing industry challenges to solidify our market leadership.

### Our strategic priorities include:

**Digitalization:** Scaling up investments in AI, machine learning, blockchain, and cloud platforms to drive innovation and improve operational efficiencies.

**Sustainability Leadership:** Embedding eco-friendly practices across our logistics, printing, and outdoor advertising solutions to align with global environmental goals.

**Diversified Growth:** Expanding into high-growth verticals including document digitization, smart records management, and programmatic outdoor advertising, tapping into undeserved markets.

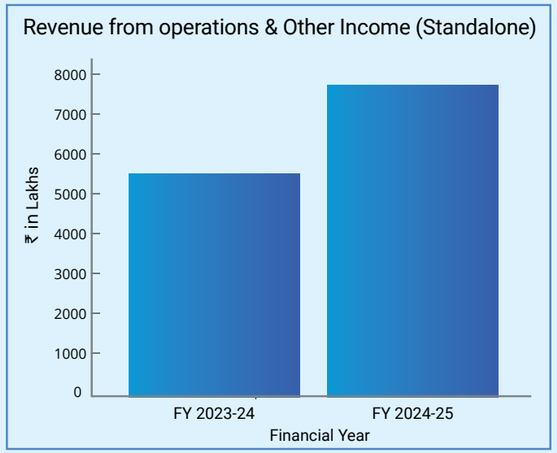
**Talent and Innovation:** Building a robust workforce equipped with future-ready skills to foster a culture of continuous innovation and agility.

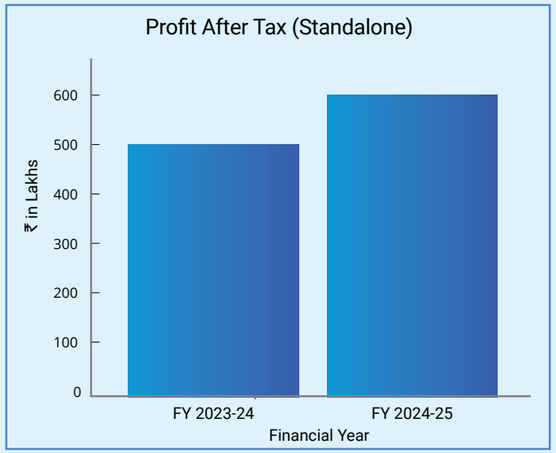
**Client-Centric Approach**: Delivering customized, end-to-end solutions tailored to evolving client needs, enhancing customer satisfaction and retention.

In conclusion, DJML is strategically positioned to harness the next wave of technological innovation and sustainability-led growth. Our proactive approach to digital transformation, sustainability, and market diversification places us at a significant advantage. By capitalizing on rising demand for smart logistics, digital services, and integrated media solutions, we are confident of delivering sustainable growth and superior value to all stakeholders.

# 6 PERFORMANCE REVIEW (2024-25):

Standalone Basis: Revenue from operations, including other income, stood at ₹ 7829.13 Lakhs in FY 2024- 25, up from ₹ 5725.02 Lakhs in the previous year marking a substantial increase of 36.75%. Profit After Tax increased to ₹ 654.91 Lakhs in FY 2024-25 from ₹ 503.95 Lakhs in the previous year.




# 7 SEGMENT-WISE PERFORMANCE

## OVERALL REVENUES ↑36.86%

The Company achieved robust growth in overall revenues from operations, showcasing resilience and adaptability in dynamic market conditions. This growth reflects our ability to navigate challenges and capitalize on emerging opportunities, driving sustainable business performance.

## ↑54.04% LOGISTICS SEGMENT

The Logistics segment delivered a strong performance, with revenues increasing by 54.04%, driven by the growing demand for efficient logistics solutions and the adoption of technology in transportation and warehousing.

## PRINTING SEGMENT ↑119.56%

The Printing segment delivered an exceptional performance, with revenues surging by 119.56%, making a substantial contribution to the company's overall growth, leveraging its core strengths.

## STORAGE & RECORD MANAGEMENT SEGMENT ↓63.38%

While the Storage & Record Management segment faced a decline of 63.38% in revenue, we are focused on leveraging our expertise and infrastructure to drive future growth and deliver value to our clients.

## ↑54.31% NEWSPAPER ADVERTISEMENT SEGMENT

The Newspaper Advertisement segment saw significant growth, with revenues rising by 54.31%, driven by effective cross-selling strategies and strong relationships with existing customers.



# 8 RISK MANAGEMENT AND MITIGATION STRATEGIES



At DJ Mediaprint & Logistics Limited, we recognize that risk management is an integral part of our business operations. Our company is exposed to various risks, including fluctuations in raw material prices, foreign exchange rates, interest rates, political instability, governmental policies, competitive forces, changing technology, and obsolescence. To mitigate these risks effectively, we have adopted a multifaceted approach that includes:

### STRATEGIC PARTNERSHIPS

We build partnerships with leading organizations to offer innovative solutions that drive growth and mitigate competitive pressures. These partnerships enable us to leverage the strengths of our partners, enhance our offerings, and stay ahead of the competition.

### FOCUS ON INNOVATION

We continuously innovate our products, technology, and processes to enhance efficiencies and adapt to changing market dynamics. Our innovation focus enables us to stay ahead of the curve, capitalize on new opportunities, and mitigate the risks associated with changing market conditions.

### DIGITAL TRANSFORMATION

We have invested in a new online model to capitalize on the digital space and leverage our inherent strengths. Our digital transformation initiatives enable us to reach new customers, enhance our offerings, and improve our operational efficiencies.

### PREDICTIVE PLANNING

We focus on building predictability to enhance business and operational planning, mitigating uncertainties. Our predictive planning approach enables us to anticipate and respond to changes in the market, reducing the risks associated with uncertainty.

### TECHNOLOGY INVESTMENTS

We make strategic investments in technology to enhance efficiencies and maintain competitiveness. Our technology investments enable us to streamline our operations, improve our productivity, and stay ahead of the competition.

### WASTE REDUCTION

We deploy IT systems and processes customized to the industry to reduce wastage and optimize resource utilization. Our waste reduction initiatives enable us to minimize waste, reduce costs, and improve our environmental sustainability.

### RISK MITIGATION FRAMEWORK

Our risk mitigation framework is designed to identify, assess, and mitigate risks that could impact our business operations. We have a robust risk management system in place that enables us to anticipate and respond to risks in a timely and effective manner.

## KEY RISK MITIGATION INITIATIVES

**Diversification of Revenue Streams:**

We have diversified our revenue sources, contributing to top-line growth and reducing dependence on any single revenue stream.

**Cost Management:**

We have implemented prudent financial controls and cost management practices, enabling us to optimize our expenses and improve profitability.

**Investment in Technology:**

We have invested in technology to enhance efficiencies, improve productivity, and stay ahead of the competition.

By adopting a proactive and multifaceted approach to risk management, we are able to mitigate risks effectively and ensure the long-term sustainability of our business.

# 9 INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

At DJ Mediaprint & Logistics Limited, we recognize the importance of robust internal financial controls in ensuring transparency, compliance, and efficiency in our operations. Our internal control systems are designed to align with our scale, business nature, and operational complexity, and are subject to regular monitoring and evaluation by our management, internal auditors, and statutory auditors.



## MONITORING AND EVALUATION

Our internal financial controls are subject to periodic monitoring by our management, ensuring that they remain effective and responsive to changing business dynamics and regulatory requirements. This systematic oversight enables us to identify areas for improvement and implement corrective actions as necessary.

## AUDIT AND OVERSIGHT

Our internal and statutory auditors conduct thorough evaluations of our internal control framework, providing valuable insights into control effectiveness and highlighting areas for enhancement. Their independent assessments help us to identify potential risks and opportunities for improvement.

## REVIEW AND IMPLEMENTATION

Audit findings and status reports, along with management actions and responses, are presented to our Audit Committee for review. This collaborative approach ensures that audit recommendations are addressed promptly, and corrective actions are implemented as necessary.

## ADAPTABILITY AND COMPLIANCE

Our internal control systems are adaptable to accommodate amendments in laws and regulations, ensuring ongoing compliance and mitigating regulatory risks effectively. We prioritize compliance and take proactive steps to stay ahead of regulatory changes.

## DRIVING CONTINUOUS IMPROVEMENT

We emphasize a culture of continuous improvement in our internal controls, driving enhancements aimed at optimizing operational efficiency and minimizing risks. Our commitment to continuous improvement enables us to stay agile and responsive to changing business needs.



# 10 DISCUSSION ON FINANCIAL PERFORMANCE W.R.T OPERATIONAL PERFORMANCE

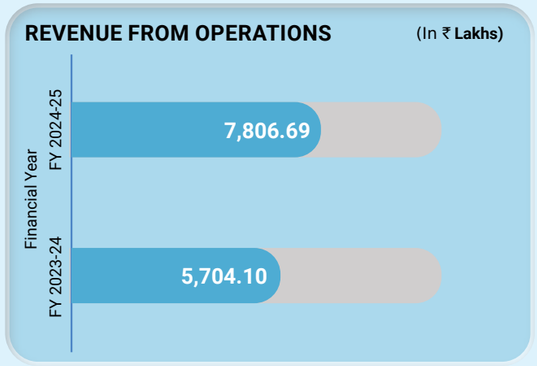
(₹ in lakhs)

| Particulars | For the Year ended March 31,2025 | For the Year ended March 31,2024 |
|---|---|---|
| Total Income | 7,829.13 | 5,725.02 |
| **EBITDA** | **1,727.02** | **1,406.71** |
| Less: Depreciation | 660.27 | 531.78 |
| **EBIT** | **1,066.75** | **874.93** |
| Less: Finance Cost | 261.83 | 244.20 |
| **Profit before exceptional items and tax** | **804.92** | **630.73** |
| Less: Exceptional items | - | - |
| **Profit Before Tax** | **804.92** | **630.73** |

# FINANCIAL PERFORMANCE REVIEW FOR FY 2024-25

## REVENUE ↑36.86%

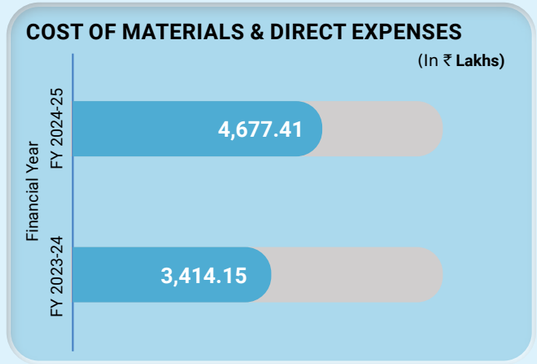
Our sales/income from operations witnessed significant growth, increasing from ₹5,704.10 lakhs in FY 2023-24 to ₹ 7,806.69 lakhs in FY 2024-25, showcasing sustained momentum and a strong business performance.




## EXPENDITURES

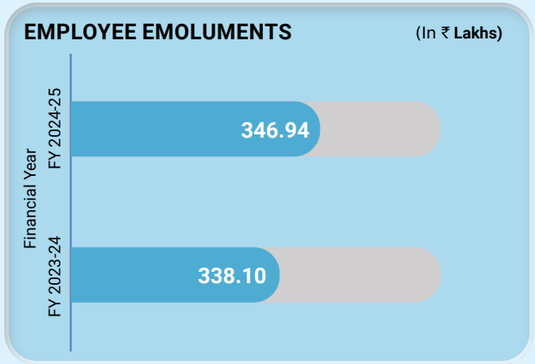
## COST OF MATERIALS & DIRECT EXPENSES ↑59.92%

The cost of materials increased to ₹4,677.41 lakhs in FY 2024-25 from ₹3,414.15 lakhs in FY 2023-24, resulting in a higher proportion of sales, reflecting rising raw material costs and industry dynamics.



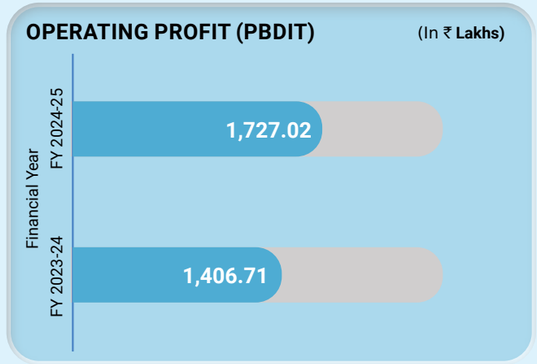
## EMPLOYEE EMOLUMENTS ↓4.44%

Employee expenses increased marginally to ₹346.94 lakhs in FY 2024-25 from ₹338.10 lakhs in FY 2023-24.



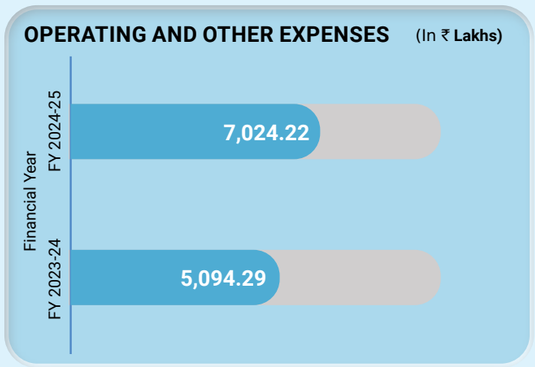

## OPERATING PROFIT (PBDIT)

Operating profit (PBDIT) increased to ₹1727.02 lakhs in FY 2024-25 from ₹1406.71 lakhs in FY 2023-24, reflecting improved operational performance.



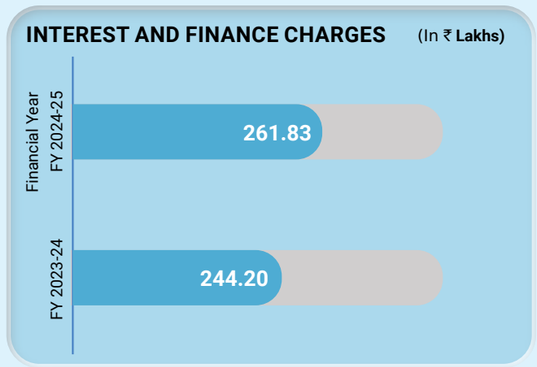

## OPERATING AND OTHER EXPENSES ↑89.98%

Operating and other expenses amounted to ₹ 7,024.22 Lakhs in FY 2024-25 as against ₹ 5,094.29 Lakhs in FY 2023-24. The expense as a proportion to sales increased compared to the previous year.



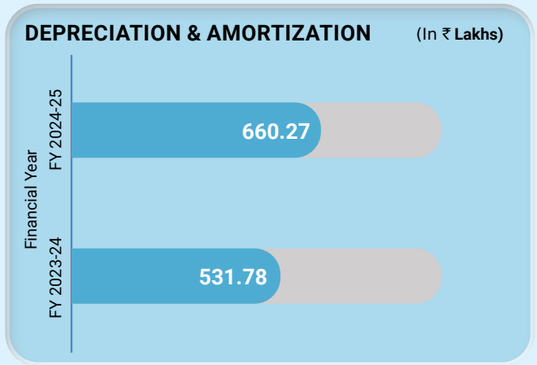

## INTEREST AND FINANCE CHARGES: ↓3.35%

Financial expenses increased to ₹261.83 lakhs in FY 2024-25, but as a percentage of sales, it decreased to 3.35% from 4.28% in FY 2023-24, indicating improved financial management.



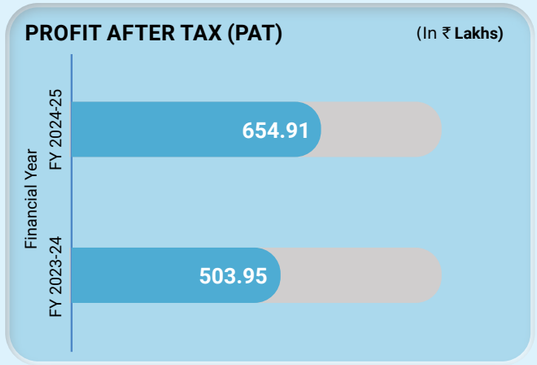

## DEPRECIATION & AMORTIZATION ↓8.46%

Depreciation charges increased to ₹660.27 lakhs in FY 2024-25 from ₹531.78 lakhs in FY 2023-24. However, the ratio to sales has decreased, reflecting efficient asset utilization.




## PROFIT AFTER TAX (PAT)

The company reported a profit after tax of ₹654.91 lakhs for FY 2024-25, representing a growth from ₹503.95 lakhs in the previous year.




## 11 SIGNIFICANT CHANGE OF KEY FINANCIAL RATIOS

| Ratio | Basis | As at March 31,2025 | As at March 31, 2024 |
|---|---|---|---|
| Current Ratio (In times) | Current Assets / Current Liabilities | 2.22 | 1.98 |
| Debt Equity Ratio (In times | Net Debt / Equity | 0.26 | 0.46 |
| Debt Service Coverage Ratio (in times) | Earning for Debt Service/ Debt Services | 2.71 | 2.10 |
| Return On Equity Ratio (in %) | Profit after Tax/ Shareholder's Equity | 0.13 | 0.16 |
| Trade Receivables Turnover Ratio (in times | Revenue From Operations/Average Trade Receivables | 3.58 | 3.83 |
| Trade Payables Turnover Ratio (in times) | Cost of Operations/ Average Trade Payables | 3.95 | 4.39 |
| Net Capital Turnover Ratio (in times) | Revenue From Operations/Working Capital | 2.71 | 3.07 |
| Net Profit Ratio (in %) | Net Profit/(Loss) after Tax /Revenue From operation | 0.08 | 0.09 |
| Return on Capital Employed (in %) | Earnings Before Interest and Tax / capital Employed | 0.13 | 0.18 |

# 12 MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT - EMPLOYEE DATA

At DJ Mediaprint & Logistics Limited, we recognize that our employees are the driving force behind our success. Our strategic approach to human resource development is designed to unlock the full potential of our team members, fostering a culture of innovation, collaboration, and excellence.

## TRAINING AND DEVELOPMENT

We offer regular training programs that equip our employees with the skills and knowledge they need to excel in their roles. Our training initiatives are aligned with our business objectives, ensuring that our employees are equipped to meet the challenges of a rapidly evolving industry.

## SKILL ENHANCEMENT

We provide ongoing training and development opportunities that enable our employees to build new skills and enhance their capabilities.

## COMPETENCE BUILDING:

Our training programs are designed to build competence and capability among our workforce, empowering them to drive innovation and operational excellence.

## EMPLOYEE WELL-BEING

We prioritize the well-being and safety of our employees, providing a conducive work environment that fosters productivity and collaboration.

## SAFE WORKING CONDITIONS

We invest in infrastructure and implement stringent safety protocols to ensure a secure workplace environment.

## INDUSTRIAL RELATIONS

We are committed to maintaining harmonious industrial relations, nurturing healthy and cordial relationships across all organizational levels.

## OUR TEAM

As of March 31, 2025, DJ Mediaprint & Logistics Limited employed 129 permanent employees. We are proud to be a significant employer in our industry, and we are committed to providing career growth and development opportunities to our team members.

By investing in our employees and providing a supportive work environment, we aim to drive business success and create a positive impact on our stakeholders.



# 13 RETURN ON NET WORTH

The return on Net Worth for the financial year 2024-25 is 12.66 % reflecting the Company's ability to generate profitable returns.

**CONCLUSION**

As we reflect on the financial year 2024-25, DJ Mediaprint & Logistics Limited has demonstrated its resilience and adaptability in a dynamic business environment. Our strategic initiatives and operational excellence have enabled us to achieve significant milestones and position ourselves for future growth.

With a strong foundation in place, we are well-equipped to capitalize on new opportunities and navigate the challenges that lie ahead. Our commitment to innovation, employee development, and sustainable growth will continue to drive our success and reinforce our position as a leader in the industry.

As we look to the future, we are excited about the prospects of DJ Mediaprint & Logistics Limited and are confident that our collective efforts will yield continued success and growth. We remain dedicated to delivering value to our stakeholders and contributing to the economic development of our region.

With a clear vision and a strong strategy in place, we are poised to achieve new heights and make a lasting impact in the years to come.

**CAUTIONARY STATEMENT**

Certain statements in this Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, availability and prices of raw materials, power, interest rates, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors. Your Company is not obliged to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent development, information or events or otherwise.

**For and on behalf of the Board**
**For DJ Mediaprint & Logistics Limited**

**Sd/-**
**Dinesh Kotian**
**Chairman & Managing Director**
**DIN:** 01919855

**Date:** June 18, 2025
**Place:** Mumbai

# FINANCIAL STATEMENTS



## STANDALONE FINANCIAL STATEMENT

# Independent Auditor's report

To
The Members of
**DJ Mediaprint & Logistics Limited**

**Report on the Audit of the Standalone Financial Statements**

## Opinion

We have audited the accompanying Standalone Financial Statements of **DJ Mediaprint & Logistics Limited**, ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended and notes to the financial statement, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit & Loss statement, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

## Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Emphasis of Matter

During the financial year, the company acquired a 51% ownership interest in an existing partnership firm, thereby obtaining controlling rights and becoming the majority stakeholder. The acquisition has been accounted for in accordance with applicable Indian accounting standards. As a result, the financial results of the partnership firm have been consolidated with those of the company from the date of acquisition. This strategic move is expected to enhance the company's operational capabilities and expand its market presence in the relevant sector.

## Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial

statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a

material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and

operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position as at 31st March 2025 in its standalone financial statements.

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) In our opinion and according to the information and explanations given to us, the dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013

For and on behalf of
**ADV & Associates**
Chartered Accountants
FRN.128045W

**Prakash Mandhaniya**
Partner
Membership No.: 421679

Place: Mumbai
Date: May 29, 2025
UDIN: 25421679BMTFBS975

# Annexure "A" to the Independent Auditor's Report

**(Referred to in our report to the member of DJ Mediaprint And Logistics Limited of even date)**

To the best of our knowledge and information, according to the explanations provided to us by the Company, the audit procedures followed by us and examination of the books of account and records examined by us in the normal course of audit, we state that:

(i) (a) (A)The Company has maintained proper records showing full particulars including Quantitative details and Situation of Property, Plant and Equipment.

(B) The company has proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us as and on the basis of our examination of the records of the company, the company has a regular programme of physical verification of its property, Plants and Equipment by which all property, plants, equipment are verified in a phased manner over the period of three years. In accordance with this programme, certain property, plants equipment were verified during the year. In our opinion, this of physical verifications is reasonable having regards the size of company and nature of its assets. No material discrepancies were noticed on such verifications.

(c) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us, we report that, as at the Balance Sheet date in respect of Leasehold Land, The Lease Agreement stands in the Name of the Company. The Company does not own any other Immovable property in respect of which title deeds are required to be held by the Company.

(d) According to the information and explanation given to us and the basis of our examination of the records of the company, the company has not revalued its property, plants and equipment (including right to use assets) or intangible assets or both during the year, hence sub-clause 3(i) (d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(e) According to the information and explanation given to us and the basis of our examination of the records of the company, there are no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as Amended and rules made thereunder, hence sub-clause 3(i)(e) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(ii) (a) As explained to us the inventories have been physically verified by the management during the year at reasonable intervals.in our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

(iii) (a)The Company has made investments in companies, firms, Limited Liability Partnerships or provided security or granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Hence Reporting under Para (iii) (a) is applicable.

During the financial year, the company acquired a 51% ownership interest in an existing partnership firm, thereby obtaining controlling rights and becoming the majority stakeholder.

(b) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The amount is not overdue for more than 90 days since it is repayable on Demand, hence sub-clause (iii) (b) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(c) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. There is no loan given falling due during the year, which has renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party, hence sub-clause (iii) (c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(d) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. the company has not given any loans either repayable on demand or without specifying any terms or period of repayment, hence sub-clause (iii) (d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted of loans, making investments and providing guarantees and securities covered under section 185 and section 186 of the Companies Act, 2013 Hence Reporting under this para is not applicable.

(v) Based on our examination of records and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the relevant rules made thereunder.

(vi) The maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has not been applicable to company. Hence clause 3(vi) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of Statutory Dues.

(a) Undisputed Statutory dues including employees' state insurance, income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except for few delays in depositing TDS. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31st March 2025 for a period of more than six months from the date they became payable except TDS payable amounting to Rs 45.17 lakhs.

(b) According to information and explanation given to us, there are no dues of GST, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year except for the following.

| Sr. No | Particulars | Amount | Period To which amount Relates | Forum where the Dispute is Pending |
|---|---|---|---|---|
| 1 | VAT | 4,80,000 | 1-4-2010 to 16-8-2010 | Joint Commissioner of Sales Tax (Appeals), VAT |
| 2 | Income Tax u/s 147 | 72,07,175 | A.Y 2014-15 | Income Tax Department |
| 3 | Income Tax u/s 271(1)(c) | 15,75,947 | A.Y 2014-15 | Income Tax Department |
| 4 | Income Tax u/s 115O | 53,880 | A.Y 2015-16 | Income Tax Department |
| 5 | Income Tax u/s 154 | 32,51,730 | A.Y 2015-16 | Income Tax Department |
| 6 | Income Tax u/s 154 | 56,494 | A.Y 2015-16 | Income Tax Department |
| 7 | Income Tax u/s 271(1)(b) | 30,600 | A.Y 2015-16 | Income Tax Department |
| 8 | Income Tax u/s 271(1)(c) | 14,28,104 | A.Y 2015-16 | Income Tax Department |
| 9 | Income Tax u/s 154 | 29,42,220 | A.Y 2016-17 | Income Tax Department |
| 10 | Income Tax u/s 271(1)(b) | 30,600 | A.Y 2016-17 | Income Tax Department |
| 11 | Income Tax u/s 271(1)(c) | 9,93,078 | A.Y 2016-17 | Income Tax Department |
| 12 | Income Tax u/s 154 | 1,14,610 | A.Y 2017-18 | Income Tax Department |
| 13 | Income Tax u/s 154 | 24,25,551 | A.Y 2018-19 | Income Tax Department |
| 14 | Income Tax u/s 154 | 2,54,900 | A.Y 2019-20 | Income Tax Department |
| 15 | Income Tax u/s 143(1)(a) | 11,19,626 | A.Y 2020-21 | Income Tax Department |
| 16 | Income Tax u/s 143(1)(a) | 56,140 | A.Y.2021-22 | Income Tax Department |
| 17 | Income Tax u/s 154 | 28,925 | A.Y.2023-24 | Income Tax Department |
| 18 | Complaint u/s 138 read with section 142 of the Negotiable Instruments Act, 1881 | 20,00,000 | A.Y 2019-20 | Patiala Court |
| 19 | Section 73 of GST Act,2017 | 7,54,216 | F.Y 2017-18 | Assistant Commissioner of State Tax |
| 20 | Section 73 of GST Act,2017 | 11,88,369 | F.Y 2021-22 | Assistant Commissioner of State Tax |
| 21 | Section 73 of GST Act,2017 | 9,52,952 | F.Y 2022-23 | Assistant Commissioner of State Tax |
| 22 | Section 73 of GST Act,2017-Adjudication proceeding | 11,40,166 | F.Y 2018-19 | Assistant Commissioner of State Tax |
| 23 | Section 73 of GST Act,2017-Adjudication proceeding | 87,058 | F.Y 2019-20 | Assistant Commissioner of State Tax |
| 24 | Section 73 of GST Act,2017-Adjudication proceeding | 61,344 | F.Y 2020-21 | Assistant Commissioner of State Tax |
| 25 | Section 74(5) of GST Act,2017 | 2,57,66,166 | F.Y 2021-22 | Assistant Commissioner of State Tax |
| 26 | Income Tax u/s 143(1)(a) | 10,108 | F.Y. 2024-25 | Income Tax Department |

(viii) There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Section 43 of 1961), hence sub-clause 3(viii) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority hence sub-clause 3(ix) (b) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(c) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. On an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company, hence sub-clause 3(ix) (d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(e) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence sub-clause 3(ix)(e) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(f) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence sub-clause 3(ix)(f) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(x)(a) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us, the company has not raised money by way of further public offer during the year. Hence sub-clause 3(x)(a) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(b) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us, the Company has made preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year under review. Accordingly, clause 3(x)(b) of the Order is applicable.

The Board of Directors of the Company, in their meeting held on 06th September, 2024 approved a issuance of 82,33,359 Convertible Warrants on Preferential basis, each convertible into 1 (one) Equity Shares of face value of Rs10/-(Rupees Ten only) each fully paid up at a premium of Rs.104/- per share ("the equity shares") i.e., 1 warrant converted into 1 equity shares of face value of Re. 10/- each fully paid up at a premium of Rs. 104/ - per share to proposed allottees, on preferential basis, up to an amount of 93,86,02,926 at a issuance price of Rs114.00 per Warrants (derived pursuant to SEBI(Issue of Capital and Disclosure Requirements) Regulations. 2018). Shareholders of the Company, vide Resolution passed through notice postal Ballot dated 06th October, 2024

and receipt of in-principal approval letter dated December 19, 2024 from BSE& NSELIMITED, approved the issuance of Convertible Warrants on preferential basis. During the quarter and year ended 31st March, 2025. The Company received an aggregate consideration of 23.46 Crores on 31st December, 2024 towards minimum 25% of the total consideration of the Warrants

(xi) (a) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. No fraud by the Company or any fraud on the Company has been noticed or reported during the year, hence sub-clause 3(xi)(a) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(b) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence clause 3(xi)(b) of the Companies (Auditors Report) Order 2020 is not applicable to the company.

(c) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. No whistle-blower complaints have been received during the year by the company, hence sub-clause 3(xi)(c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(xii) The Company is not a Nidhi Company and hence clauses 3(xii) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations give to us, the company is in compliance with section 177 and 188 of the companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.

(xiv)(a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the company issued till date, for the period under audit.

(xv) In our opinion and based on our examination. The company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence sub-clause 3(xv) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(xvi)(a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act 1934 and hence sub-clause 3(xvi)(a) of the Companies (Auditors Report) Order, 2020 is not applicable to the company

(b) The company is not required to be registered under section 45-IA of the reserve bank of India Act, 1934 hence clauses 3(xvi)(b) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(c) The company is not a Core investment company (CIC) as defined in the regulation made by registered under section 45-IA of the reserve bank of India Act, 1934 hence clauses 3(xvi)(c) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xvii) On an examination of the Statement of Profit and Loss account, we are of the opinion that the Company has not incurred cash losses during the current financial year, hence clauses 3(xvii) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xviii) There is a no resignation of the previous statutory auditors during the year as per section 140 of company Act, 2013. Clause (3)(xviii) Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xix)On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) In our opinion and based on our examination, there is no unspent amount under sub-section (5) of section 135 of the companies Act 2013, pursuant to any project, hence clauses 3(xx) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For and on behalf of
**ADV & Associates**
Chartered Accountants
FRN.128045W

**Prakash Mandhaniya**
Partner
Membership No.: 421679

**Place: Mumbai**
**Date: May 29, 2025**
**UDIN: 25421679BMTFBS975**

# Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the **DJ Mediaprint And Logistics Limited** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of The **DJ Mediaprint And Logistics Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and

that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
**ADV & Associates**
Chartered Accountants
FRN.128045W
**Prakash Mandhaniya**
Partner
Membership No.: 421679

Place: Mumbai
Date: May 29, 2025
UDIN: 25421679BMTFBS975

# Standalone Balance Sheet As At *March 31, 2025*

(All amounts in Rs. Lakhs, unless otherwise stated)

| Particulars | Note No. | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **1 Non-current assets** | | | |
| a Property, Plant and Equipment | 1 | 1,764.95 | 1,962.97 |
| b Capital Work-in-Progress | | - | - |
| c Investment Properties | | - | - |
| d Right of use of assets | 2 | 135.08 | 206.84 |
| e Other Intangible Assets | 3 | - | - |
| f Intangible Assets under Development | | - | - |
| g Biological Assets other than Bearer Plants | | - | - |
| h Financial Assets | | - | |
| i Investments | 4 | 779.70 | 10.04 |
| ii Loans & Advances | 5 | 89.57 | 45.86 |
| iii Other financial assets | 6 | 0.19 | 0.19 |
| i Deferred Tax Assets (net) | 7 | 167.88 | 97.84 |
| **Total of Non-Current Assets** | | **2,937.36** | **2,323.75** |
| **2 Current assets** | | | |
| a Inventories | 8 | 1,978.78 | 635.90 |
| b Financial Assets | | - | |
| i Investments | | - | - |
| ii Trade Receivables | 9 | 2,565.66 | 1,797.30 |
| iii Cash and Cash Equivalents | 10 | 51.42 | 44.50 |
| iv Bank balances other than (iii) above | | - | |
| v Loans & Advances | 5 | - | 52.73 |
| vi Other Financial Assets | 11 | - | - |
| c Current Tax Assets (Net) | 12 | 433.38 | 101.24 |
| d Other current assets | 13 | 2,137.09 | 1,049.35 |
| **Total of Current Assets** | | **7,166.32** | **3,681.03** |
| **Total Assets** | | **10,103.68** | **6,004.77** |
| **EQUITY AND LIABILITIES** | | | |
| **(1) Equity** | | | |
| (a) Equity Share capital | 14 | 3,248.35 | 1,082.78 |
| (b) Other Equity | 15 | 739.40 | 2,271.80 |
| **(2) Share application money pending allotment** | | 2,371.51 | - |
| **Total Equity** | | **6,359.26** | **3,354.58** |
| **Liabilities** | | | |
| **(3) Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| i Borrowings | 16 | 346.73 | 555.59 |
| ii Lease liabilities | 17 | 163.45 | 233.19 |
| iii Other Financial Liabilities | | | |
| (b) Provisions | | - | - |
| (c) Deferred Tax Liabilities (Net) | | - | - |
| (d) Other Non Current Liabilities | | - | - |
| **Total Non- Current Liabilities** | | **510.19** | **788.77** |
| **(4) Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| i Borrowings | 18 | 1,292.57 | 990.59 |
| ii Trade payables | 19 | - | - |
| (A) Total outstanding dues of micro enterprises and small enterprises; and | | - | - |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises. | | 1,598.17 | 604.93 |
| (b) Other current liabilities | 20 | 73.83 | 71.35 |
| (c) Provisions | 21 | 208.21 | 190.23 |
| (d) Current Tax Liabilities | 22 | 61.46 | 4.32 |
| **Total Current Liabilities** | | **3,234.23** | **1,861.42** |
| **Total Equity and Liabilities** | | **10,103.68** | **6,004.77** |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Place:** Mumbai
**Date:** May 29, 2025
**UDIN:** 25421679BMTFBS975

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Standalone Statement of Profit and Loss for the year ended *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Sr. No | Particulars | Note No. | For the year ended 31st March 2025 | For the year ended 31st March 2024 |
|---|---|---|---|---|
| I | Revenue from Operations | 23 | 7,806.69 | 5,704.10 |
| II | Other Income | 24 | 22.44 | 20.92 |
| III | **Total Income (I + II)** | | **7,829.13** | **5,725.02** |
| IV | **EXPENSES** | | | |
| | Cost of Material Consumed | 25 | 5,950.70 | 2,468.84 |
| | Purchase of Stock-in-Trade | 25(a) | 69.58 | 250.34 |
| | Change in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 25(b) | (1,342.87) | 694.97 |
| | Employee Benefits Expenses | 26 | 346.94 | 338.10 |
| | Finance Cost | 27 | 261.83 | 244.20 |
| | Depreciation and Amortization Expenses | 28 | 660.27 | 531.78 |
| | Other Expenses | 29 | 1,077.78 | 566.07 |
| | **Total Expenses (IV)** | | **7,024.22** | **5,094.29** |
| V | **Profit / (Loss) before Exceptional Items and Tax (III - IV)** | | **804.92** | **630.73** |
| VI | Exceptional Items | | - | - |
| VII | **Profit / (Loss) before Tax (V - VI)** | | **804.92** | **630.73** |
| VIII | **Income Tax Expenses** | | | |
| | - Current Tax | | 202.60 | 185.00 |
| | -Tax pertaning to previous year | | 17.44 | (8.38) |
| | - Deferred Tax | | (70.04) | (49.84) |
| | Total Tax Expense (VIII) | | 150.00 | 126.78 |
| IX | **Profit (Loss) for the period (VII-VIII)** | | **654.91** | **503.95** |
| X | **Other Comprehensive Income (OCI)** | | | |
| | A. Items that will not be reclassified to profit or loss | | | |
| | Remeasurement of defined employee benefit plans | | | |
| | Income tax relating to items that may not be reclassified to profit or loss | | - | - |
| | B. (i) Items that will be reclassified to profit or loss | | - | - |
| | (i) Items that will be not reclassified to profit or loss | | (0.09) | 6.61 |
| | (ii) Income Tax relating to Items that will be reclassified to profit or loss | | | |
| XI | **Total Comprehensive Income for the period (XIII+XIV) [Comprising Profit/ (Loss) and Other Comprehensive Income for the period]** | | **654.82** | **510.56** |
| XII | Earnings per equity share of ₹ 10/- each | | | |
| | (1) Basic (In ₹) | 31 | 2.02 | 4.65 |
| | (2) Diluted (In ₹) | 31 | 2.59 | 4.65 |

For and on behalf of the Board
DJ MEDIAPRINT & LOGISTICS LTD.

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Date: May 29, 2025**
**UDIN: 25421679BMTFBS9751**

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Standalone Statement Cash Flow Statement as at *March 31, 2025*

(All amounts in Rs. Lakhs, unless otherwise stated)

| | Particulars | For the year ended 31st March 2025 | For the year ended 31st March 2024 |
|---|---|---|---|
| A. | **CASH FLOW FROM OPERATING ACTIVITIES** | | |
| | **Net Profit before Tax and Extraordinary items** | **804.92** | **630.73** |
| | **Adjustments for :** | | |
| | Depreciation & Amotrtisation | 660.27 | 428.63 |
| | Interest from Banks and Others | (22.44) | (20.92) |
| | Sundry Balance Written off | - | 18.61 |
| | Expected Credit Loss {ECL} | - | - |
| | Restatatement of Gratuity ( Provision written back net of current expenses) | - | - |
| | Interest Cost | 252.67 | 244.20 |
| | Provision for Gratuity | 23.40 | - |
| | Exchange rate fluctuation | - | - |
| | **Operating Profit before Working Capital Charges** | **1,718.81** | **1,301.24** |
| | **Adjustment for :** | | |
| | (Increase)/Decrease in Inventories | (1,342.87) | 694.97 |
| | (Increase)/Decrease in Trade Receivables | (768.35) | (614.56) |
| | (Increase)/Decrease in Other financial Assets | - | (631.04) |
| | (Increase)/Decrease in Other Assets | (1,087.73) | - |
| | (Increase)/Decrease in Loans and Advances | 52.73 | - |
| | Increase/(Decrease) in Current Tax Assets | (332.13) | (41.70) |
| | (Increase)/Decrease in Provisions | 17.98 | (1.70) |
| | Increase/(Decrease) in Trade Payables | 993.24 | 303.43 |
| | Increase/(Decrease) in Other Current Liabilities | 2.48 | 38.08 |
| | Increase/(Decrease) in Current Tax Liabilities | 57.14 | (77.39) |
| | Increase/(Decrease) in Short Borrowings | 301.97 | 336.69 |
| | **Cash Generated from Operations** | **(386.74)** | **1,308.02** |
| | **Adjustments for :** | | |
| | Direct taxes paid | (270.79) | (185.00) |
| | **CASH FLOW FROM OPERATING ACTIVITIES** | **(657.53)** | **1,123.02** |
| | Extaordinary Items | **-** | **-** |
| | **Total (A)** | **(657.53)** | **1,123.02** |

| | | |
|---|---|---|
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of Fixed Assets | (377.07) | (1,330.98) |
| Loans & Advances | (43.71) | 4.41 |
| Non Current Assets | - | 218.02 |
| Sale of Fixed Assets | - | - |
| Investments made in Shares | (769.65) | (3.85) |
| Dividend & Interest Received | 5.52 | 4.00 |
| Rent Income | 16.92 | 16.92 |
| **Total (B)** | **(1,167.99)** | **(1,091.48)** |
| **C. CASH FLOW FROM FINANCIAL ACTIVITIES** | | |
| Issuance of Share capital | 2,371.51 | - |
| Proceeds/(Repayment) from Long Term Borrowings | (208.85) | 121.67 |
| (Decrease)/Increase in Lease Liability | (69.73) | 89.41 |
| Interest Cost | (252.67) | (201.80) |
| Dividend Paid | (21.66) | (16.24) |
| **Total (C)** | **1,818.59** | **(6.96)** |
| **Net Increase/(Decrease) in Cash and Cash Equivalents (Total A + B + C )** | (6.93) | 24.58 |
| Exchange rate fluctuation | - | - |
| Opening Balance of Cash and Cash Equivalents | 44.50 | 69.07 |
| Closing Balance of Cash and Cash Equivalents | 51.42 | 44.50 |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Date: May 29, 2025**
**UDIN: 25421679BMTFBS9751**

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Standalone Statement of Changes in Equity for the Year Ended *March 31, 2025*

## A. Equity Share Capital (Issued,Subscribed and Paid up) as at 31.03.2025

( Amount in Rupees Lakhs, unless otherwise stated)

| Particulars | Balance at the beginning of the reporting period (31.03.2024) | Changes in equity share capital during the year | Balance at the end of the reporting period (31.03.2025) |
|---|---|---|---|
| **Equity shares of Rs.10.00 each** | 1,082.78 | 2,165.57 | **3,248.35** |

## A. Equity Share Capital (Issued,Subscribed and Paid up) as at 31.03.2024

| Particulars | Balance at the beginning of the reporting period (31.03.2023) | Changes in equity share capital during the year | Balance at the end of the reporting period (31.03.2024) |
|---|---|---|---|
| **Equity shares of Rs.10.00 each** | **1,082.78** | **-** | **1,082.78** |

## B. Other Equity as on 31.03.2025

| Particulars | Equity component of compound financial instruments | Share application money pending allotment | Reserves and Surplus | | | | | | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | | General Reserve | Securities Premium Reserve | Fair Value Reserve OCI | Retained Earnings | OCI Changes in DBO | Reserves & Surplus- For Transition | |
| Balance at the beginning of the reporting period | - | - | **131.96** | **908.43** | **3.01** | **1225.76** | **3.86** | **(1.22)** | **2,271.80** |
| Current Year | - | 2,371.51 | 65.49 | - | - | 654.91 | 0.26 | - | 3,092.17 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | (0.35) | - | - | - | (0.35) |
| Dividends | - | - | - | - | - | (21.66) | - | - | (21.66) |
| Transfer to RDD Statutory Reserve | - | - | - | - | - | - | - | | - |
| Transfer from Retained Earnings | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | (65.49) | - | - | - |
| Any other change | - | - | (53.03) | (908.43) | - | (1,204.10) | - | - | (2,165.57) |
| **Balance at the end of the reporting period** | **-** | **2371.51** | **144.42** | **-** | **2.66** | **589.43** | **4.12** | **(1.22)** | **3110.91** |

## B. Other Equity as on 31.03.2024

| Particulars | Equity component of compound financial instruments | Share application money pending allotment | Reserves and Surplus | | | | | | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | | General Reserve | Securities Premium Reserve | Fair Value Reserve OCI | Retained Earnings | OCI Changes in DBO | Reserves & Surplus- For Transition | |
| Balance at the beginning of the reporting period | - | - | **81.56** | **908.43** | **(0.84)** | **788.45** | **1.11** | **(1.22)** | **1,777.48** |
| Current Year | - | - | 50.40 | - | 3.85 | 503.95 | 2.75 | **-** | **560.96** |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | **-** | **-** |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - | **-** | **-** |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - | **-** | **-** |
| Dividends | - | - | - | - | - | (16.24) | - | **-** | **(16.24)** |
| Transfer to RDD Statutory Reserve | - | - | - | - | - | **-** | **-** | | **-** |
| Transfer from Retained Earnings | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | (50.40) | - | **-** | **(50.40)** |
| Any other change | - | - | - | - | - | - | - | - | - |
| **Balance at the end of the reporting period** | **-** | **-** | **131.96** | **908.43** | **3.01** | **1,225.76** | **3.86** | **(1.22)** | **2,271.81** |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Date: May 29, 2025**
**UDIN: 25421679BMTFBS9751**

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# STANDALONE AUDITED SEGMENT REPORTING AS AT *March 31, 2025*

( Amount in Rupees Lakhs, unless otherwise stated)

| | Particulars | Year Ended (Audited) 31st March, 2025 | Year Ended (Audited) 31st March, 2024 |
|---|---|---|---|
| 1 | **Segment Value of Sales and Services (Revenue)** | | |
| | -Printing | 4,459.32 | 2,508.20 |
| | -Services | 3,347.37 | 3,195.89 |
| | -Others | | |
| | **Gross Value of Sales and Services** | **7,806.69** | **5,704.09** |
| | Less: Inter Segment Transfers | | - |
| | **Revenue from Operations** | **7,806.69** | **5,704.10** |
| 2 | **Segment Results (EBITDA)** | | |
| | -Printing | 828.32 | 265.40 |
| | -Services | 876.24 | 1,120.38 |
| | -Others | - | (19.44) |
| | **Total Segment Profit before Interest, Tax and Depreciation, Amortisation and Depletion** | **1,704.56** | **1,366.35** |
| 3 | **Segment Results (EBIT)** | | |
| | -Printing | 357.99 | 20.03 |
| | -Services | 686.29 | 852.25 |
| | -Others | | (18.27) |
| | **Total Segment Profit before Interest and Tax** | **1,044.29** | **854.01** |
| | (i) Finance Cost | 261.81 | 244.20 |
| | (ii) Interest Income | 22.44 | 20.92 |
| | (iii) Other Un-allocable Income (Net of Expenditure) | - | - |
| | **Profit Before Tax from Continuing operations** | **804.91** | **630.73** |
| | (i) Current Tax | 220.04 | 176.62 |
| | (ii) Deferred Tax | (70.04) | (49.84) |
| | **Profit from Continuing operations** | **654.91** | **503.95** |
| | **Profit from Discontinued operations (Net of Tax)** | **-** | - |
| | **Profit for the Period** | **654.91** | **503.95** |
| 4 | **Segment Assets** | | |
| | -Printing | 3,284.02 | 2,401.91 |
| | -Services | 3,694.52 | 2,702.15 |
| | -Others | 1,231.50 | 900.71 |
| | **Total Segment Assets** | **8,210.04** | **6,004.77** |
| 5 | **Segment Liabilities** | | |
| | -Printing | 1,149.41 | 840.67 |
| | -Services | 2,052.51 | 1,501.19 |
| | -Others | 5,008.12 | 3,662.91 |
| | **Total Segment Liabilities** | **8,210.04** | **6,004.77** |

**Notes to Segment Information for the Year Ended 31st March 2025**

As per Indian Accounting Standard 108 'Operating Segments', the Company has reported 'Segment Information', as described below

a) Printing Segment includes Book Printing, Magazine, Continuous Stationery, VDP and it also includes Security Printing.

b) Record Management Scanning & Logistics Services includes storage of records on behalf of clients, Scanning, of documents & records & Transportation of Goods.

c) Other Business Segments which are not separately reportable have been grouped under the Others Segment.

# Notes to the Standalone Financial Statement *March 31, 2025*

## A CORPORATE INFORMATION

DJ Mediaprint & Logistics Limited ('the company') is public listed company CIN No-L60232MH2009PLC190567 incorporated under the provision of Companies Act, 1956 on 24-02-2009. The company was primarily in Printing Media Business. Currently, Company is working for the diverse product in existing Printing business in order to adopt new business such as record managements & other related business.

## B BASIS OF PREPARATION OF FINANCIAL STATEMENT

### a. Statement of compliance:

These financial statements have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued there after. The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

The Financial statements have been prepared on going concern basis and the accounting policies are applied consistently to all periods present in financial statements.

The financial statements were authorised for issue by the Board of Director on May 29, 2025.

### Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs (₹), as per the requirements of Schedule III of the Act, unless otherwise stated.

### b. Basis of Measurement

The financial statements have been prepared on a historical cost convention, except for certain financial assets and financial liabilities that are measured at fair value as required under relevant IndAS.

### c. Significant accounting estimates and assumptions judgements

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### d. Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

#### i. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

# Notes to the Standalone Financial Statement *March 31, 2025*

### ii. Employee Benefits plans

The cost of the defined benefit gratuity plan, other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### iii. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

### iv. Property Plant and Equipment

Useful lives and residual values are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

## C SIGNIFICANT ACCOUNTING POLICIES

### a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ noncurrent classification. An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle

b) Held primarily for the purpose of trading

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

a) It is expected to be settled in normal operating cycle

b) It is held primarily for the purpose of trading

c) It is due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as noncurrent.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### b. Property, Plant & Equipments

**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of

# Notes to the Standalone Financial Statement *March 31, 2025*

bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

**Subsequent measurement (depreciation and useful lives)**

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment has been provided using written down value method using rates determined based on management's assessment of useful economic lives of the asset.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act,2013 :

| Nature of Assets | Life (Years) |
|---|---|
| Office Building | 60 |
| Furniture & Fixture | 10 |
| Vehicles (Four Wheeler) | 10 |
| Vehicles (Two Wheeler) | 10 |
| Office Equipment | 5 |
| Computers | 3-6 |
| Truck & Trailors | 8 |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

**Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress.

**c. Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a

# Notes to the Standalone Financial Statement *March 31, 2025*

reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### d. Provisions, Contingent Liabilities And Contingent Assets

#### Provisions:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

#### Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events, whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly with in the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognized because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence.

Company had received the show cause notices / adjudication order, for the alleged mismatch of ITC claimed of Goods and Service Tax (GST) and Ineligible ITC from supplier whose registration is cancelled of Goods and Service Tax (GST) aggregating Rs. 299.50 lacs for the period 1st July 2017 to 31st March 2023. Based on a legal assessment, the management is confident of a favourable outcome of the aforesaid matter and accordingly no adjustments have been made to the accompanying financial statements.

### e. Income tax

#### Current tax:

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets

# Notes to the Standalone Financial Statement *March 31, 2025*

are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

### f. Employee Benefits

**Short-term Employee Benefits:**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

**Post-employment benefit plans:**

Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

Defined benefit plans:

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company's gratuity scheme is a defined benefit plan. Currently, the Company's gratuity scheme is unfunded. The Company recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes In Equity.

### g. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

# Notes to the Standalone Financial Statement *March 31, 2025*

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

### Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### h. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) theCompany has the right to direct the use of the asset.

### Company as a lessee:

At lease commencement date, the Company recognises a right-of-use assets and a lease liabilities on the balance sheet. The right-ofuse asset is measured at cost, which is made up of the initial measurement of the lease liabilities,any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date. The Company depreciates the rightof-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-ofuse assets or the end of the lease term. The Company also assesses the rightof-use assets for impairment when such indicators exist. At the commencement date of lease, the Company measures the lease liabilities at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or statement of profit and loss, as the case

# Notes to the Standalone Financial Statement *March 31, 2025*

may be. The Company has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straightline basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit.

**Company as a lessor:**

Leases for which the Company is a lessor classified as finance or operating lease. Lease income from operating leases where the Company is a lessor is recognised in income on a straightline basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature

**i. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**a) Financial assets**

**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

a) **Debt instruments at amortised cost** - The Company has cash & cash equivalents, loans and trade receivables classified within this category.

b) **Debt instruments at fair value through other comprehensive income (FVTOCI) -** The Company does not have any financial asset classified in this category.

c) **Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL) -** The Company does not have any financial asset classified in this category as on 31st March 2024.

d) **Equity instruments measured at fair value through other comprehensive income (FVTOCI) -** The Company does not have any financial asset classified in this category.

**Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation and losses arising from impairment are recognised in the Statement of Profit & Loss. The

# Notes to the Standalone Financial Statement *March 31, 2025*

amortised cost of the financial asset is also adjusted for loss allowance, if any.

### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

"In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Company has not designated any such debt instrument as at FVTPL.

Debt instruments included within the FVTPLcategory are measured at fair value withall changes recognized in the Statement of Profit & Loss.

### Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

### Impairment of financial assets

In accordance with IndAS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g. Loans and trade receivables.

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### b) Financial liabilities

Initial recognition and measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

### Subsequent measurement

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Company's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the

# Notes to the Standalone Financial Statement *March 31, 2025*

initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

**Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

## j. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## k. Revenue Recognition

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

**Freight services**

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on services such as Goods and service tax.

**Interest income**

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

## l. Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

# Notes to the Standalone Financial Statement *March 31, 2025*

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

### m. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### n. Foreign currency transactions

Transactions in foreign currencies are recorded by the Company entities at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Non Monetary asset and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception that the exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

### o. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings e.g. loan processing fee, upfront fee) are amortised in the year in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

### p. Events occurring after the balance sheet date

Based on the nature of the event, the company identifies the events occurring between the balance sheet date and the date on which the financial statements are approved as 'Adjusting Event' and 'NonAdjusting event'. Adjustments to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date or because of statutory requirements or because of their special nature. For nonadjusting events, the company may provide a disclosure in the financial statements considering the nature of the transaction.

# Notes to the Standalone Financial Statement *March 31, 2025*

## Notes 1 : Property, Plant and Equipment

(All amount in Rupees lakhs, unless otherwise stated)

| Particulars | Computer & Data Processing | Electrical Installment & Equipment | Furniture & Fittings | Motor Vehicle | Plant & Machinery | Software | Total |
|---|---|---|---|---|---|---|---|
| **Gross Carrying Value (Deemed Cost)** | | | | | | | |
| **As at 01st April, 2023** | 72.53 | 780.15 | 164.30 | 25.50 | 529.43 | - | 1,571.90 |
| Additions | 57.64 | 1,139.92 | - | 128.85 | 4.57 | - | 1,330.98 |
| Disposals | - | - | - | - | - | - | - |
| Other Adjustments | - | - | - | - | - | - | - |
| **As at 31st March, 2024** | **130.18** | **1,920.06** | **164.30** | **154.35** | **534.00** | **-** | **2,902.88** |
| Additions | 113.65 | 157.45 | - | 30.32 | 75.65 | - | 377.07 |
| Disposals | - | - | - | - | - | - | - |
| Other Adjustments | - | - | - | - | - | - | - |
| **As at 31st March, 2025** | **243.83** | **2,077.51** | **164.30** | **184.67** | **609.65** | **-** | **3,279.96** |
| | | | | | | | |
| **Accumulated Depreciation** | | | | | | | |
| **As at 01st April, 2023** | 38.89 | 99.65 | 106.71 | 20.35 | 245.68 | - | 511.28 |
| Charge for the Year | 25.83 | 327.79 | 14.91 | 11.07 | 49.03 | - | 428.63 |
| Disposals | - | - | - | - | - | - | - |
| **As at 31st March, 2024** | **64.72** | **427.44** | **121.62** | **31.43** | **294.71** | **-** | **939.91** |
| Charge for the Year | 71.58 | 402.88 | 11.41 | 45.80 | 43.42 | - | 575.09 |
| Disposals | - | - | - | - | - | - | - |
| **As at 31st March, 2025** | **136.30** | **830.32** | **133.03** | **77.23** | **338.13** | **-** | **1,515.01** |
| | | | | | | | |
| **As at 31st March, 2024** | **65.46** | **1,492.62** | **42.67** | **122.92** | **239.29** | **-** | **1,962.97** |
| **As at 31st March, 2025** | **107.53** | **1,247.19** | **31.27** | **107.44** | **271.52** | **-** | **1,764.95** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 2 : Right Of Use Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Rou Asset | 135.08 | 206.84 |
| **Total** | **135.08** | **206.84** |

## Notes 3 : Other Intangible Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Goodwill | - | - |
| Less: Amortization | - | - |
| **Total** | **-** | **-** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**Notes 4 : Investments**

| Particulars | As at 31st March 2025 | | | | As at 31st March 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| A.Investments in Equity Instruments | Cost ( in Rs.) | Market value ( in Rs.) | Qty | Amount (Rs in Lakhs) | Cost ( in Rs.) | Market value ( in Rs.) | Qty | Amount (Rs in Lakhs) |
| COAL INDIA | 380.00 | 398.45 | 6.00 | 0.02 | 380.00 | 433.75 | 6.00 | 0.03 |
| HINDALCO | 91.18 | 682.35 | 75.00 | 0.51 | 91.18 | 560.45 | 75.00 | 0.42 |
| PFIZER LTD. | 2,304.60 | 4,003.95 | 24.00 | 0.96 | 2,304.60 | 4,193.45 | 24.00 | 1.01 |
| PUNJAB NATIO | 173.40 | 96.13 | 54.00 | 0.05 | 173.40 | 124.35 | 54.00 | 0.07 |
| STATE BANK | 281.01 | 771.60 | 50.00 | 0.39 | 281.01 | 752.60 | 50.00 | 0.38 |
| Astra Microwave Products Ltd. | 138.88 | 847.85 | 1.00 | 0.01 | 138.88 | 595.70 | 1.00 | 0.01 |
| Bank Of Baroda | 114.21 | 249.25 | 100.00 | 0.25 | 114.21 | 264.20 | 100.00 | 0.26 |
| Bharat Heavy Electricals Ltd. | 69.85 | 228.70 | 1,001.00 | 2.29 | 69.85 | 247.20 | 1,001.00 | 2.47 |
| Bosch Ltd. | 15,934.21 | 30369.35 | 1.00 | 0.30 | 15,934.21 | 30,046.25 | 1.00 | 0.30 |
| Can Fin Homes Ltd. | 188.53 | 715.45 | 50.00 | 0.36 | 188.53 | 752.60 | 50.00 | 0.38 |
| Coal India Ltd. | 276.62 | 385.65 | 383.00 | 1.48 | 276.62 | 433.75 | 383.00 | 1.66 |
| Elpro International Ltd. | 48.12 | 80.32 | 2.00 | 0.00 | 48.12 | 81.58 | 2.00 | 0.00 |
| IDFC First Bank Ltd. | 66.23 | 67.00 | 90.00 | 0.06 | 66.23 | 75.39 | 90.00 | 0.07 |
| INDIABULLS ENT- | - | 15.49 | 10.00 | 0.00 | - | 10.17 | 10.00 | 0.00 |
| Indraprastha Gas Ltd. | 455.05 | 206.30 | 60.00 | 0.12 | 455.05 | 430.95 | 30.00 | 0.13 |
| National Plastic Industries Ltd. | 60.11 | 54.30 | 1.00 | 0.00 | 60.11 | 64.45 | 1.00 | 0.00 |
| Shiva Cement Ltd. | 5.02 | 30.77 | 1,000.00 | 0.31 | 5.02 | 46.65 | 1,000.00 | 0.47 |
| Strides Pharma Science Ltd. | 1,020.64 | 671.25 | 2.00 | 0.01 | 1,020.64 | 782.60 | 2.00 | 0.02 |
| Sundaram Multi Pap Ltd. | 4.39 | 1.99 | 1,000.00 | 0.02 | 4.39 | 2.80 | 1,000.00 | 0.03 |
| Suzlon Energy Ltd. | 13.44 | 56.92 | 96.00 | 0.05 | 13.44 | 40.47 | 100.00 | 0.04 |
| Tata Steel Ltd. | 42.38 | 142.10 | 116.00 | 0.16 | 42.38 | 155.90 | 116.00 | 0.18 |
| The South Indian Bank Ltd. | 6.61 | 25.46 | 1,220.00 | 0.31 | 6.61 | 27.29 | 1,220.00 | 0.33 |
| TV18 Broadcast Ltd. | 35.78 | 43.22 | 173.00 | 0.07 | 35.78 | 46.09 | 298.00 | 0.14 |
| Unichem Laboratories Ltd. | 267.77 | 584.50 | 264.00 | 1.54 | 267.77 | 488.50 | 264.00 | 1.29 |
| Yaari Digital Integrated Services Ltd. | 8.47 | 13.70 | 10.00 | 0.00 | 8.47 | 9.41 | 10.00 | 0.00 |
| Yes Bank Ltd. | 362.78 | 17.72 | 11.00 | 0.00 | 362.78 | 23.20 | 1.00 | 0.00 |
| Diamond power | - | 88.67 | 20.00 | 0.02 | - | 502.75 | 2.00 | 0.01 |
| Solid carbide | - | 1.00 | 10,346.00 | 0.10 | - | 1.00 | 10,346.00 | 0.10 |
| Onesource Special -EQ | | 1,658.55 | 1.00 | 0.02 | | | | |
| | | | | **9.44** | | | | **9.79** |

(All amount in Rupees lakhs, unless otherwise stated)

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Reserve Adjustment** | | | | | | | | |
| Fair valation in investment reserve account | | | | | | | | |
| b.Investments in Preference Shares; | | | | | | | | |
| c. Investments in Government or trust securities; | | | | | | | | |
| d. Investments in debentures or bonds; | | | | | | | | |
| e. Investments in Mutual Funds; | | | | | | | | |
| f. Investments in partnership firms; or | | | | | | | | |
| Pansecure Record Storage Mgmt (Capital A/c) 15% Share | 50,000.00 | | - | 0.50 | 50,000.00 | | | 0.50 |
| Pansecure Record Storage Mgmt (Current A/c) 15% Share | (58,000.00) | | | (0.58) | (58,000.00) | | | (0.58) |
| Sai Links | 77,000,000.00 | - | - | 770.00 | | - | - | - |
| | **76,992,000.00** | **-** | **-** | **769.92** | **(8,000.00)** | **-** | **-** | **(0.08)** |
| g. Other investments | | | | | | | | - |
| ASBA CUB Share Right Issue | 2,730.00 | - | - | 0.03 | 2,730.00 | - | - | 0.03 |
| BSE Investment (Stock) | 28,504.64 | | | 0.29 | 28,504.64 | - | - | 0.29 |
| BSE Investment | 1,000.00 | | | 0.01 | 1,000.00 | - | - | 0.01 |
| Deposit with Bansal Finstock Pvt Ltd | (174.65) | | | (0.00) | (174.65) | | | (0.00) |
| Reliance Investment Securities | 1,729.86 | | | 0.02 | 1,729.86 | | | 0.02 |
| | **33,789.85** | **-** | **-** | **0.34** | **33,789.85** | **-** | **-** | **0.34** |
| h. Under each classification, details shall be given of names of the bodies corporate that are | | | | | | | | |
| i. subsidiaries, | | | | | | | | |
| ii. associates, | | | | | | | | |
| iii. joint ventures, or | | | | | | | | |
| iv.Investments in partnership firms along with names. of the firms, their partners, total capital and the shares of each partner shall be disclosed separately. | | | | | | | | |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Name of partners In Pansecure Record Storage Management LLP | Opening Balance | Percentage holding | | | Opening Balance | Percentage holding | | |
|---|---|---|---|---|---|---|---|---|
| DJ Mediaprint & Logistics Ltd | 50,000.00 | 15% | | | 50,000.00 | 15% | | |
| Deepak P Bhojane | 50,000.00 | 85% | | | 50,000.00 | 85% | | |
| **Name of partners In Sailinks** | | | | | | | | |
| DJ Mediaprint & Logistics Ltd | 77,802,652.00 | 51% | | | | | | |
| Yash Poojary | 39,178,085.00 | 34% | | | | | | |
| Ashalatha Poojary | 18,754,280.00 | 15% | | | | | | |
| | | | | **779.70** | | | | **10.04** |
| a. Aggregate amount of quoted investments and market value thereof | | | | 9.44 | | | | 9.79 |
| b. Aggregate amount of unquoted investments | | | | 770.26 | | | | 0.26 |
| c. Aggregate amount of impairment in value of investments | | | | | | | | - |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 5: Loans & Advances

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **5A) Long Term** | | |
| (a) Security Deposits | 63.58 | 27.38 |
| (b) Loans to related parties | - | - |
| (c) Employee loans | - | - |
| (d) Fixed Deposits | 25.99 | 18.48 |
| **Total** | **89.57** | **45.86** |
| ii. Loans Receivables shall be sub-classified as:— | | |
| a. Loans Receivables considered good - Secured | - | - |
| b. Loans Receivables considered good - Unsecured | - | - |
| c. Loans Receivables which have significant increase in Credit Risk | - | - |
| d. Loans Receivables - credit impaired | - | - |
| iii. Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. | - | - |
| iv. Loans due by directors or other officers of the company or any ofthem either severally or jointly with any other persons or amounts due by firms or private companies | - | - |
| **Total Non-Current Loans & Advances (A)** | **89.57** | **45.86** |
| **5B) Short Term** | | |
| (a) Security Deposits | - | 52.73 |
| (b) Loans to related parties | - | - |
| (c) Employee loans | - | - |
| (d) Fixed Deposits | - | - |
| **Total** | **-** | **52.73** |
| ii. Loans Receivables shall be sub-classified as:— | | |
| a. Loans Receivables considered good - Secured | - | - |
| b. Loans Receivables considered good - Unsecured | - | - |
| c. Loans Receivables which have significant increase in Credit Risk | - | - |
| d. Loans Receivables - credit impaired | - | - |
| iii. Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. | - | - |
| iv. Loans due by directors or other officers of the company or any ofthem either severally or jointly with any other persons or amounts due by firms or private companies | - | - |
| **Total Current Loans & Advances (B)** | **-** | **52.73** |
| **Grand Total (A+B)** | **89.57** | **98.59** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 6 : Other Financial Assets (Non-Current)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Vat Appeal Fees (FY 2010-2011) | 0.19 | 0.19 |
| **Total** | **0.19** | **0.19** |

## Notes 7 : Deferred Tax

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Deferred tax assets | 97.84 | 48.00 |
| Add: During the year | 70.04 | 49.84 |
| **Total** | **167.88** | **97.84** |

## Notes 8 : Inventories

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| i. Inventories shall be classified as | | |
| a. Raw materials | 1,963.91 | 603.41 |
| b. Work-in-progress | 14.87 | 15.31 |
| c. Finished goods | - | - |
| d. Stock-in-trade (in respect of goods acquired for trading) | - | 17.17 |
| e. Stores and spares | - | - |
| f. Loose tools and | - | - |
| g. Others (specify nature). | - | - |
| ii. Goods-in-transit shall be disclosed under the relevant sub-head of inventories. | - | - |
| **Total Inventories** | **1,978.78** | **635.90** |

## Notes 9 : Trade Receivables

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a)Trade Receivables considered good – Secured; | | |
| (b)Trade Receivables considered good – Unsecured; | 2,565.66 | 1,797.30 |
| (c)Trade Receivables which have significant increase in Credit Risk; and | - | - |
| (d)Trade Receivables – credit impaired. | - | - |
| **Total Trade Receivables** | **2,565.66** | **1,797.30** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**Trade Receivable Ageing Schedule**

Trade Receivables ageing schedule- March' 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 Years | Total |
| **(i) Undisputed Trade receivables – considered good** | 2,098.88 | 97.70 | 225.71 | 44.34 | 99.04 | **2,565.66** |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | | - | - | - | - | - |
| **Grand total** | **2,098.88** | **97.70** | **225.71** | **44.34** | **99.04** | **2,565.66** |

Trade Receivables ageing schedule- March' 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 Years | Total |
| **(i) Undisputed Trade receivables – considered good** | 1,488.95 | 115.52 | 92.09 | 52.46 | 48.28 | **1,797.30** |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| **Grand total** | **1,488.95** | **115.52** | **92.09** | **52.46** | **48.28** | **1,797.30** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 10: Cash and Cash Equivalents

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Bank Accounts | 5.00 | 23.29 |
| Cash in hand | 46.42 | 21.21 |
| **Total** | **51.42** | **44.50** |

## Notes 11 : Other Financial Assets (Current)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Interest Accrued | - | - |
| Security Deposit | - | - |
| **Total** | **-** | **-** |

## Notes 12 : Current Tax Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| GST (TDS) Receivable | 0.16 | 0.21 |
| TDS Receivable | 195.05 | 87.15 |
| Income Tax Refund ( A.Y. 15-16) | 0.74 | 0.78 |
| Receivable From NBFC (TDS) | 17.19 | 11.85 |
| TCS Receivable | 2.01 | 1.25 |
| GST Receivable | 218.22 | - |
| **Total** | **433.38** | **101.24** |

## Notes 13 : Other Current Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Advance against Salary | 11.68 | 11.72 |
| Dividend Receivable | 0.15 | 0.04 |
| Prepaid Expenses | 439.10 | 509.62 |
| Prepaid Insurance | 3.34 | 1.56 |
| Advance to Suppliers | 1,653.34 | 525.42 |
| Others | 29.47 | 1.00 |
| **Total** | **2,137.09** | **1,049.35** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 14 : Equity Share Capital

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Authorized Share capital | | |
| 5,00,00,000 Equity Shares (Previous Year's 1,50,00,000) of ₹ 10/- Par Value | 5,000.00 | 1,500.00 |
| | 5,000.00 | 1,500.00 |
| Issued, Subscribed & Paid up | | - |
| 5,02,320 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 50.23 | 50.23 |
| 25,11,600 Bonus Shares issued from Reserve & Surplus in 1:5 ratio of 5,02,320 shares | 251.16 | 251.16 |
| 12,00,000 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 120.00 | 120.00 |
| 12,00,000 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 120.00 | 120.00 |
| 54,13,920 Bonus Shares issued from Reserve & Surplus in 1:1 ratio of 54,13,920 shares 5,41,39,200 | 541.39 | 541.39 |
| 1,08,27,840 Bonus Shares issued from Reserve & Surplus in 2:1 ratio. | 2,165.57 | - |
| **Total Equity Capital** | **3,248.35** | **1,082.78** |

**Note:**

**(i) Renconciliation of number of shares outstanding**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Shares Outstanding at the beginning of the year | 1,08,27,840.00 | 1,08,27,840.00 |
| (+) Shares Issued during the year | 2,16,55,680.00 | - |
| (+) Bonus Shares Issued during the year | - | - |
| (-) Shares bought back during the year | - | - |
| **Shares outstanding at the end of the year** | **3,24,83,520.00** | **1,08,27,840.00** |

**(ii) Terms and rights attached to equity shares**

a) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year 2023-24, dividend is declared by Board of Directors is ₹21,65,568/, (2022-23- ₹ 16,24,176/)

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**(iii) Details of shareholders holding more than 5% in the company**

| Particulars | As at 31st March 2025 | | As at 31st March 2024 | |
|---|---|---|---|---|
| | No. of shares | % holding | No. of shares | % holding |
| Dinesh Muddu Kotian | 1,81,29,120.00 | 55.81% | 60,43,018.00 | 55.81% |
| Santa Ghosh | - | 0.00% | 6,80,544.00 | 6.29% |
| Hema | **20,56,727.00** | **6.33%** | **-** | **0.00%** |

**(iv) Share held by the promoters at the end of the year**

| Name of the Promoter | As at 31st March, 2025 | | | As at 31st March 2024 | | |
|---|---|---|---|---|---|---|
| | Number of shares | % Holding | % Change | Number of shares | % Holding | % Change |
| Dinesh Muddu Kotian | 1,81,29,120.00 | 55.81% | - | 60,43,018.00 | 55.81% | - |
| Santhosh Muddu Kotian | 1,80,000.00 | 0.55% | - | 59,533.00 | 0.55% | - |

(v) There is no Equity Share reserved for issue under options and contracts/commitments for the sales of share.

(vi) There are no calls unpaid on any equity shares.

(vii) There are no forfeited shares.

**Notes 15 : Other Equity**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **(A) Securities Premium** | | |
| Opening Balance | 908.43 | 908.43 |
| Add:Premuim Received during the year | - | - |
| Less:Write off of expenses related to issue of Shares | - | - |
| Less: Bonus Share issued | 908.43 | - |
| **Closing Balance** | **-** | **908.43** |
| | | |
| **(B) General Reserve** | | |
| Opening Balance | 131.96 | 81.56 |
| Add: Transferred From Surplus in Statement Of Profit And Loss | 65.49 | 50.40 |
| Less: Finance Cost adjustment on leases as per IND AS 116 | - | - |
| Less: Bonus Share Issued | 53.03 | |
| Less: dividend | - | - |
| **Closing Balance** | **144.42** | **131.96** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| | | |
|---|---|---|
| **(C) Surplus in Statement of Profit and Loss** | | |
| Balance brought forward from previous year | 1,225.75 | 788.45 |
| Add: Transferred From Surplus in Statement Of Profit And Loss | 654.91 | 503.95 |
| Less : General Reserve | (65.49) | (50.40) |
| Less:Dividend | (21.66) | (16.24) |
| Tax on Dividend | - | - |
| Add:Provision for Tax (A.Y.2013-14) | - | - |
| Less : Bonus Share Issued | (1,204.10) | - |
| **Closing Balance** | **589.42** | **1,225.75** |
| | | |
| **(D) Fair Value Reserve OCI** | | |
| Opening Balance | 3.01 | (0.84) |
| Add/(Less): Changes due to Fair value of Investment | (0.35) | 3.85 |
| **Closing Balance** | **2.67** | **3.01** |
| | | |
| **(E) OCI Changes in DBO** | | |
| Opening Balance | 3.86 | 1.11 |
| Add/(Less): Changes due to provision for Gratuity | 0.26 | 2.75 |
| **Closing Balance** | **4.12** | **3.86** |
| **Total (D+E)** | **6.79** | **6.88** |
| | | |
| **(F) Reserves & Surplus- For Transition** | | |
| Opening Balance | (1.22 ) | (1.22) |
| Add: Adjustments | - | - |
| **Closing Balance** | (1.22) | (1.22) |
| | | |
| **Grand Total (A+B+C+D+E+F)** | **739 .40** | **2,271.80** |

**Notes 16 : Non Current Borrowings**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Term Loans** | | |
| **a) Secured:** | | |
| i) From Banks | 102.65 | 95.62 |
| **b) Unsecured** | | |
| i. From banks | 244.08 | 459.97 |
| ii. From other parties | - | - |
| **Total** | **346.73** | **555.59** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 17 : Lease Liability

| Name of the Promoter | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Lease Liability | 163.45 | 233.19 |
| **Total** | **163.45** | **233.19** |

## Notes 18 : Current Borrowings

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Secured Term Loans** | | |
| i. From Banks | 35.07 | 44.17 |
| **Loans repayable on demand** | | |
| i. From Banks | 918.17 | 654.74 |
| **Unsecured Term Loans** | | |
| i. From Banks | 339.33 | 291.69 |
| **Term Loans** | | |
| **Total** | **1,292.57** | **990.59** |

## Note 19 : Trade Payable

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a) Total Outstanding dues of micro enterprises and small enterprises | - | - |
| (b) Total Outstanding dues of creditors other than micro and small enterprises | 1,598.17 | 604.93 |
| **Total** | **1,598.17** | **604.93** |

**Trade Payable Ageing Schedule**

**i) As at March 31, 2025**

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (II) Others | 1,362.65 | 166.73 | 30.93 | 37.86 | 1,598.17 |
| (iii) Disputed Dues - MSME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| **Total** | **1,362.65** | **166.73** | **30.93** | **37.86** | **1,598.17** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

### ii) As at March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (II) Others | 491.28 | 27.08 | 78.02 | 8.55 | 604.93 |
| (iii) Disputed Dues - MSME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| **Total** | **491.28** | **27.08** | **78.02** | **8.55** | **604.93** |

### Notes 20 : Other Current Liabilities

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Salary Payable | 27.93 | 34.07 |
| Defined benefit Obligation | 20.03 | 15.33 |
| Rent Deposit | 4.75 | 4.75 |
| Advance from Debtors | 21.12 | 17.20 |
| **Total Current Liabilities** | **73.83** | **71.35** |

### Note 21: Current Provisions

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Audit Fees Payable | 3.50 | 3.38 |
| Dividend Payable | 0.28 | 0.08 |
| Employee bebefit | - | - |
| Provision for Income Tax | 202.60 | 185.00 |
| Provision for other expenses | 1.84 | 1.77 |
| **Total Provisions** | **208.21** | **190.23** |

### Note 22: Current Tax liabilities

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| GST Payable | 2.00 | (50.22) |
| TDS Payable | 56.71 | 50.71 |
| PF Employee Contribution | 2.18 | 2.32 |
| Profession Tax ( Staff ) | 0.16 | 0.16 |
| ESIC Employee Contribution | 0.42 | 1.35 |
| **Total** | **61.46** | **4.32** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 23: Revenue from operations

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **a) Sale of Services** | | |
| Courier Charges & Transportation Charges Received | 543.58 | 365.38 |
| Printing Charges Received | 5,637.72 | 1,138.77 |
| Record Management charges & Scanning charges | 841.77 | 2,298.65 |
| Newspaper Agency Sales | 250.97 | 162.64 |
| Stamp & Frank Sales | 112.86 | 60.77 |
| Manpower Supply | 143.60 | 123.16 |
| **b) Sale of Goods** | | |
| Trading | 276.20 | 1,554.73 |
| **Total** | **7,806.69** | **5,704.10** |

## Note 24: Other Income

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Interest Income from:** | | |
| FD Interest | 1.15 | 0.67 |
| Interest on Deposit | 4.19 | 3.27 |
| Dividend Income | 0.19 | - |
| **Other non-operating income** | | - |
| Discount Received | - | 0.06 |
| Rent Income | 16.92 | 16.92 |
| **Total** | **22.44** | **20.92** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 25: Cost of Material Consumed

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Purchases | 4,281.64 | 1,737.76 |
| Add: Direct Expense | 1,669.05 | 731.08 |
| **Total** | **5,950.70** | **2,468.84** |

## Note 25(a): Purchases of Stock In trade

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Purchases** | | |
| Purchases of Goods | 69.58 | 250.34 |
| **Total** | **69.58** | **250.34** |

## Note 25(b) : Change in Inventories of stock in trade

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Opening inventory** | | |
| Stock in Trade | 620.59 | 1,292.88 |
| WIP Stock | 15.31 | 38.00 |
| | 635.90 | 1,330.88 |
| **Closing Inventory** | | |
| Stock in Trade | 1,963.91 | 620.59 |
| WIP | 14.87 | 15.31 |
| **Increase/Decrease** | 1,978.78 | 635.90 |
| Stock in Trade | **(1,342.87)** | **694.97** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 26: Employee benefits expense

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Salaries, Wages & Bonus | 300.92 | 289.49 |
| PF Employer Contribution & Admin Charges on PF | 13.29 | 14.76 |
| ESIC Employer Contribution | 4.29 | 4.44 |
| Professional Tax- Employer | 0.03 | - |
| Current Service Cost | 3.91 | 4.03 |
| Interest Cost ( Employee Benefit ) | 1.05 | 0.93 |
| Staff Welfare Expenses | 23.46 | 24.44 |
| **Total** | **346.94** | **338.10** |

## Note 27: Finance Cost

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Interest Expenses** | | |
| Interest on OD | 90.71 | 66.98 |
| Interest on Term Loan | 136.38 | 114.31 |
| **Financial & Bank Charges** | | |
| Bank Charges | 0.95 | 0.56 |
| Processing Charges & Prepayment Charges | 2.73 | 19.42 |
| Stamp Duty Charges | 0.96 | 0.53 |
| **Finance Cost for Leases** | 30.10 | 42.40 |
| **Total** | **261.83** | **244.20** |

## Note 28: Depreciation and Amortization Expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Depreciation Tangible Assets | 575.09 | 428.63 |
| Amortization Intangible Assets | - | - |
| ROU Assets (Amortisation) | 85.17 | 82.54 |
| Goodwill W/O | - | 20.61 |
| **Total** | **660.27** | **531.78** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 29: Other Expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Advertisement | 341.47 | 54.63 |
| Audit Fees | 3.75 | 3.00 |
| Business Promotion | 59.24 | 120.91 |
| Commission | 60.57 | 0.38 |
| Consultancy Fees | 22.41 | 10.11 |
| Conveyance Expenses | 15.13 | 5.43 |
| Vehicle Expenses | 20.87 | 10.70 |
| Discount | - | 0.03 |
| Electricity Charges | 20.65 | 18.15 |
| ROC Charges | 2.13 | 2.66 |
| Insurance Charges | 11.26 | 8.44 |
| Interest & penalty | 2.36 | 0.90 |
| Legal & Professional Fees | 21.72 | 10.04 |
| Miscellaneous Expenses w/off | 4.43 | - |
| Office Expenses | 128.73 | 86.14 |
| Office Rent | 11.41 | 21.15 |
| Printing & Stationery | 5.13 | 9.67 |
| Repairs & maintance | 44.17 | 118.42 |
| Security Charges | 2.88 | 2.88 |
| Support Services | 197.39 | 31.74 |
| Telephone Expenses | 3.11 | 2.49 |
| Tender Fees | 0.45 | 1.46 |
| Travelling Expenses | 66.19 | 18.85 |
| Toll Expenses | 2.14 | 0.24 |
| Renewal Charges | 3.64 | - |
| Sundry Balance Written off | - | 18.61 |
| Loading & Unloading charges | 0.25 | 1.17 |
| Listing Fees | 13.46 | 5.85 |
| CSR Expenses | 11.31 | - |
| Others | 12.71 | 1.53 |
| Donation | 0.12 | 0.50 |
| **Total** | **1,077.78** | **566.07** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 29(a): Details of payment to auditors

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Fees for assisting in preparation of GST Annual Return and reconciliation | - | - |
| Audit fees- Statutoty Audit Fees | 3.50 | 3.00 |
| **Total** | **3.50** | **3.00** |

## Note 30: Related Party Disclosures

In accordance with the requirement of IndAS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and / or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

(a) List of related parties and nature of relationship where control exists:

Key Managerial Personnel

| Sr. No | Name of Related Parties | Description of |
|---|---|---|
| 1 | D.J. Corporation | Directors stake 100% |
| 2 | D.J. Corporation | Directors stake 100% |
| 3 | Dynamic Superways & Exports Ltd. | Common Directors |
| 4 | Jayeshree Poojari | Mr.Dinesh Kotian, Director's sister |
| 5 | Deepak Pandurang Bhojane | Whole Time Director |
| 6 | Dinesh Muddu Kotian | Managing Director |
| 7 | Deepak Pandurang Bhojane | Whole Time Director |
| 8 | Deepak Dattaram Salvi | Whole Time Director |
| 9 | Dhanraj Kunder | Chief Financial Officer |
| 10 | Khushboo Mahesh Lalji | Company Secretary and Compliance Officer |
| 11 | Devadas Alva | Non Executive Director |
| 12 | Santosh Muddu Kotian | Promoter |
| 13 | Dwarka Prasad Gattani | Non executive Director |
| 14 | Devadas Alva | Non Executive Director |
| 15 | Purushottam Mahadeo dalvi | Independent Director |
| 16 | Navinchandra Rama Sanil | Independent Director |
| 14 | Deeksha Devadiga | Independent Director |
| 15 | Ganesh Dhonde | Independent Director |
| 16 | Nirmala Patwa | Independent Director |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

(b) Transactions with the related parties for the year ended 31st March 2025

| Sr. No. | Nature of Transactions | Name of related party | Amount | |
|---|---|---|---|---|
| | | | 31/03/2025 | 31/03/2024 |
| 1 | Sales | D.J. Corporation | 7.08 | 117.31 |
| | Purchase | | 58.80 | 20.65 |
| 2 | Purchase | Dynamic Superways & Exports Ltd. | - | - |
| 3 | Remuneration | Dinesh Muddu Kotian | 19.34 | 14.85 |
| | Dividend | | 12.09 | 9.06 |
| 4 | Remuneration | Deepak Dattaram Salvi | 16.07 | 14.23 |
| | Dividend | | 0.01 | 0.01 |
| 5 | Remuneration | Deepak Pandurang Bhojane | 16.07 | 14.23 |
| | Dividend | | 0.01 | 0.01 |
| 6 | Dividend | Devadas Alva | 0.01 | 0.01 |
| 7 | Remuneration | Dhanraj Kunder | 11.66 | 7.44 |
| 8 | Remuneration | Khushboo Mahesh Lalji | 10.80 | 9.00 |
| 9 | Dividend | Santosh Muddu Kotian | 0.09 | 0.09 |
| 10 | Remuneration | Jayeshree Poojari | 1.02 | 1.02 |

(c) Outstanding balances as at the year ended

| Sr. No. | Nature of Transactions | Name of related party | Amount In | |
|---|---|---|---|---|
| | | | 31/03/2025 | 31/03/2024 |
| 1 | Receivable | D.J. Corporation | - | 111.32 |
| | Payable | | 108.74 | - |
| 2 | Purchase | Dynamic Superways & Exports Ltd. | - | - |
| 3 | Remuneration | Dinesh Muddu Kotian | 2.49 | 3.20 |
| 4 | Remuneration | Deepak Dattaram Salvi | 2.66 | 3.86 |
| 5 | Remuneration | Deepak Pandurang Bhojane | 2.60 | 6.22 |
| 6 | Remuneration | Jayeshree Poojari | 0.08 | 0.24 |
| 7 | Remuneration | Dhanraj Kunder | 0.98 | - |
| 8 | Remuneration | Khushboo Mahesh Lalji | 0.85 | 0.71 |

## Note 31: Earning Per Share (EPS)

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Net Profit/(Loss) for calculation of basic EPS (A) | 654.91 | 503.95 |
| Net Profit/(Loss) for calculation of diluted EPS (B) | 654.91 | 503.95 |
| Weighted average number of Equity Shares for Basic EPS (C') | 324.84 | 108.28 |
| Weighted Average number of Equity shares for Diluted EPS (D) | 252.65 | 108.28 |
| Basic EPS (A)/(C) ( In Rs.) | 2.02 | 4.65 |
| Diluted EPS (B)/(D) (In Rs.) | 2.59 | 4.65 |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 32: Contingent Liabilities

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Contingent Liabilities not provided for in respect of : | | |
| Guarantees, Undertakings & Letter of Credit Bank Guarantees issued by the Company's Bankers on behalf of the Company. | - | - |

## Note 33: Corporate Social Responsibility

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| a. Amount required to be spent by the company during the year | 10.07 | - |
| b. Amount of expenditure incurred | 11.31 | - |
| c. Shortfall at the end of the year | - | - |
| d. Total of previous years shortfall | - | - |
| e. Nature of CSR activities- computer donated to schools | - | - |

## Note 34: Employee benefits

### a) Description of the type of the plan

**Defined Benefit Plan - Gratuity**

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

Post-Employment Benefits plan defined in a(ii) and a(iii) above typically expose the Company to actuarial risks such as: Salary increase, Discount rate, Morality and Disability and withdrawals

a) Salary Increases :– Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Discount Rate :– Reduction in discount rate in subsequent valuations can increase the plan's liability.

c) Mortality & disability :– Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

d) Withdrawals :– Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**b) The following tables set out the status of the gratuity plan, unavailed leave and amounts recognized in the Company's financial statements.**

| i) | Change in benefit obligations | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Present value of obligation as at beginning of the year | 15.33 | 13.12 |
| | Interest Cost | 1.05 | 0.93 |
| | Current Service Cost | 3.91 | 4.03 |
| | Due to change in financial Assumptions | 0.75 | - |
| | Due to experience adjustments | (1.00) | - |
| | Benefits paid | - | - |
| | Actuarial (Gain)/Loss on obligation | - | (2.75) |
| | **Present value of obligation as at the end of the year** | **20.03** | **15.33** |
| ii) | Fair Value of Plan Assets | - | - |
| iii) | Net Assets/(Liability) (ii-i) | **(20.03)** | **( 15.33)** |

| iv | Amount recognised in Statement of Profit and Loss | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Service cost | 3.91 | 4.03 |
| | Net Interest cost | 1.05 | 0.93 |
| | Actuarial (gain) /loss for the year | - | - |
| | **Expense recognized in the Income Statement** | **4.96** | **4.96** |

| v | Amount recognised in Other Comprehensive Income (OCI) | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Actuarial (Gain)/Loss for the year on Projected Benefit Obligation | (0.26) | (2.75) |

| vi | Principal Actuarial Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | i) Discount rate (p.a.) | 3.91 | 4.03 |
| | ii) Future salary increase (p.a.) | 1.05 | 0.93 |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| vii) Demographic Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| i) Retirement age | 60 Yrs | 60Yrs |
| **ii) Mortality rates inclusive of provision for disability** | | |
| 25 & Below | 15.00% | 15.00% |
| 25 to 35 | 12.00% | 12.00% |
| 35 to 45 | 9.00% | 9.00% |
| 45 to 55 | 6.00% | 6.00% |
| 55 & Above | 3.00% | 3.00% |
| **iii) Withdrawal Rate** | | |
| 20 | 0.09% | 0.09% |
| 30 | 0.10% | 0.10% |
| 40 | 0.17% | 0.17% |
| 50 | 0.44% | 0.44% |
| 60 | 1.12% | 1.12% |

| viii Expected contributions for the next annual reporting period | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Expected expense for the next annual reporting period | 2.11 | 1.55 |

## ix) Sensitivity analysis of the defined benefit obligation

| Particulars | As at 31st March 2025 | |
|---|---|---|
| | Amount | (% change ) |
| **IMPACT OF THE CHANGE IN DISCOUNT RATE** | | |
| Impact due to increase of 0.5% | 19.28 | (3.72%) |
| Impact due to decrease of 0.5% | 20.83 | 3.98% |
| **IMPACT OF THE CHANGE IN SALARY GROWTH** | | |
| Impact due to increase of 0.5% | 20.84 | 4.02% |
| Impact due to decrease of 0.5% | 19.27 | (3.80%) |
| **IMPACT OF THE CHANGE IN WITHDRAWAL RATE** | | |
| Impact due to increase of 110% | 20.05 | 0.12% |
| Impact due to decrease of 90% | 19.99 | (0.19%) |

Sensitivities as to rate of inflation, rate of increase of pensions in payment & life expectancy are not applicable being a lump sum benefit on retirement.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| x) Maturity Profile of Defined Benefit Obligation | As at 31st March 2025 | |
|---|---|---|
| | Cash Flow | Distribution (%) |
| 01 APR 2022 TO 31 MAR 2023 | 2.11 | 5.60% |
| 01 Apr 2023 to 31 Mar 2024 | 1.40 | 3.70% |
| 01 Apr 2024 to 31 Mar 2025 | 1.51 | 4.00% |
| 01 APR 2025 TO 31 MAR 2026 | 1.58 | 4.20% |
| 01 Apr 2026 to 31 Mar 2027 | 1.85 | 5.00% |
| 01 Apr 2027 Onwards | 10.78 | 28.80% |

| Maturity Profile of Defined Benefit Obligation | As at 31st March 2025 | |
|---|---|---|
| | Cash Flow | Distribution (%) |
| 01 Apr 2021 to 31 Mar 2022 | 1.55 | 5.10% |
| 01 Apr 2022 to 31 Mar 2023 | 1.31 | 4.30% |
| 01 Apr 2023 to 31 Mar 2024 | 1.10 | 3.60% |
| 01 Apr 2024 to 31 Mar 2025 | 1.17 | 3.90% |
| 01 Apr 2025 to 31 Mar 2026 | 1.25 | 4.10% |
| 01 Apr 2026 Onwards | 8.30 | 27.40% |

| xi) Acturial Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Attrition Rate | | |
| Retirement age (Years) | 60 | 60 |
| Discount Rate (per annum) | 6.70% | 7.20% |
| Salary Escalation Rate (per annum) | 5% | 5% |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| xii) Maturity Profile | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|---|---|---|
| Average expected future working life (years) | 8.31 | 8.46 |
| Expected future cashflows | | |
| Year 1 | 2.11 | 1.55 |
| Year 2 | 1.40 | 1.31 |
| Year 3 | 1.51 | 1.10 |
| Year 4 | 1.58 | 1.17 |
| Year 5 | 1.86 | 1.25 |
| Year 6 to year 10 | 10.78 | 8.30 |

### xiii) Sensitivity analysis of the defined benefit obligation

| Particulars | 1% Increase | | 1% Decrease | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Impact of the change in Discount Rate | 19.28 | 14.76 | 20.83 | 15.94 |
| Impact of the change in Salary Growth | 20.84 | 15.95 | 19.27 | 14.74 |
| Impact of the change in Attrition Rate | 20.05 | 15.36 | 19.99 | 15.28 |

## Note 35 : Financial Instruments

**Fair value measurements**

**Following table shows the carrying amounts and fair values of financial assets and financial liabilities:**

| Particulars | As at 31st March 2025 | | | As at 31st March 2024 | | |
|---|---|---|---|---|---|---|
| | Amortised Cost | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI |
| **Financial Assets** | | | | | | |
| Investment | - | | 9.44 | - | - | 10.04 |
| Trade Receivables | 2,565.66 | | | 1,797.30 | - | - |
| Cash & Cash Equivalents | 51.42 | | | 44.50 | - | - |
| Loans & Advances | 89.57 | | | 98.59 | - | - |
| Others | - | | | - | - | - |
| | **2,706.65** | | **9.44** | **1,940.39** | **-** | **10.04** |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| | | | | | | |
|---|---|---|---|---|---|---|
| **Current** | 2,617.08 | | | 1,849.53 | - | - |
| **Non-Current** | 89.57 | | | 45.86 | - | - |
| **Financial Liabilities** | | | | | | |
| Borrowings | 1,639.30 | | | 1,546.18 | - | - |
| Trade Payables | 1,598.17 | | | 604.93 | - | - |
| Other Financial Liabilities | - | | | - | - | - |
| | **3,237.47** | | | **2,151.11** | - | - |
| | | | | | | |
| **Current** | 2,655.22 | | | 1,595.42 | - | 955.40 |
| **Non-Current** | 582.25 | | | 555.59 | - | 433.92 |

### Investment in Subsidiary

The Company has opted to measure its investment in subsidiaries at Cost in line with the requirements of Ind AS 109 – Financial Instruments. During the financial year 2024–25, the Company has made an investment in its subsidiary, with the fair value of the investment as at 31st March 2025 being ₹770.56 lakhs.

This investment is classified under Non-Current Financial Assets – Investments in the standalone balance sheet and measured at cost.

### Notes 36 : Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole group as two segment i.e. “Printing & Record Management and Services etc”. Thus, as defined in Ind AS 108 ‘Operating Segments’, the Company’s entire business falls under this two operational segment and hence the necessary information has already been disclosed in the balance sheet and the statement of profit and loss.

### Notes 37 : Financial risk management objectives and policies

Company’s principal financial liabilities comprise borrowings, security deposits, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company’s operations. The Company’s principal financial assets include trade receivable, security deposit, cash and cash equivalents, etc. that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company’s policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

**(i) Interest Rate Risk**

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against.

**(ii) Equity Price Risk**

The Company's does have investment in shares hence the company is exposed to such risk.

**Exposure:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Equity shares (FVTOCI) | 969,554.35 | 1,004,330.35 |
| **Total Exposure** | **969,554.35** | **1,004,330.35** |

| Change in Equity Price (%) | Impact on OCI (FVTOCI) | Impact on OCI (FVTOCI) |
|---|---|---|
| 10% | 413,332.00 | 536134.87 |
| -10% | (448,108.00) | -150814.00 |

**(b) Credit Risk**

Reconciliation of the expected loss provision (allowance for bad and doubtful receivables) made by the Company are as

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Opening balance of provision** | - | - |
| Add : Additional provision made | - | - |
| Less : Provision written off (net off bad-debts) | - | - |
| **Closing balance of provision** | - | - |

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations

Credit risk arises mainly from loans, trade receivables and financial assets. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. None of the trade receivables are credit impaired as on reporting date.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the expected credit loss for trade receivables is not significant.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2025:**

| | Carrying amount | 0-1 Year | 1-5 Years | >5 Years |
|---|---|---|---|---|
| Borrowings | 1,639.30 | 1,292.57 | 346.73 | - |
| Trade Payable | 1,598.17 | 1,598.17 | - | - |
| Other Financial Liabilities | - | - | - | - |
| **Total** | **3,237.47** | **2,890.73** | **346.73** | **-** |

**The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2024:**

| | Carrying amount | 0-1 Year | 1-5 Years | >5 Years |
|---|---|---|---|---|
| Borrowings | 1,546.18 | 990.59 | 555.59 | - |
| Trade Payable | 604.93 | 604.93 | - | - |
| Other Financial Liabilities | - | - | - | - |
| **Total** | **2,151.11** | **1,595.52** | **555.59** | **-** |

## 38 Capital management

The company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Management considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

The company policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Adjusted net debt (total borrowings net of cash and cash equivalents, bank deposits and financial liability portion of preference shares and equity shares divided by Adjusted 'equity' (as shown in the balance sheet) added by financial liability portion of preference shares and equity shares.

**Company's Gearing Ratio**

| v) Acturial Assumptions | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|---|---|---|
| Total Borrowings | 1,639.30 | 1,546.18 |
| Less: Cash & Cash equivalents | 51.42 | 44.50 |
| Net Debt | 1,587.88 | 1,501.68 |
| **Total Equity** | **6,359.26** | **3,354.58** |
| **Gearing Ratio** | **0.25** | **0.45** |
| Equity Share Capital | 3,248.35 | 1,082.78 |
| Other Equity | 3,110.91 | 2,271.80 |
| **Total Equity** | 6,359.26 | 3,354.58 |

| S. No. | Ratios | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % of Variance | Reason for variance (For variance in excess of 25%) |
|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Total Current Assets | Total Current Liabilities | 2.22 | 1.98 | 0.12 | NA |
| 2 | Debt Equity Ratio (no of times) | Borrowings (Current (including current maturities of long term borrowings) + Non-current) | Equity share capital + Reserves and Surplus included under Other Equity | 0.26 | 0.46 | -0.44 | Due to increase in equity share capital an reserve surplus the debt equity ration is got better as compare to previous year. |
| 3 | Debt Service coverage ratio (no of times) | Profit before tax + Depreciation and amortisation expenses + other non cash items as included in the statement of cash flows | Interest on Borrowings + Repayment of Non-current Borrowings during the current period/year | 2.71 | 2.10 | 0.29 | Since the Operating profit has been increased hence the debt service coverage Ratio is got better compare to last year. |
| 4 | Return on Equity Ratio | Net Profits after taxes | Average Shareholder's Equity | 0.13 | 0.16 | -0.17 | NA |
| 5 | Inventory Turnover Ratio | Sales/ Revenue from operations | Average Inventory | 5.97 | 5.80 | 0.03 | NA |

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 6 | Trade Receivables turnover ratio | Sales/ Revenue from operations | Average trade receivables | 3.58 | 3.83 | -0.07 | NA |
| 7 | Trade payables turnover ratio | Net Purchases | Average Trade Payables | 3.95 | 4.39 | -0.10 | NA |
| 8 | Net capital turnover ratio | Sales/ Revenue from operations | Average Working Capital (CA-CL) | 2.71 | 3.07 | -0.12 | NA |
| 9 | Net profit ratio | Net Profits after taxes | Net Sales & Service income from operations | 0.08 | 0.09 | -0.05 | NA |
| 10 | Return on Capital employed | Earnings before interest and tax | Tangible Net worth + Borrowings (Current and Non current) + Deferred Tax Liability | 0.13 | 0.18 | -0.25 | NA |
| 11 | Return on investment | Net Profits before tax | Average Total Assets | 0.10 | 0.11 | -0.10 | NA |

## Note 40 : Additional Regulatory Information

**a) Title deeds of Immovable Property**

Not applicable as there are no immovable properties which are not held in the name of company.

**b) Details of Benami Property and its proceedings**

Not applicable as there are no proceedings which have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

**c) Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**d) Compliance with number of layers of companies**

Not Applicable as the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**e) Compliance with approved Scheme(s) of Arrangements**

Not Applicable as the Company no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**f) Details of Crypto Currency or Virtual Currency**

Not Applicable as the Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**g)** The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

# Notes to the Standalone Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**h) Relationship with Struck off Companies**

The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Company and the same is relied upon by the auditors.

**i)** The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

**j)** The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**k)** Valuation of property, plant and equipment, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

**l)** Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**m)** The company has not given any loan/advance to any key management personnel or its relatives.

## Notes 41: Previous year's figures

The company has regrouped previous year figures to confirm to this year's classification wherever required.

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Dated:** 29/05/2025
**UDIN: 25421679BMTFBS9751**

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# FINANCIAL STATEMENTS



## CONSOLIDATED FINANCIAL STATEMENT

# INDEPENDENT AUDITOR'S REPORT

To
The Members of
**DJ Mediaprint & Logistics Limited**

**Report on the Audit of the Consolidated Financial Statements**

## Opinion

We have audited the accompanying consolidated financial statements of **DJ Mediaprint & Logistics Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (the holding Company and its subsidiary together referred as "the Group), which comprise the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended, and notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2025, the consolidated Profit & Loss statement, consolidated total comprehensive income, consolidated changes in equity and its cash flows for the year ended.

## Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by the ICAI, together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Key Audit Matters

Key Audit Matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the company Act,2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statement. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities in then consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

The accompanying statement includes the audited financial statements and other financial information of a Subsidiary Company.

Subsidiary Company included in the statement whose result reflect Total Revenues of Rs. 402.12 lakhs and, net profit of Rs. 15.74 lakhs and, for the Year ended 31st March, 2025 as considered in the Statement.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

**1)** As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**2)** As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far has it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Consolidated Statement of Cash Flow.

d) Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.

e) In our opinion, the aforesaid consolidated financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, remuneration paid to its directors by Group Companies during the year is accordance with the provisions of section 197 of the Act.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

ii) There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

iii) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

For and on behalf of
**ADV & Associates**
Chartered Accountants
FRN.128045W
**Prakash Mandhaniya**
Partner
Membership No.: 421679

Place: Mumbai
Date: 29.05.2025
UDIN: 25421679BMTFBT7721

## Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DJ Mediaprint & Logistics Limited, (of even date)

In our opinion and according to the information and explanations given to us, the Companies (Auditor's Report) Order, 2020 of the Holding Company did not include any unfavorable answers or qualifications or adverse remarks.

## Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DJ Mediaprint & Logistics Limited, (of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DJ Mediaprint & Logistics Limited**, (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiary together referred to as "the Group") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are incorporated in India, have , in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to its subsidiary companies, incorporated in India is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this manner.

For and on behalf of
**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No.: 421679

**Place:** Mumbai
Date: 29.05.2025
UDIN: 25421679BMTFBT7721

# Consolidated Balance Sheet As At *March 31, 2025*

(All amounts in Rs. Lakhs, unless otherwise stated)

| Particulars | Note No. | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **1 Non-current assets** | | | |
| a Property, Plant and Equipment | 1 | 2,096.23 | 1,962.97 |
| b Capital Work-in-Progress | | - | - |
| c Investment Properties | | - | - |
| d Right of use of assets | 2 | 152.74 | 206.84 |
| e Other Intangible Assets | 3 | 404.56 | - |
| f Intangible Assets under Development | | - | - |
| g Biological Assets other than Bearer Plants | | - | - |
| h Financial Assets | | - | |
| i Investments | 4 | 9.70 | 10.04 |
| ii Loans & Advances | 5 | 518.19 | 45.86 |
| iii Other financial assets | 7 | 0.19 | 0.19 |
| i Deferred Tax Assets (net) | 6 | 167.88 | 97.84 |
| **Total of Non-Current Assets** | | **3,349.48** | **2,323.75** |
| **2 Current assets** | | | |
| a Inventories | 8 | 1,978.78 | 635.90 |
| b Financial Assets | | - | |
| i Investments | | - | - |
| ii Trade Receivables | 9 | 3,043.88 | 1,797.30 |
| iii Cash and Cash Equivalents | 10 | 75.87 | 44.50 |
| iv Bank balances other than (iii) above | | - | - |
| v Loans & Advances | 5 | - | 52.73 |
| vi Other Financial Assets | 11 | 4.33 | - |
| c Current Tax Assets (Net) | 12 | 614.61 | 101.24 |
| d Other current assets | 13 | 2,314.61 | 1,049.35 |
| **Total of Current Assets** | | **8,032.08** | **3,681.03** |
| Total Assets | | **11,381.56** | **6,004.77** |
| **EQUITY AND LIABILITIES** | | | |
| **(1) Equity** | | | |
| (a) Equity Share capital | 14 | 3,248.35 | 1,082.78 |
| (b) Other Equity | 15 | 756.52 | 2,271.80 |
| **(2) Share application money pending allotment** | | 2,371.51 | - |
| **Non-controlling interests** | | 532.18 | - |
| **Total Equity** | | **6,908.56** | **3,354.58** |
| **Liabilities** | | | |
| **(3) Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| i Borrowings | 16 | 708.67 | 555.59 |
| ii Lease liabilities | 17 | 182.19 | 233.19 |
| iii Other Financial Liabilities | | | |
| (b) Provisions | | - | - |
| (c) Deferred Tax Liabilities (Net) | | - | - |
| (d) Other Non Current Liabilities | | - | - |
| **Total Non- Current Liabilities** | | **890.85** | **788.77** |
| **(4) Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| i Borrowings | 18 | 1,332.72 | 990.59 |
| ii Trade payables | 19 | - | - |
| (A) total outstanding dues of micro enterprises and small enterprises; and | | - | - |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises. | | 1,805.52 | 604.93 |
| (b) Other current liabilities | 20 | 100.10 | 71.35 |
| (c) Provisions | 21 | 253.96 | 190.23 |
| (d) Current Tax Liabilities | 22 | 89.85 | 4.32 |
| **Total Current Liabilities** | | **3,582.15** | **1,861.42** |
| Total Equity and Liabilities | | **11,381.56** | **6,004.77** |

For and on behalf of the Board
DJ MEDIAPRINT & LOGISTICS LTD.

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Dated:** 29.05.2025
**UDIN:** 25421679BMTFBT7721

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Consolidated Statement of Profit and Loss for the year ended *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Sr. No | Particulars | Note No. | For the year ended 31st March 2025 | For the year ended 31st March 2024 |
|---|---|---|---|---|
| I | Revenue from Operations | 23 | 8,208.82 | 5,704.10 |
| II | Other Income | 24 | 38.96 | 20.92 |
| III | **Total Income (I + II)** | | **8,247.78** | **5,725.02** |
| IV | **Expenses** | | | |
| | Cost of Material Consumed | 25 | 6,172.97 | 2,468.84 |
| | Purchase of Stock-in-Trade | 25(a) | 69.58 | 250.34 |
| | Change in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 25(b) | (1,342.87) | 694.97 |
| | Employee Benefits Expenses | 26 | 396.96 | 338.10 |
| | Finance Cost | 27 | 274.26 | 244.20 |
| | Depreciation and Amortization Expenses | 28 | 672.83 | 531.78 |
| | Other Expenses | 29 | 1,176.26 | 566.07 |
| | **Total Expenses (IV)** | | **7,419.99** | **5,094.29** |
| V | **Profit / (Loss) before Exceptional Items and Tax (III - IV)** | | **827.79** | **630.73** |
| VI | Exceptional Items | | - | - |
| VII | **Profit / (Loss) before Tax (V - VI)** | | **827.79** | **630.73** |
| VIII | **Income Tax Expenses** | | | |
| | - Current Tax | | 208.36 | 185.00 |
| | -Tax pertaning to previous year | | 17.44 | (8.38) |
| | - Deferred Tax | | (70.04) | (49.84) |
| | Total Tax Expense (VIII) | | 155.76 | 126.78 |
| IX | **Profit (Loss) for the period (VII-VIII)** | | **672.03** | **503.95** |
| X | **Other Comprehensive Income (OCI)** | | | |
| | A. Items that will not be reclassified to profit or loss | | | |
| | Remeasurement of defined employee benefit plans | | - | - |
| | Income tax relating to items that may not be reclassified to profit or loss | | - | - |
| | B. (i) Items that will be reclassified to profit or loss | | - | - |
| | (i) Items that will be not reclassified to profit or loss | | (0.09) | 6.61 |
| | (ii) Income Tax relating to Items that will be reclassified to profit or loss | | | |
| XI | **Total Comprehensive Income for the period (XIII+XIV) [Comprising Profit/ (Loss) and Other Comprehensive Income for the period]** | | **671.94** | **510.56** |
| XII | Earnings per equity share of ₹ 10/- each | | | |
| | (1) Basic (In ₹) | 30 | 2.07 | 4.65 |
| | (2) Diluted (In ₹) | 30 | 2.66 | 4.65 |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

**Place:** Mumbai
**Dated:** 29.05.2025
**UDIN:** 25421679BMTFBT7721

# Consolidated Statement Cash Flow Statement as at *March 31, 2025*

(All amounts in Rs. Lakhs, unless otherwise stated)

| | Particulars | For the year ended 31st March 2025 | For the year ended 31st March 2024 |
|---|---|---|---|
| A. | **CASH FLOW FROM OPERATING ACTIVITIES** | | |
| | **Net Profit before Tax and Extraordinary items** | **827.79** | **630.73** |
| | **Adjustments for :** | | |
| | Depreciation & Amotrtisation | 672.83 | 428.63 |
| | Interest from Banks and Others | (38.96) | (20.92) |
| | Sundry Balance Written off | (5.72) | 18.61 |
| | Expected Credit Loss {ECL} | - | - |
| | Restatatement of Gratuity ( Provision written back net of current expenses) | - | - |
| | Interest Cost | 274.26 | 244.20 |
| | Provision for Gratuity | 23.40 | - |
| | Exchange rate fluctuation | - | - |
| | **Operating Profit before Working Capital Charges** | **1,753.61** | **1,301.24** |
| | **Adjustment for :** | | |
| | (Increase)/Decrease in Inventories | (1,342.87) | 694.97 |
| | (Increase)/Decrease in Trade Receivables | (1,246.58) | (614.56) |
| | (Increase)/Decrease in Other financial Assets | (4.33) | (631.04) |
| | (Increase)/Decrease in Other Assets | (1,265.26) | - |
| | (Increase)/Decrease in Loans and Advances | 52.73 | - |
| | Increase/(Decrease) in Current Tax Assets | (513.37) | (41.70) |
| | (Increase)/Decrease in Provisions | 63.73 | (1.70) |
| | Increase/(Decrease) in Trade Payables | 1,200.59 | 303.43 |
| | Increase/(Decrease) in Other Current Liabilities | 28.75 | 38.08 |
| | Increase/(Decrease) in Current Tax Liabilities | 85.53 | (77.39) |
| | Increase/(Decrease) in Short Borrowings | 342.13 | 336.69 |
| | **Cash Generated from Operations** | **(845.36)** | **1,308.02** |
| | **Adjustments for :** | | |
| | Direct taxes paid | (484.42) | (185.00) |
| | **CASH FLOW FROM OPERATING ACTIVITIES** | **(1,329.77)** | **1,123.02** |
| | Extaordinary Items | **-** | |
| | **CASH FLOW AFTER EXTRA ORDINARY ITEM Total : ( A )** | **(1,329.77)** | **1,123.02** |

| | | | |
|---|---|---|---|
| B. | **CASH FLOW FROM INVESTING ACTIVITIES** | | |
| | Purchase of Fixed Assets | (432.31) | (1,330.98) |
| | Loans & Advances | (472.33) | 4.41 |
| | Non Current Assets | - | 218.02 |
| | Sale of Fixed Assets | - | - |
| | Investments made in Shares | 0.35 | (3.85) |
| | Dividend & Interest Received | 5.55 | 4.00 |
| | Rent Income | 19.47 | 16.92 |
| | **Total : ( B )** | **(879.27)** | **(1,091.48)** |
| **C.** | **CASH FLOW FROM FINANCING ACTIVITIES** | | |
| | Issuance of Share capital | 2,371.51 | - |
| | Proceeds/(Repayment) from Long Term Borrowings | 153.08 | 121.67 |
| | (Decrease)/Increase in Lease Liability | (51.00) | 89.41 |
| | Interest Cost | (274.26) | (201.80) |
| | Dividend Paid | (21.66) | (16.24) |
| | **Total : ( C )** | **2,177.67** | **(6.96)** |
| | **Net Increase/(Decrease) in Cash and** | | |
| | Cash Equivalents ( Total A + B + C ) | (31.37) | 24.58 |
| | Exchange rate fluctuation | - | - |
| | Opening Balance of Cash and Cash Equivalents | 44.50 | 69.07 |
| | Closing Balance of Cash and Cash Equivalents | 75.87 | 44.50 |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Dated:** 29.05.2025
**UDIN:** 25421679BMTFBT7721

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Consolidated Statement of Changes in Equity for the Year Ended *March 31, 2025*

## A. Equity Share Capital (Issued,Subscribed and Paid up) as at 31.03.2025

( Amount in Rupees Lakhs, unless otherwise stated)

| Particulars | Balance at the beginning of the reporting period (31.03.2024) | Changes in equity share capital during the year | Balance at the end of the reporting period (31.03.2025) |
|---|---|---|---|
| **Equity shares of Rs.10.00 each** | 1,082.78 | 2,165.57 | **3,248.35** |

## A. Equity Share Capital (Issued,Subscribed and Paid up) as at 31.03.2024

| Particulars | Balance at the beginning of the reporting period (31.03.2023) | Changes in equity share capital during the year | Balance at the end of the reporting period (31.03.2024) |
|---|---|---|---|
| **Equity shares of Rs.10.00 each** | **1,082.78** | **-** | **1,082.78** |

## B. Other Equity as on 31.03.2025

| Particulars | Equity component of compound financial instruments | Share application money pending allotment | Reserves and Surplus | | | | | | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | | General Reserve | Securities Premium Reserve | Fair Value Reserve OCI | Retained Earnings | OCI Changes in DBO | Reserves & Surplus- For Transition | |
| Balance at the beginning of the reporting period | - | - | **131.96** | **908.43** | **3.01** | **1225.76** | **3.86** | **(1.22)** | **2,271.80** |
| Current Year | - | 2371.51 | 65.49 | | | 672.03 | 0.26 | | 3109.29 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | (0.35) | - | - | - | (0.35) |
| Dividends | - | - | - | - | - | (21.66) | - | - | (21.66) |
| Transfer to RDD Statutory Reserve | - | - | - | - | - | - | - | | - |
| Transfer from Retained Earnings | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | (65.49) | - | - | (65.49) |
| Any other change | - | - | (53.03) | (908.43) | - | (1,204.10) | - | - | (2,165.57) |
| **Balance at the end of the reporting period** | **-** | **2,371.51** | **144.42** | **-** | **2.66** | **606.54** | **4.12** | **(1.22)** | **3128.03** |

**B. Other Equity as on 31.03.2024**

| Particulars | Equity component of compound financial instruments | Share application money pending allotment | Reserves and Surplus | | | | | | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | | General Reserve | Securities Premium Reserve | Fair Value Reserve OCI | Retained Earnings | OCI Changes in DBO | Reserves & Surplus- For Transition | |
| Balance at the beginning of the reporting period | - | - | **81.56** | **908.43** | **(0.84)** | **788.45** | **1.11** | **(1.22)** | **1,777.48** |
| Current Year | - | - | 50.40 | - | 3.85 | 503.95 | 2.75 | **-** | **560.96** |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | **-** | **-** |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - | **-** | **-** |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - | **-** | **-** |
| Dividends | - | - | - | - | - | (16.24) | - | **-** | **(16.24)** |
| Transfer to RDD Statutory Reserve | - | - | - | - | - | **-** | **-** | | **-** |
| Transfer from Retained Earnings | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | (50.40) | - | **-** | **(50.40)** |
| Any other change | - | - | - | - | - | - | - | - | - |
| **Balance at the end of the reporting period** | **-** | **-** | **131.96** | **908.43** | **3.01** | **1,225.76** | **3.86** | **(1.22)** | **2,271.81** |

For and on behalf of the Board
**DJ MEDIAPRINT & LOGISTICS LTD.**

**ADV & Associates**
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Partner
Membership No. 421679

**Dinesh M. Kotian**
(Managing Director)
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**Deepak P. Bhojane**
(Whole Time Director)
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**Khushboo M. Lalji**
(Company Secretary)
A53405

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

**Place:** Mumbai
**Dated:** 29.05.2025
**UDIN:** 25421679BMTFBT7721

# CONSOLIDATED AUDITED SEGMENT REPORTING AS AT *March 31, 2025*

( Amount in Rupees Lakhs, unless otherwise stated)

| | Particulars | Year Ended (Audited) 31st March, 2025 | Year Ended (Audited) 31st March, 2024 |
|---|---|---|---|
| 1 | **Segment Value of Sales and Services (Revenue)** | | |
| | -Printing | 4,459.32 | 2,508.20 |
| | -Services | 3,347.37 | 3,195.89 |
| | -Cab Services | 402.13 | |
| | -Others | - | |
| | **Gross Value of Sales and Services** | **8,208.82** | **5,704.09** |
| | Less: Inter Segment Transfers | - | - |
| | **Revenue from Operations** | **8,208.82** | **5,704.09** |
| 2 | **Segment Results (EBITDA)** | | |
| | -Printing | 828.32 | 265.40 |
| | -Services | 876.24 | 1,120.38 |
| | -Cab Services | 31.37 | - |
| | -Others | - | (19.44) |
| | **Total Segment Profit before Interest, Tax and Depreciation, Amortisation and Depletion** | **1,735.93** | **1,366.35** |
| 3 | **Segment Results (EBIT)** | | |
| | -Printing | 357.99 | 20.03 |
| | -Services | 682.16 | 852.25 |
| | -Cab Services | 18.79 | - |
| | -Others | - | (18.27) |
| | **Total Segment Profit before Interest and Tax** | **1,058.95** | **854.01** |
| | (i) Finance Cost | 270.11 | 244.20 |
| | (ii) Interest Income | 38.96 | 20.92 |
| | (iii) Other Un-allocable Income (Net of Expenditure) | - | - |
| | **Profit Before Tax from Continuing operations** | **827.80** | **630.73** |
| | (i) Current Tax | 225.80 | 176.62 |
| | (ii) Deferred Tax | (70.04) | (49.84) |
| | **Profit from Continuing operations** | **672.05** | **503.95** |
| | **Profit from Discontinued operations (Net of Tax)** | **-** | - |
| | **Profit for the Period** | **672.05** | **503.95** |
| 4 | **Segment Assets** | | |
| | -Printing | 3,284.02 | 2,401.91 |
| | -Services | 3,694.52 | 2,702.15 |
| | -Cab Services | 1,908.69 | - |
| | -Others | 1,231.50 | 900.71 |
| | **Total Segment Assets** | **10,118.73** | **6,004.77** |
| 5 | **Segment Liabilities** | | |
| | -Printing | 1,149.41 | 840.67 |
| | -Services | 2,052.51 | 1,501.19 |
| | -Cab Services | 1,908.69 | - |
| | -Others | 5,008.12 | 3,662.91 |
| | **Total Segment Liabilities** | **10,118.73** | **6,004.77** |

Notes to Segment Information for the Year Ended 31st March 2025

As per Indian Accounting Standard 108 'Operating Segments', the Company has reported 'Segment Information', as described below

a) Printing Segment includes Book Printing, Magazine, Continuous Stationery, VDP and it also includes Security Printing.

b) Record Management Scanning & Logistics Services includes storage of records on behalf of clients, Scanning, of documents & records & Transportation of Goods.

c) Cab services include pick-up and drop-off facilities for clients.

d) Other Business Segments which are not separately reportable have been grouped under the Others Segment.

# Notes to the Consolidated Financial Statement *March 31, 2025*

Summary of material accounting policies followed by the Group

## 1) Corporate information

DJ Mediaprint & Logistics Limited ("the Company") and its subsidiaries (collectively together referred to as "the Group") is in Printing Media Business & Logistics Support Services. Currently, the group is working for the diverse product in existing Printing business in order to adopt new business such as record managements & other related business along with logistics support solutions. The address of its corporate office is 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Marine Lines, Mumbai - 400002. As at March 31, 2025, DJ Mediaprint & Logistics Limited, the holding company owned 51% of the partnership firm.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2025 and authorised for issue on May 29, 2025.

## 2) Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities (including derivative instruments) that are measured at fair value.

The financial statements are presented in INR, which is also the Company's functional currency and all values are rounded to the nearest Lakhs (INR 00,000), except when otherwise indicated.

All assets and liabilities, other than deferred tax assets and liabilities, have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities.

## 3) Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

## 4) Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

## 5) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries, being the entities that it controls. Control is evidenced where the Group has power over the investee or is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returnsthrough its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns. The financial statements of subsidiaries are prepared for the same reporting year as the parent company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group. For non-wholly owned subsidiaries, a share of the profit/loss for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated statement of profit and loss and consolidated balance sheet. For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. In addition, upon dilution of controlling interests the difference between the

# Notes to the Consolidated Financial Statement *March 31, 2025*

cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The financial statements of subsidiaries acquired or disposed off during the year are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate. Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated unless costs cannot be recovered. The financial statements of the group are prepared with a three months' time lag for consolidation into the Group financial statements.

## 6) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Group to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of consolidated financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The Group uses the following critical accounting judgements, estimates and assumptions in preparation of its consolidated financial statements:

### (a) Revenue recognition

Revenue for fixed-price contracts is recognized using percentage-of-completion method. The Group estimates the future cost-to-completion of the contracts which is used to determine degree of completion of the performance obligation. The Group exercises judgement for identification of performance obligations, determination of transaction price, ascribing the transaction price to each distinct performance obligation and in determining whether the performance obligation is satisfied at a point in time or over a period of time. These judgements have been explained in detail under the revenue recognition note (Refer note 23).

### (b) Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods (Refer note 1).

### (c) Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note (Refer note 26).

## 7) Investment in associates

Investments in associates are accounted for using the equity method. An associate is an entity over which the Group is in a position to exercise significant influence over operating and financial policies. The considerations made in determining whether significant influence is being exercised are similar to those necessary to determine control over the subsidiaries. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associates.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises

# Notes to the Consolidated Financial Statement *March 31, 2025*

its share of any changes, when applicable, in the Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Statement of Profit and Loss.

The financial statements of the associate are prepared with a three months' time lag for consolidation into the Group financial statements. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. The Group has not identified any material adjustments during the year; in regard to the alignment of accounting policies.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss in the Statement of Profit and Loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in Statement of Profit and Loss.

### 8) Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

#### Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss with the exception of the following:

Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in Statement of Profit and Loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in Statement of Other Comprehensive Income ('OCI'). These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

# Notes to the Consolidated Financial Statement *March 31, 2025*

Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or Statement of Profit and Loss, respectively).

## 9) Taxation

a) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

b) Current income tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

c) Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

d) Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 10) Business combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets,liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the noncontrolling interests' share of subsequent changes in equity of subsidiaries. Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

# Notes to the Consolidated Financial Statement *March 31, 2025*

Acquisition that does not meet the definition of 'business' in accordance with Ind AS - 103 Business Combinations is treated as acquisition of assets.

### 11) Financial assets, financial liabilities and equity instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs

that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

### 12) Cash and cash equivalents

The Group considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value to be cash equivalents. Cash and cash equivalents consist of balances with banks and which are unrestricted for withdrawal and usage.

### 13) Other material accounting policies

Other material accounting policies followed by the Group are exactly similar to the material accounting policies of the parent, DJ Mediaprint & Logistics Limited.; and hence have not been reproduced here. Refer note 1 of standalone financial statements of DJ Mediaprint & Logistics Limited. for the year ended 31 March 2025 for details in regard to other material accounting policies.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 1 : Property, Plant and Equipment

| Particulars | Computer & Data Processing | Electrical Installment & Equipment | Furniture & Fittings | Motor Vehicle | Plant & Machinery | Software | Total |
|---|---|---|---|---|---|---|---|
| **Gross Carrying Value (Deemed Cost)** | | | | | | | |
| **As at 01st April, 2023** | 72.88 | 780.15 | 182.50 | 459.92 | 529.57 | 0.56 | 2,025.57 |
| Additions | 57.64 | 1,139.92 | - | 128.85 | 4.64 | - | 1,331.05 |
| Disposals | - | - | - | - | - | - | - |
| Other Adjustments | - | - | - | - | - | - | - |
| **As at 31st March, 2024** | **130.52** | **1,920.06** | **182.50** | **588.77** | **534.22** | **0.56** | **3,356.62** |
| Additions | 113.65 | 157.45 | - | 85.56 | 75.65 | - | 432.31 |
| Disposals | - | - | - | - | - | - | - |
| Other Adjustments | - | - | - | - | - | - | - |
| **As at 31st March, 2025** | **244.17** | **2,077.51** | **182.50** | **674.33** | **609.87** | **0.56** | **3,788.94** |
| | | | | | | | |
| **Accumulated Depreciation** | | | | | | | |
| **As at 01st April, 2023** | 38.89 | 99.65 | 106.71 | 20.35 | 245.68 | - | 511.28 |
| Charge for the Year | 25.83 | 327.79 | 14.91 | 11.07 | 49.03 | - | 428.63 |
| Disposals | - | - | - | - | - | - | - |
| **As at 31st March, 2024** | **64.72** | **427.44** | **121.62** | **31.43** | **294.71** | **-** | **939.91** |
| Charge for the Year | 71.72 | 402.88 | 13.23 | 221.38 | 43.45 | 0.14 | 752.80 |
| Disposals | - | - | - | - | - | - | - |
| **As at 31st March, 2025** | **136.44** | **830.32** | **134.85** | **252.80** | **338.16** | **0.14** | **1,692.71** |
| | | | | | | | |
| **As at 31st March, 2024** | **65.80** | **1,492.62** | **60.88** | **557.34** | **239.51** | **0.56** | **2,416.71** |
| **As at 31st March, 2025** | **107.74** | **1,247.19** | **47.65** | **421.53** | **271.71** | **0.42** | **2,096.23** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 2 : Right Of Use Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Rou Asset | 152.74 | 206.84 |
| **Total** | **152.74** | **206.84** |

## Notes 3 : Intangible Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Goodwill | 404.56 | - |
| Less: Amortization | - | - |
| **Total** | 404.56 | - |

# Notes to the Consolidated Financial Statement *March 31, 2025*

## Notes 4 : Investments

(All amount in Rupees lakhs, unless otherwise stated)

| Particulars | As at 31st March 2025 | | | | As at 31st March 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| A.Investments in Equity Instruments | Cost | Market value | Qty | Amount | Cost | Market value | Qty | Amount |
| COAL INDIA | 380.00 | 398.45 | 6.00 | 0.02 | 380.00 | 433.75 | 6.00 | 0.03 |
| HINDALCO | 91.18 | 682.35 | 75.00 | 0.51 | 91.18 | 560.45 | 75.00 | 0.42 |
| PFIZER LTD. | 2,304.60 | 4,003.95 | 24.00 | 0.96 | 2,304.60 | 4,193.45 | 24.00 | 1.01 |
| PUNJAB NATIO | 173.40 | 96.13 | 54.00 | 0.05 | 173.40 | 124.35 | 54.00 | 0.07 |
| STATE BANK | 281.01 | 771.60 | 50.00 | 0.39 | 281.01 | 752.60 | 50.00 | 0.38 |
| Astra Microwave Products Ltd. | 138.88 | 847.85 | 1.00 | 0.01 | 138.88 | 595.70 | 1.00 | 0.01 |
| Bank Of Baroda | 114.21 | 249.25 | 100.00 | 0.25 | 114.21 | 264.20 | 100.00 | 0.26 |
| Bharat Heavy Electricals Ltd. | 69.85 | 228.70 | 1,001.00 | 2.29 | 69.85 | 247.20 | 1,001.00 | 2.47 |
| Bosch Ltd. | 15,934.21 | 30369.35 | 1.00 | 0.30 | 15,934.21 | 30,046.25 | 1.00 | 0.30 |
| Can Fin Homes Ltd. | 188.53 | 715.45 | 50.00 | 0.36 | 188.53 | 752.60 | 50.00 | 0.38 |
| Coal India Ltd. | 276.62 | 385.65 | 383.00 | 1.48 | 276.62 | 433.75 | 383.00 | 1.66 |
| Elpro International Ltd. | 48.12 | 80.32 | 2.00 | 0.00 | 48.12 | 81.58 | 2.00 | 0.00 |
| IDFC First Bank Ltd. | 66.23 | 67.00 | 90.00 | 0.06 | 66.23 | 75.39 | 90.00 | 0.07 |
| INDIABULLS ENT- | - | 15.49 | 10.00 | 0.00 | - | 10.17 | 10.00 | 0.00 |
| Indraprastha Gas Ltd. | 455.05 | 206.30 | 60.00 | 0.12 | 455.05 | 430.95 | 30.00 | 0.13 |
| National Plastic Industries Ltd. | 60.11 | 54.30 | 1.00 | 0.00 | 60.11 | 64.45 | 1.00 | 0.00 |
| Shiva Cement Ltd. | 5.02 | 30.77 | 1,000.00 | 0.31 | 5.02 | 46.65 | 1,000.00 | 0.47 |
| Strides Pharma Science Ltd. | 1,020.64 | 671.25 | 2.00 | 0.01 | 1,020.64 | 782.60 | 2.00 | 0.02 |
| Sundaram Multi Pap Ltd. | 4.39 | 1.99 | 1,000.00 | 0.02 | 4.39 | 2.80 | 1,000.00 | 0.03 |
| Suzlon Energy Ltd. | 13.44 | 56.92 | 96.00 | 0.05 | 13.44 | 40.47 | 100.00 | 0.04 |
| Tata Steel Ltd. | 42.38 | 142.10 | 116.00 | 0.16 | 42.38 | 155.90 | 116.00 | 0.18 |
| The South Indian Bank Ltd. | 6.61 | 25.46 | 1,220.00 | 0.31 | 6.61 | 27.29 | 1,220.00 | 0.33 |
| TV18 Broadcast Ltd. | 35.78 | 43.22 | 173.00 | 0.07 | 35.78 | 46.09 | 298.00 | 0.14 |
| Unichem Laboratories Ltd. | 267.77 | 584.50 | 264.00 | 1.54 | 267.77 | 488.50 | 264.00 | 1.29 |
| Yaari Digital Integrated Services Ltd. | 8.47 | 13.70 | 10.00 | 0.00 | 8.47 | 9.41 | 10.00 | 0.00 |
| Yes Bank Ltd. | 362.78 | 17.72 | 11.00 | 0.00 | 362.78 | 23.20 | 1.00 | 0.00 |
| Diamond power | - | 88.67 | 20.00 | 0.02 | - | 502.75 | 2.00 | 0.01 |
| Solid carbide | - | 1.00 | 10,346.00 | 0.10 | - | 1.00 | 10,346.00 | 0.10 |
| Onesource Special -EQ | | 1,658.55 | 1.00 | 0.02 | | | | |
| | | | | **9.44** | | | | **9.79** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Reserve Adjustment** | | | | | | | | |
| Fair valation in investment reserve account | | | | | | | | |
| b.Investments in Preference Shares; | | | | | | | | |
| c. Investments in Government or trust securities; | | | | | | | | |
| d. Investments in debentures or bonds; | | | | | | | | |
| e. Investments in Mutual Funds; | | | | | | | | |
| f. Investments in partnership firms; or | | | | | | | | |
| Pansecure Record Storage Mgmt (Capital A/c) 15% Share | 50,000.00 | | - | 0.50 | 50,000.00 | | | 0.50 |
| Pansecure Record Storage Mgmt (Current A/c) 15% Share | (58,000.00) | | | (0.58) | (58,000.00) | | | (0.58) |
| Sai Links | - | - | - | - | | - | - | - |
| | (8,000.00) | - | - | -0.08 | -8,000.00 | - | - | -0.08 |
| g. Other investments | | | | | | | | |
| ASBA CUB Share Right Issue | 2,730.00 | - | - | 0.03 | 2,730.00 | - | - | 0.03 |
| BSE Investment (Stock) | 28,504.64 | | | 0.29 | 28,504.64 | - | - | 0.29 |
| BSE Investment | 1,000.00 | | | 0.01 | 1,000.00 | - | - | 0.01 |
| Deposit with Bansal Finstock Pvt Ltd | (174.65) | | | (0.00) | (174.65) | | | (0.00) |
| Reliance Investment Securities | 1,729.86 | | | 0.02 | 1,729.86 | | | 0.02 |
| | 33,789.85 | - | - | 0.34 | 33,789.85 | - | - | 0.34 |
| h. Under each classification, details shall be given of names of the bodies corporate that are | | | | | | | | |
| i. subsidiaries, | | | | | | | | |
| ii. associates, | | | | | | | | |
| iii. joint ventures, or | | | | | | | | |
| iv.Investments in partnership firms along with names. of the firms, their partners, total capital and the shares of each partner shall be disclosed separately. | | | | | | | | |
| Investments in partnership firms along with names. of the firms, their partners, total capital and the shares of each partner shall be disclosed separately. | | | | | | | | |

# Notes to the Consolidated Financial Statement *March 31, 2025*

| Name of partners In Pansecure Record Storage Management LLP | Opening Balance | Per-centage holding | | | Opening Balance | Percentage holding | | |
|---|---|---|---|---|---|---|---|---|
| DJ Mediaprint & Logistics Ltd | 50,000.00 | 15% | | | 50,000.00 | 15% | | |
| Deepak P Bhojane | 50,000.00 | 85% | | | 50,000.00 | 85% | | |
| | | | | 9.70 | | | | 10.04 |
| a. Aggregate amount of quoted investments and market value thereof | | | | 9.44 | | | | 9.79 |
| b. Aggregate amount of unquoted investments | | | | | | | | 0.26 |
| c. Aggregate amount of impairment in value of investments. | | | | | | | | - |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 5: Loans & Advances

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **5A) Long Term** | | |
| (a) Security Deposits | 69.46 | 27.38 |
| (b) Loans to related parties | 422.74 | - |
| (c) Employee loans | - | - |
| (d) Fixed Deposits | 25.99 | 18.48 |
| **Total** | **518.19** | **45.86** |
| ii. Loans Receivables shall be sub-classified as:— | | |
| a. Loans Receivables considered good - Secured | 25.99 | 18.48 |
| b. Loans Receivables considered good - Unsecured | 492.20 | 27.38 |
| c. Loans Receivables which have significant increase in Credit Risk | - | - |
| d. Loans Receivables - credit impaired | - | - |
| iii. Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. | - | - |
| iv. Loans due by directors or other officers of the company or any ofthem either severally or jointly with any other persons or amounts due by firms or private companies | - | - |
| **Total Non-Current Loans & Advances (A)** | **518.19** | **45.86** |

**5B) Short Terms**

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| (a) Security Deposits | - | 52.73 |
| (b) Loans to related parties | - | - |
| (c) Employee loans | - | - |
| (d) Fixed Deposits | - | - |
| **Total** | **-** | **52.73** |
| ii. Loans Receivables shall be sub-classified as:— | | |
| a. Loans Receivables considered good - Secured | - | - |
| b. Loans Receivables considered good - Unsecured | - | - |
| c. Loans Receivables which have significant increase in Credit Risk | - | - |
| d. Loans Receivables - credit impaired | - | - |
| iii. Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately. | - | - |
| iv. Loans due by directors or other officers of the company or any ofthem either severally or jointly with any other persons or amounts due by firms or private companies | - | - |
| **Total Current Loans & Advances (B)** | **-** | **52.73** |
| **Grand Total (A+B)** | **518.19** | **98.59** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 6 : Deferred Tax

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Deferred tax assets | 97.84 | 48.00 |
| Add:During the year | 70.04 | 49.84 |
| **Total** | **167.88** | **97.84** |

## Notes 7 : Other Financial Assets (Non-Current)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Vat Appeal Fees ( FY 2010-2011) | 0.19 | 0.19 |
| **Total** | **0.19** | **0.19** |

## Notes 8 : Inventories

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| i. **Inventories shall be classified as** | | |
| a. Raw materials | 1,963.91 | 603.41 |
| b. Work-in-progress | 14.87 | 15.31 |
| c. Finished goods | - | - |
| d. Stock-in-trade (in respect of goods acquired for trading) | - | 17.17 |
| e. Stores and spares | - | - |
| f. Loose tools and | - | - |
| g. Others (specify nature). | - | - |
| ii. Goods-in-transit shall be disclosed under the relevant sub-head of inventories. | - | - |
| **Total** | **1,978.78** | **635.90** |

## Notes 9 : Trade Receivables

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a) Trade Receivables considered good – Secured; | | |
| (b) Trade Receivables considered good – Unsecured; | 3,043.88 | 1,797.30 |
| (c) Trade Receivables which have significant increase in Credit Risk; and | - | - |
| (d)Trade Receivables – credit impaired. | - | - |
| **Total** | **3,043.88** | **1,797.30** |

## Note : Trade Receivables ageing schedule

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Trade Receivables ageing schedule- March' 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 Years | Total |
| **(i) Undisputed Trade receivables – considered good** | 2,290.17 | 145.52 | 273.53 | 92.16 | 242.51 | **3,043.88** |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | | - | - | - | - | - |
| **Grand total** | **2,290.17** | **145.52** | **273.53** | **92.16** | **242.51** | **3,043.88** |

Note : Trade Receivables ageing schedule

## Trade Receivables ageing schedule- March' 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 Years | Total |
| (i) Undisputed Trade receivables – considered good | 1,488.95 | 115.52 | 92.09 | 52.46 | 48.28 | 1,797.30 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| **Grand total** | **1,488.95** | **115.52** | **92.09** | **52.46** | **48.28** | **1,797.30** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 10 : Cash & cash Equivalents

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Bank Accounts | 24.61 | 21.21 |
| Cash in hand | 51.26 | 23.29 |
| | **75.87** | **44.50** |

## Notes 11 : Other Financial Assets (Current)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Interest Accrued | - | - |
| Security Deposit | - | - |
| Prepaid Insurance | 4.33 | - |
| **Total** | **4.33** | **-** |

## Notes 12 : Current Tax Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| GST (TDS) Receivable | 0.16 | 0.21 |
| TDS Receivable | 375.53 | 87.15 |
| Income Tax Refund ( A.Y. 15-16) | 0.74 | 0.78 |
| Receivable From NBFC (TDS) | 17.19 | 11.85 |
| TCS Receivable | 2.77 | 1.25 |
| GST Receivable | 218.22 | - |
| **Total** | **614.61** | **101.24** |

## Notes 13 : Other Current Assets

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Advance against Salary | 11.68 | 11.72 |
| Dividend Receivable | 0.15 | 0.04 |
| Prepaid Expenses | 439.10 | 509.62 |
| Prepaid Insurance | 3.34 | 1.56 |
| Advance to Suppliers | 1,830.86 | 525.42 |
| Others | 29.47 | 1.00 |
| **Total** | **2,314.61** | **1,049.35** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 14 : Equity Share Capital

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Authorized Share capital** | | |
| 5,00,00,000 Equity Shares (Previous Year's 1,50,00,000) of ₹ 10/- Par Value | 5,000.00 | 1,500.00 |
| | **5,000.00** | **1,500.00** |
| **Issued, Subscribed & Paid up** | | - |
| 5,02,320 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 50.23 | 50.23 |
| 25,11,600 Bonus Shares issued from Reserve & Surplus in 1:5 ratio of 5,02,320 shares | 251.16 | 251.16 |
| 12,00,000 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 120.00 | 120.00 |
| 12,00,000 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value | 120.00 | 120.00 |
| 54,13,920 Bonus Shares issued from Reserve & Surplus in 1:1 ratio of 54,13,920 shares 5,41,39,200 | 541.39 | 541.39 |
| 1,08,27,840 Bonus Shares issued from Reserve & Surplus in 2:1 ratio. | 2,165.57 | - |
| Total | **3,248.35** | **1,082.78** |

**(i) Renconciliation of number of shares outstanding at beginning and end of the year**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| No. of Shares outstanding at the beginning of the year | 1,08,27,840 | 1,08,27,840 |
| Add: Equity shares issued | 2,16,55,680 | - |
| Less: Buyback of Shares / Shares Forfieted during the year | - | - |
| **No Shares outstanding at the end of the year (in thousands)** | **3,24,83,520** | **1,08,27,840** |

**(ii) Terms and rights attached to equity shares**

a) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year 2023-24 ,dividend is declared by Board of Directors is Rs.21,65,568/, (2022-23 Rs. 16,24,176/-)

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**(iii) Details of shareholders holding more than 5% in the company**

| Particulars | As at 31st March 2025 | | As at 31st March 2024 | |
|---|---|---|---|---|
| | No. of shares | % holding | No. of shares | % holding |
| Dinesh Muddu Kotian | 18,129,120.00 | 55.81% | 6,043,018.00 | 55.81% |
| Santa Ghosh | - | 0.00% | 680,544.00 | 6.29% |
| Hema | 2,056,727.00 | 6.33% | - | 0.00% |

**(iv) Share held by the promoters at the end of the year**

| Name of the Promoter | As at 31st March, 2025 | | | As at 31st March 2024 | | |
|---|---|---|---|---|---|---|
| | Number of shares | % Holding | % Change | Number of shares | % Holding | % Change |
| Dinesh Muddu Kotian | 18,129,120.00 | 55.81% | - | 6,043,018.00 | 55.81% | - |
| Santhosh Muddu Kotian | 180,000.00 | 0.55% | - | 59,533.00 | 0.55% | - |

(v) There is no Equity Share reserved for issue under options and contracts/commitments for the sales of share.

(vi) There are no calls unpaid on any equity shares.

(vii) There are no forfeited shares.

**Notes 15 : Other Equity**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **A) Securities Premium** | | |
| **Opening Balance** | 908.43 | 908.43 |
| Add:Premuim Received during the year | - | - |
| Less:Write off of expenses related to issue of Shares | - | - |
| Less: Bonus Share issued | 908.43 | - |
| **Closing Balance** | **-** | **908.43** |
| | | |
| **B) General Reserve** | | |
| **Opening Balance** | 131.96 | 81.56 |
| Add: Transferred From Surplus in Statement Of Profit And Loss | 65.49 | 50.40 |
| Less: Finance Cost adjustment on leases as per IND AS 116 | - | - |
| Less: Bonus Share Issued | 53.03 | |
| Less: dividend | - | - |
| **Closing Balance** | **144.42** | **131.96** |
| | | |
| **C) Surplus in Statement of Profit and Loss** | | |
| Balance brought forward from previous year | 1,225.75 | 788.45 |
| Add: Transferred From Surplus in Statement Of Profit And Loss | 672.03 | 503.95 |
| Less : General Reserve | (65.49) | (50.40) |
| Less:Dividend | (21.66) | (16.24) |
| Tax on Dividend | - | - |
| Add:Provision for Tax (A.Y.2013-14) | - | - |
| Less : Bonus Share Issued | (1,204.10) | - |
| **Closing Balance** | **606.54** | **1,225.75** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| | | |
|---|---|---|
| **D) Fair Value Reserve OCI** | | |
| Opening Balance | 3.01 | (0.84) |
| Add/(Less): Changes due to Fair value of Investment | (0.35) | 3.85 |
| **Closing Balance** | **2.67** | **3.01** |
| **E) OCI Changes in DBO** | | |
| Opening Balance | 3.86 | 1.11 |
| Add/(Less): Changes due to provision for Gratuity | 0.26 | 2.75 |
| **Closing Balance** | **4.12** | **3.86** |
| **Total (D+E)** | **6.79** | **6.88** |
| **F) Reserves & Surplus- For Transition** | | |
| Opening Balance | (1.22) | (1.22) |
| Add: Adjustments | - | - |
| **Closing Balance** | **(1.22)** | **(1.22)** |
| **Total ( A+B+C+D+E+F)** | **756.52** | **2,271.80** |

## Notes 16 : Non Current Borrowings

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Term Loans** | | |
| **Secured:** | | |
| i) From Banks | 332.43 | 95.62 |
| **Unsecured Term Loans** | | |
| i) From banks | 376.23 | 459.97 |
| ii) From other parties | - | - |
| **Total** | **708.67** | **555.59** |

## Notes 17 : Lease Liability

| Name of the Promoter | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Lease Liability | 182.19 | 233.19 |
| **Total** | **182.19** | **233.19** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 18 : Current Borrowings

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Secured Term Loans** | | |
| i. From Banks | 35.07 | 44.17 |
| **Loans repayble on demand** | | |
| i. From Banks | 958.33 | 654.74 |
| **Unsecured Term Loans** | | |
| i. From Banks | 339.33 | 291.69 |
| **Total** | **1,332.72** | **990.59** |

## Note 19 : Trade Payable

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a) Total Outstanding dues of micro enterprises and small enterprises | - | - |
| (b) Total Outstanding dues of creditors other than micro and small enterprises | 1,805.52 | 604.93 |
| **Total** | **1,805.52** | **604.93** |

## Trade Payable Ageing Schedule

### i) As at March 31, 2025

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 1,424.86 | 208.20 | 72.40 | 100.06 | 1,803.52 |
| (iii) Disputed Dues - MSME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| **Total** | **1,422.86** | **208.20** | **72.40** | **100.06** | **1,803.52** |

### ii) As at March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (II) Others | 491.28 | 27.08 | 78.02 | 8.55 | 604.93 |
| (iii) Disputed Dues - MSME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| **Total** | **491.28** | **27.08** | **78.02** | **8.55** | **604.93** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Notes 20 : Other Current Liabilities

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Salary Payable | 27.93 | 34.07 |
| Defined benefit Obligation | 20.03 | 15.33 |
| Rent Deposit | 4.75 | 4.75 |
| Advance from Debtors | 37.42 | 17.20 |
| Other Deposit Received | 9.98 | - |
| **Total** | **100.10** | **71.35** |

## Note 21: Current Provisions

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Audit Fees Payable | 3.50 | 3.38 |
| Dividend Payable | 0.28 | 0.08 |
| Employee bebefit | - | - |
| Provision for Income Tax | 245.57 | 185.00 |
| Provision for other expenses | 4.61 | 1.77 |
| **Total** | **253.96** | **190.23** |

## Note 22: Current Tax liabilities

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| GST Payable | 6.70 | (50.22) |
| TDS Payable | 80.40 | 50.71 |
| PF Employee Contribution | 2.18 | 2.32 |
| Profession Tax ( Staff ) | 0.16 | 0.16 |
| ESIC Employee Contribution | 0.42 | 1.35 |
| **Total** | **89.85** | **4.32** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 23: Revenue from operations

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **a) Sale of Services** | 543.58 | 365.38 |
| Courier Charges & Transportation Charges Received | 5,637.72 | 1,138.77 |
| Printing Charges Received | 841.77 | 2,298.65 |
| Record Management charges & Scanning charges | 250.97 | 162.64 |
| Newspaper Agency Sales | 112.86 | 60.77 |
| Stamp & Frank Sales | 143.60 | 123.16 |
| Manpower Supply | 4.73 | - |
| Cab Services | 397.40 | - |
| Hire Charges of Vehicle | - | - |
| b) Sale of Goods | | |
| Trading | 276.20 | 1,554.73 |
| **Total** | **8,208.82** | **5,704.10** |

## Note 24: Other Income

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Interest Income from:** | | |
| FD Interest | 1.15 | 0.67 |
| Interest on Deposit | 4.21 | 3.27 |
| Dividend Income | 0.19 | - |
| Other non-operating income | | - |
| Discount Received | - | 0.06 |
| Other | 7.92 | - |
| Rent Income | 16.92 | 16.92 |
| House Property Rental Income | 2.55 | - |
| Profit on Sale of Car | 0.30 | - |
| Sundry Balance Written back | 5.72 | - |
| **Total** | **38.96** | **20.92** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 25: Cost of Material Consumed

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Purchases | 4,281.64 | 1,737.76 |
| Add: Direct Expense | 1,891.33 | 731.08 |
| **Total** | **6,172.97** | **2,468.84** |

## Note 25(a): Purchases of Stock In trade

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Purchases:- | | |
| Purchases of Goods | 69.58 | 250.34 |
| **Total** | **69.58** | **250.34** |

## Note 25(b) : Change in Inventories of stock in trade

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Opening inventory** | | |
| Stock in Trade | 620.59 | 1,292.88 |
| WIP Stock | 15.31 | 38.00 |
| | 635.90 | 1,330.88 |
| **Closing Inventory** | | |
| Stock in Trade | 1,963.91 | 620.59 |
| WIP | 14.87 | 15.31 |
| | **1,978.78** | **635.90** |
| Increase/Decrease | | |
| **Stock in Trade** | **(1,342.87)** | **( 694.97)** |

## Note 26: Employee benefits expense

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Salaries, Wages & Bonus | 350.92 | 289.49 |
| PF Employer Contribution & Admin Charges on PF | 13.29 | 14.76 |
| ESIC Employer Contribution | 4.29 | 4.44 |
| Professional Tax- Employer | 0.03 | - |
| Current Service Cost | 3.91 | 4.03 |
| Interest Cost ( Employee Benefit ) | 1.05 | 0.93 |
| Staff Welfare Expenses | 23.48 | 24.44 |
| **Total** | **396.96** | **338.10** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 27: Finance Cost

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Interest Expenses** | | |
| Interest on OD | 92.76 | 66.98 |
| Interest on Term Loan | 145.39 | 114.31 |
| **Financial & Bank Charges** | - | |
| Bank Charges | 1.36 | 0.56 |
| Processing Charges & Prepayment Charges | 3.19 | 19.42 |
| Stamp Duty Charges | 0.96 | 0.53 |
| **Finance Cost for Leases** | 30.60 | 42.40 |
| **Total** | **274.26** | **244.20** |

## Note 28: Depreciation and Amortization Expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Depreciation Tangible Assets | 586.76 | 428.63 |
| Amortization Intangible Assets | - | - |
| ROU Assets (Amortisation) | 86.08 | 82.54 |
| Goodwill W/O | - | 20.61 |
| **Total** | **672.83** | **531.78** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 29: Other Expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Advertisement | 341.47 | 54.63 |
| Audit Fees | 3.99 | 3.00 |
| Business Promotion | 74.89 | 120.91 |
| Commission | 60.77 | 0.38 |
| Consultancy Fees | 22.41 | 10.11 |
| Conveyance Expenses | 3.85 | 5.43 |
| Vehicle Expenses | 34.66 | 10.70 |
| Discount | 0.02 | 0.03 |
| Electricity Charges | 20.78 | 18.15 |
| ROC Charges | 2.13 | 2.66 |
| Insurance Charges | 13.71 | 8.44 |
| Interest & penalty | 2.70 | 0.90 |
| Legal & Professional Fees | 22.82 | 10.04 |
| Miscellaneous Expenses w/off | 4.43 | - |
| Office Expenses | 54.09 | 86.14 |
| Office Rent | 11.41 | 21.15 |
| Printing & Stationery | 5.35 | 9.67 |
| Repairs & maintance | 46.10 | 118.42 |
| Security Charges | 2.88 | 2.88 |
| Support Services | 197.78 | 31.74 |
| Telephone Expenses | 3.11 | 2.49 |
| Tender Fees | 0.45 | 1.46 |
| Travelling Expenses | 121.67 | 18.85 |
| Toll Expenses | 2.14 | 0.24 |
| Renewal Charges | 3.64 | - |
| Sundry Balance Written off | 0.59 | 18.61 |
| Loading & Unloading charges | 0.16 | 1.17 |
| CSR Expenses | 11.31 | - |
| Listing Fees | 13.46 | 5.85 |
| Statutory Payments | 5.30 | - |
| Loss on Sale of Car | 0.27 | - |
| Others | 87.71 | 1.53 |
| Donation | 0.22 | 0.50 |
| **Total** | **1,176.26** | **566.07** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 29(a): Details of payment to auditors

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Fees for assisting in preparation of GST Annual Return and reconciliation | - | - |
| Audit fees- Statutoty Audit Fees | 3.74 | 3.00 |
| **Total** | 3.74 | **3.00** |

## Note 30: Earning Per Share (EPS)

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Net Profit/(Loss) for calculation of basic EPS (A) | 672.03 | 510.56 |
| Net Profit/(Loss) for calculation of diluted EPS (B) | 672.03 | 510.56 |
| Weighted average number of Equity Shares for Basic EPS (C') | 324.84 | 108.28 |
| Weighted Average number of Equity shares for Diluted EPS (D) | 252.65 | 108.28 |
| Basic EPS (A)/(C) ( In Rs.) | 2.07 | 4.72 |
| Diluted EPS (B)/(D) (In Rs.) | 2.66 | 4.72 |

## Note 31: Contingent Liabilities

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Contingent Liabilities not provided for in respect of : | | |
| Guarantees, Undertakings & Letter of Credit Bank Guarantees issued by the Company's Bankers on behalf of the Company. | - | - |

## Note 33: Corporate Social Responsibility

| Particular | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| a. Amount Required To Be Spent By The Company During The Year | 10.07 | - |
| b. Amount Of Expenditure Incurred | 11.31 | - |
| c. Shortfall At The End Of The Year | - | - |
| d.Total Of Previous Years Shortfall | - | - |
| e. Nature Of CSR Activities - Computer Donated to Schools | - | - |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## Note 34: Employee benefits

**a) Description of the type of the plan**

**Defined Benefit Plan - Gratuity**

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

Post-Employment Benefits plan defined in a(ii) and a(iii) above typically expose the Company to actuarial risks such as: Salary increase, Discount rate, Morality and Disability and withdrawals

a) Salary Increases :– Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Discount Rate :– Reduction in discount rate in subsequent valuations can increase the plan's liability.

c) Mortality & disability :– Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

d) Withdrawals :– Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

**b) The following tables set out the status of the gratuity plan, unavailed leave and amounts recognized in the Company's financial statements.**

| i) | Change in benefit obligations | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Present value of obligation as at beginning of the year | 15.33 | 13.12 |
| | Interest Cost | 1.05 | 0.93 |
| | Current Service Cost | 3.91 | 4.03 |
| | Due to change in financial Assumptions | 0.75 | - |
| | Due to experience adjustments | (1.00) | - |
| | Benefits paid | - | - |
| | Actuarial (Gain)/Loss on obligation | - | (2.75) |
| | **Present value of obligation as at the end of the year** | **20.03** | **15.33** |
| ii) | Fair Value of Plan Assets | - | - |
| iii) | Net Assets/(Liability) (ii-i) | **(20.03)** | **( 15.33)** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| iv | Amount recognised in Statement of Profit and Loss | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Service cost | 3.91 | 4.03 |
| | Net Interest cost | 1.05 | 0.93 |
| | Actuarial (gain) /loss for the year | - | - |
| | **Expense recognized in the Income Statement** | **4.96** | **4.96** |

| v | Amount recognised in Other Comprehensive Income (OCI) | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Actuarial (Gain)/Loss for the year on Projected Benefit Obligation | (0.26) | (2.75) |

| vi | Principal Actuarial Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | i) Discount rate (p.a.) | 3.91 | 4.03 |
| | ii) Future salary increase (p.a.) | 1.05 | 0.93 |

| vii) | Demographic Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | i) Retirement age | 60 Yrs | 60Yrs |
| | **ii) Mortality rates inclusive of provision for disability** | | |
| | 25 & Below | 15.00% | 15.00% |
| | 25 to 35 | 12.00% | 12.00% |
| | 35 to 45 | 9.00% | 9.00% |
| | 45 to 55 | 6.00% | 6.00% |
| | 55 & Above | 3.00% | 3.00% |
| | **iii) Withdrawal Rate** | | |
| | 20 | 0.09% | 0.09% |
| | 30 | 0.10% | 0.10% |
| | 40 | 0.17% | 0.17% |
| | 50 | 0.44% | 0.44% |
| | 60 | 1.12% | 1.12% |

| viii | Expected contributions for the next annual reporting period | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| | Expected expense for the next annual reporting period | 2.11 | 1.55 |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## ix) Sensitivity analysis of the defined benefit obligation

| Particulars | As at 31st March 2025 | |
|---|---|---|
| | Amount | (% change ) |
| **IMPACT OF THE CHANGE IN DISCOUNT RATE** | | |
| Impact due to increase of 0.5% | 19.28 | (3.72%) |
| Impact due to decrease of 0.5% | 20.83 | 3.98% |
| **IMPACT OF THE CHANGE IN SALARY GROWTH** | | |
| Impact due to increase of 0.5% | 20.84 | 4.02% |
| Impact due to decrease of 0.5% | 19.27 | (3.80%) |
| **IMPACT OF THE CHANGE IN WITHDRAWAL RATE** | | |
| Impact due to increase of 110% | 20.05 | 0.12% |
| Impact due to decrease of 90% | 19.99 | (0.19%) |

Sensitivities as to rate of inflation, rate of increase of pensions in payment & life expectancy are not applicable being a lump sum benefit on retirement.

## x) Maturity Profile of Defined Benefit Obligation

| | As at 31st March 2025 | |
|---|---|---|
| | Cash Flow | Distribution (%) |
| 01 APR 2022 TO 31 MAR 2023 | 2.11 | 5.60% |
| 01 Apr 2023 to 31 Mar 2024 | 1.40 | 3.70% |
| 01 Apr 2024 to 31 Mar 2025 | 1.51 | 4.00% |
| 01 APR 2025 TO 31 MAR 2026 | 1.58 | 4.20% |
| 01 Apr 2026 to 31 Mar 2027 | 1.85 | 5.00% |
| 01 Apr 2027 Onwards | 10.78 | 28.80% |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Maturity Profile of Defined Benefit Obligation | As at 31st March 2025 | |
|---|---|---|
| | Cash Flow | Distribution (%) |
| 01 Apr 2021 to 31 Mar 2022 | 1.55 | 5.10% |
| 01 Apr 2022 to 31 Mar 2023 | 1.31 | 4.30% |
| 01 Apr 2023 to 31 Mar 2024 | 1.10 | 3.60% |
| 01 Apr 2024 to 31 Mar 2025 | 1.17 | 3.90% |
| 01 Apr 2025 to 31 Mar 2026 | 1.25 | 4.10% |
| 01 Apr 2026 Onwards | 8.30 | 27.40% |

| xi) Acturial Assumptions | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Attrition Rate | | |
| Retirement age (Years) | 60 | 60 |
| Discount Rate (per annum) | 6.70% | 7.20% |
| Salary Escalation Rate (per annum) | 5% | 5% |

| xii) Maturity Profile | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|---|---|---|
| Average expected future working life (years) | 8.31 | 8.46 |
| Expected future cashflows | | |
| Year 1 | 2.11 | 1.55 |
| Year 2 | 1.40 | 1.31 |
| Year 3 | 1.51 | 1.10 |
| Year 4 | 1.58 | 1.17 |
| Year 5 | 1.86 | 1.25 |
| Year 6 to year 10 | 10.78 | 8.30 |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

### xiii) Sensitivity analysis of the defined benefit obligation

| Particulars | 1% Increase | | 1% Decrease | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Impact of the change in Discount Rate | 19.28 | 14.76 | 20.83 | 15.94 |
| Impact of the change in Salary Growth | 20.84 | 15.95 | 19.27 | 14.74 |
| Impact of the change in Attrition Rate | 20.05 | 15.36 | 19.99 | 15.28 |

### Note 35: Related Party Disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships :

### (a) List of related parties and nature of relationship where control exists:

**Key Managerial Personnel**

| Name of Related Parties | Description of |
|---|---|
| D.J. Corporation | Directors stake 100% |
| Dynamic Superways & Exports Ltd. | Common Directors |
| Jayeshree Poojari | Mr.Dinesh Kotian, Director's sister |
| Dinesh Muddu Kotian | Managing Director |
| Deepak Pandurang Bhojane | Whole Time Director |
| Deepak Dattaram Salvi | Whole Time Director |
| Dhanraj Kunder | Chief Financial officer |
| Khushboo Mahesh Lalji | Company Secretary and compliance Officer |
| Santosh Muddu Kotian | Promoter |
| Dwarka Prasad Gattani | Non executive director |
| Devadas Alva | Non executive director |
| Purushottam Mahadeo dalvi | Independent director |
| Navinchandra Rama Sanil | Independent director |
| Deeksha Devadiga | Independent director |
| Ashalatha V Poojary | Working Partner at Sai Links |
| Yash Surendra Poojari | Working Partner at Sai Links |
| Divya S Poojary | Working Partner at Sai Links |
| Mohan Kotian | Relative of Partner |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## (b) Transactions with the related parties for the year ended 31st March 2025

**Amount In Rs.**

| Sr. No. | Nature of Transactions | Name of related party | March 31, 2025 | March 31, 2025 |
|---|---|---|---|---|
| 1 | Sales | D.J. Corporation | 7.08 | 117.31 |
| | Purchase | | 58.80 | 20.65 |
| 2 | Purchase | Dynamic Superways & Exports Ltd. | - | - |
| 3 | Remuneration | Dinesh Muddu Kotian | 19.34 | 14.85 |
| | Dividend | | 9.06 | 9.06 |
| 4 | Remuneration | Deepak Dattaram Salvi | 17.69 | 14.23 |
| | Dividend | | 0.01 | 0.01 |
| 5 | Remuneration | Deepak Pandurang Bhojane | 17.69 | 14.23 |
| | Dividend | | 0.01 | 0.01 |
| 6 | Dividend | Devadas Alva | 0.01 | 0.01 |
| 7 | Remuneration | Dhanraj Kunder | 11.66 | 7.44 |
| 8 | Remuneration | Khushboo Mahesh Lalji | 10.98 | 9.00 |
| 9 | Dividend | Santosh Muddu Kotian | 0.09 | 0.09 |
| 10 | Remuneration | Jayeshree Poojari | 1.02 | 1.02 |
| 11 | Share of Profit | Ashalatha V Poojary | 51.63 | - |
| | Goodwill | | 123.84 | - |
| | Loan Given | | 128.16 | - |
| | Loan Return/Repaid | | (143.58) | |
| 12 | Share of Profit | Yash Surendra Poojari | 55.98 | - |
| | Goodwill | | 280.71 | - |
| | Loan Given | | 0.37 | |
| 13 | Loan Given | Divya Poojari | 416.03 | - |
| | Loan Return/Repaid | | 152.45 | - |
| 14 | Loan Given | Mohan Kotian | 3.00 | - |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

## (c) Outstanding balances as at the year ended

**Amount In Rs.**

| Sr. No. | Nature of Transactions | Name of related party | March 31, 2025 | March 31, 2025 |
|---|---|---|---|---|
| 1 | Receivable | D.J. Corporation | - | 111.32 |
| | Payable | | 108.74 | - |
| 2 | Purchase | Dynamic Superways & Exports Ltd. | - | - |
| 3 | Remuneration | Dinesh Muddu Kotian | 2.49 | 3.20 |
| 4 | Remuneration | Deepak Dattaram Salvi | 2.66 | 3.86 |
| 5 | Remuneration | Deepak Pandurang Bhojane | 2.60 | 6.22 |
| 6 | Remuneration | Jayeshree Poojari | 0.08 | 0.24 |
| 7 | Remuneration | Dhanraj Kunder | 0.98 | - |
| 8 | Remuneration | Khushboo Mahesh Lalji | 0.85 | 0.71 |
| 9 | Capital | Ashalatha V Poojary | 187.54 | - |
| | Loan | | - | |
| 10 | Capital | Yash Surendra Poojari | 359.49 | - |
| 11 | Loan | Yash Surendra Poojari | 4.69 | - |
| 12 | Loan | Mohan Kotian | 3.00 | - |

## Note 36: Financial Instruments

**Fair value measurements**

**Following table shows the carrying amounts and fair values of financial assets and financial liabilities:**

| | As at 31st March 2025 | | | As at 31st March 2024 | | |
|---|---|---|---|---|---|---|
| | Amortised Cost | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI |
| **Financial Assets** | | | | | | |
| Investment | - | - | 9.44 | - | - | 10.04 |
| Trade Receivables | 3,043.88 | - | - | 1,797.30 | - | - |
| Cash & Cash Equivalents | 75.87 | - | - | 44.50 | - | - |
| Loans & Advances | 89.57 | - | - | 98.59 | - | - |
| Others | - | - | - | - | - | - |
| | **3,209.32** | **-** | **9.44** | **1,940.39** | **-** | **10.04** |
| **Current** | **3,119.75** | **-** | **-** | **1,849.53** | **-** | **-** |
| **Non-Current** | **89.57** | **-** | **-** | **45.86** | **-** | **-** |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| | | | | | | |
|---|---|---|---|---|---|---|
| **Financial Liabilities** | | | | | | |
| Borrowings | 2,041.39 | - | - | 1,546.18 | - | - |
| Trade Payables | 1,805.52 | - | - | 604.93 | - | - |
| Other Financial Liabilities | - | - | - | - | - | - |
| | **3,846.90** | **-** | **-** | **2,151.11** | **-** | **-** |
| **Current** | **2,757.58** | **-** | **-** | **1,595.42** | **-** | **955.40** |
| **Non-Current** | **1,089.33** | **-** | **-** | **555.59** | **-** | **433.92** |

**Investment in Subsidiary**

The Company has opted to measure its investment in subsidiaries at Cost in line with the requirements of Ind AS 109 – Financial Instruments. During the financial year 2024–25, the Company has made an investment in its subsidiary, with the fair value of the investment as at 31st March 2025 being ₹ 770.56 lakhs.

This investment is classified under Non-Current Financial Assets – Investments in the standalone balance sheet and measured at cost

## Note 37: Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole group as two segment i.e. "Printing & Record Management and Services etc". Thus, as defined in Ind AS 108 'Operating Segments', the Company's entire business falls under this two operational segment and hence the necessary information has already been disclosed in the balance sheet and the statement of profit and loss.

## Note 38: Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, security deposits, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivable, security deposit, cash and cash equivalents, etc. that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

**a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

**(i) Foreign Currency Risk**

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against

**(ii) Equity Price Risk**

The Company's does not have investment in shares hence the company is not exposed to such risk.

**Exposure:**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Equity shares (FVTOCI) | 9,69,554.35 | 10,04,330.35 |
| **Total Exposure** | **9,69,554.35** | **10,04,330.35** |

| Particulars | Impact on OCI (FVTOCI) | Impact on OCI (FVTOCI) |
|---|---|---|
| 10% | 4,13,332.00 | 5,36,134.87 |
| -10% | (4,48,108.00) | (1,50,814.00) |

**(b) Credit Risk**

**Reconciliation of the expected loss provision (allowance for bad and doubtful receivables) made by the Company are as**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Opening balance of provision** | - | - |
| Add : Additional provision made | - | - |
| Less : Provision written off (net off bad-debts) | - | - |
| **Closing balance of provision** | - | - |

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations Credit risk arises mainly from loans, trade receivables and financial assets. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. None of the trade receivables are credit impaired as on reporting date.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the expected credit loss for trade receivables is not significant.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2025:

| | Carrying Amount | 0-1year | 1-5years | >5 years | Total |
|---|---|---|---|---|---|
| Borrowings | 2,041.39 | 1,332.72 | 708.67 | - | 2,041.39 |
| Trade Payable | 1,805.52 | 1,805.52 | - | - | 1,805.52 |
| Other Financial Liabilities | - | - | - | - | - |
| **Total** | **3,846.90** | **3,138.24** | **708.67** | **-** | **3,846.90** |

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2024:

| | Carrying Amount | 0-1 year | 1-5 years | >5 years | Total |
|---|---|---|---|---|---|
| Borrowings | 1,546.18 | 990.59 | 555.59 | - | 1,546.18 |
| Trade Payable | 604.93 | 604.93 | - | - | 604.93 |
| Other Financial Liabilities | - | - | - | - | - |
| **Total** | **2,151.11** | **1,595.52** | **555.59** | **-** | **2,151.11** |

## Note 39: Capital management

The company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Management considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

The company policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Adjusted net debt (total borrowings net of cash and cash equivalents, bank deposits and financial liability portion of preference shares and equity shares divided by Adjusted 'equity' (as shown in the balance sheet) added by financial liability portion of preference shares and equity shares.

**Company's Gearing Ratio**

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Total Borrowings | 2,041.39 | 1,546.18 |
| Less: Cash & Cash equivalents | 75.87 | 44.50 |
| Net Debt | 1,965.52 | 1,501.68 |
| Total Equity | 6,908.56 | 3,354.58 |
| **Gearing Ratio** | **0.28** | **0.45** |
| | | |
| Equity Share Capital | 3,248.35 | 1,082.78 |
| Other Equity | 3,660.21 | 2,271.80 |
| **Total Equity** | **6,908.56** | **3,354.58** |

**Note 40: - Ratio Analysis**

| Sr. No. | Ratios | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % of Variance | Reason for variance (For variance in excess of 25%) |
|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Total Current Assets | Total Current Liabilities | 2.24 | 1.95 | 15% | NA |
| 2 | Debt Equity Ratio ( no of times) | Borrowings (Current ( including current maturities of long term borrowings) + Non-current) | Equity share capital + Reserves and Surplus included under Other Equity | 0.51 | 0.46 | 11% | NA |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Sr. No. | Ratios | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % of Variance | Reason for variance (For variance in excess of 25%) |
|---|---|---|---|---|---|---|---|
| 3 | Debt Service coverage ratio ( no of times) | "Profit before tax + Depreciation and amortisation expenses + other non cash items as included in the statement of cash flows" | "Interest on Borrowings + Repayment of noncurrent Borrowings during the current period/year" | 1.28 | 2.10 | -39% | Due to consolidation the loan obligation has been increased and the operating has been changed slightly. Hence there is reduction in debt service coverage ratio. |
| 4 | Return on Equity Ratio | Net Profits after taxes | Average Shareholder's Equity | 0.13 | 0.26 | -51% | Due to consolidation the equity share capital has been increased, hence the return to equity has gone down as compare to previous year. |
| 5 | Inventory Turnover Ratio | Sales/ Revenue from operations | Average Inventory | 6.28 | 7.41 | -15% | NA |
| 6 | Trade Receivables turnover ratio | Sales/ Revenue from operations | Average trade receivables | 3.39 | 4.25 | -20% | NA |
| 7 | Trade payables turnover ratio | Net Purchases | Average Trade Payables | 3.61 | 4.61 | -22% | NA |

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

| Sr. No. | Ratios | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % of Variance | Reason for variance (For variance in excess of 25%) |
|---|---|---|---|---|---|---|---|
| 8 | Net capital turnover ratio | Sales/ Revenue from operations | Average Working Capital (CA-CL) | 2.64 | 5.27 | -50% | Due to consolidation there is rise in working capital as compare to previous year. |
| 9 | Net profit ratio | Net Profits after taxes | Net Sales & Service income from operations | 0.08 | 0.09 | -7% | NA |
| 10 | Return on Capital employed | Earnings before interest and tax | "Tangible Net worth + Borrowings (Current and Non current) + Deferred Tax Liability" | 0.12 | 0.18 | -31% | Increase in share capital lead to slight decrease in return on capital employed |
| 11 | Return on investment | Net Profits before tax | Average Total Assets | 0.10 | 0.11 | -13% | NA |

## Note 41: Additional Regulatory Information

***a) Title deeds of Immovable Property***

Not applicable as there are no immovable properties which are not held in the name of company.

***b) Details of Benami Property and its proceedings***

Not applicable as there are no proceedings which have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

***c) Wilful Defaulter***

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

***d) Compliance with number of layers of companies***

Not Applicable as the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

***e) Compliance with approved Scheme(s) of Arrangements***

Not Applicable as the Company no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

# Notes to the Consolidated Financial Statement *March 31, 2025*

(All amount in Rupees lakhs, unless otherwise stated)

***f) Details of Crypto Currency or Virtual Currency***

Not Applicable as the Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**g)** The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

***h) Relationship with Struck off Companies***

The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Company and the same is relied upon by the auditors.

***i) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:***

**a.** directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

**b.** provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

***j) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:***

**a.** directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

**b.** provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

***k) Valuation of property, plant and equipment, intangible asset and investment property***

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

***l) Registration of charges or satisfaction with Registrar of Companies***

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**m)** The company has not given any loan/advance to any key management personnel or its relatives.

## Note 42: Previous year's figures

The company has regrouped previous year figures to confirm to this year's classification wherever required.

For and on behalf of the Board
DJ MEDIAPRINT & LOGISTICS LTD.

**ADV & Associates**
Chartered Accountants
FRN: 128045W

**Prakash Mandhaniya**
Partner
Membership No. 421679

**Place:** Mumbai
**Dated:** 29.05.2025
**UDIN:** 25421679BMTFBT7721

**Dinesh M. Kotian**
(Managing Director)
DIN: 01919855

**Khushboo M. Lalji**
(Company Secretary)
A53405

**Deepak P. Bhojane**
(Whole Time Director)
DIN: 02585388

**Dhanraj D. Kunder**
(Chief Financial Officer)
608857

# Notes

# Notes



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**CORPORATE OFFICE**
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