

CJ Darcl Logistics Limited

Regd. Office: - Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

Email- cs@cjdarcl.com, Website- www.cjdarcl.com

Phone No. – 9015202121,25-26, Fax- 91 124 4034162

CIN- U60222HR1986PLC068818

NOTICE TO THE MEMBERS

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Shareholders of **CJ Darcl Logistics Limited** will be held on Monday, the 17th day of September, 2018 at 10:00 A.M. at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 (6th Floor Conference Room) to transact the following businesses through Poll:-

(A) Ordinary business:

1. To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31st 2018 including Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.
2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st 2018 including Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report.
3. To appoint a Director in place of Mr. Krishan Kumar Agarwal (DIN 00151179), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Roshan Lal Agarwal (DIN 00151657), who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Narender Kumar Agarwal (DIN 00052456), who retires by rotation and being eligible, offers himself for re-appointment;
6. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 36th AGM of the Company and to fix their remuneration and in this regard to pass, with or without modification (s), the following resolution as **an Ordinary Resolution:-**

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), S.R. Batliboi & Associates LLP (Registration No. 101049W/E300004) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company in respect of the financial year beginning April 1, 2018 and ending March 31, 2023 at the remuneration as may be determined by the Board of Directors or as delegated by the Board of Directors in consultation with Auditors and reimbursement of out of pocket expenses incurred in connection with audit.”

(B) Special business:

7. **To appoint Mr. Kwan Soo, Shon as Non- Executive Director of the Company.**
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 section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kwan Soo, Shon having DIN- 0008147143 be and is hereby appointed as a Director under the category of Non-Executive Director to be rotational Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 3 years or till the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.”

8. To appoint Mr. Do Young, Kim as an Independent Director of the Company

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 section 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Do Young, Kim having DIN- 0008204199 , who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act be and is hereby appointed as a Director under the category of Non-Executive Independent Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 2 years or till the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

9. To appoint Mrs. Rajni Gupta as an Independent Director of the Company

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 section 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rajni Gupta having DIN- 02135443, who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act be and is hereby appointed as a Director under the category of Non-Executive Independent Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 2 years or till the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier.”

10. To re-appoint Mr. Amandeep 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Amandeep (DIN 00226905), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director under the category of Non-Executive Independent Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 3 years or till the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.”

11. To consider and approve the alteration in Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and/or any other applicable provisions the Companies Act, 2013 along with applicable rules for the time being in force, Definition of Company and Article 99 & 124 of the Articles of Association of the Company be and is hereby substituted with new Definition of Company and Article 99 & 124 to be read as under:

Definition : “Company” means “DARCL Logistics Limited” to be changed to “CJ Darcl Logistics Limited”

Article 99: “Subject to the provisions of the Act and these Articles, the Directors shall have power, at any time and from time to time, to appoint any person as an additional Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles, any director so appointed shall hold office only until the next **Annual** General Meeting of the Company and shall be eligible for re-election.”

Article 124: “If the Board constitutes a committee or committees, the powers of such committee or committees shall be such as may be determined by the Board, subject to the compliance with the Act. The committee(s) shall be subject to, and be under the supervision of the Board.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve all the necessary documents as may be required by the statutory authorities including the Registrar of Companies, Delhi and Haryana and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested/required by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman & Managing Director, Mr. Narender Kumar Agarwal, Joint Managing Director and Mr. Apoorva Kumar, Company Secretary of the Company be and are hereby severally and individually authorized for all corporate action to give effect to this Resolution.”

12. To consider and approve the sale of immovable property in name of the Company to Mrs. Sakshi Agarwal, a related party.

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

“RESOLVED THAT the approval be and is hereby accorded for sale of property located at 26/51, Punjabi Bagh, New Delhi to Mrs. Sakshi Agarwal W/o of Mr. Ishant Agarwal, being a related party at sale consideration of Rs. 1,00,00,000/- (Rupees One Crore Only).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company be and is hereby authorised any officials of the Company to take needful step and action to give effect the sale of immovable property in name of the Company to Mrs. Sakshi Agarwal.”

Regd. Office: -

Darcl House
Plot No. 55 P, Sector-44
Institutional Area
Gurugram-122003

By order of the Board of Directors of

CJ Darcl Logistics Limited

Sd/-

(Apoorva Kumar)
Company Secretary
FCS-4905

Date: August 25, 2018
Place: Gurugram

NOTES: - 1 to 13 as under:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. In the case of a Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting. Proxy form duly filled in, stamped and signed must reach the registered office of the Company situated at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 at least 48 hours before the meeting addressed to the Company Secretary.
2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
3. Company has appointed M/s Link Intime India Private Limited as its Registrar & Share Transfer Agent (RTA). Contact details of the RTA is as under:-

Link Intime India Private Limited
A-40, 2nd Floor, Narayana Industrial Area
Phase –II, Near Batra Banquets
New Delhi-110028.
Phone: 011-41410592/93/94
Fax: 011-41410591
E-mail: delhi@linkintime.co.in
Contact person: Mr. V. M. Joshi

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai-400 078.
Phone: 022-25963838
Fax: 022-25946969
Email: rnt.helpdesk@linkintime.co.in
Contact Person: Mr. Haren N. Modi

Members are requested to correspond directly with RTA for any kind of share related matter like transfer /transmission of shares, issue of duplicate share certificate, consolidation, etc.

4. Company has appointed M/s. Dhananjay Shukla & Associates, Company Secretaries as Scrutinizer to conduct the Meeting through Poll pursuant to the provisions contained in the Articles of Association of the Company.
5. Company has availed facility for de-materialization of its equity shares from both NSDL and CDSL. Members holding physical share certificates are requested to de-materialize their equity shares.
6. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
7. Members may avail the nomination facility in respect of shares held by them in the Company.
8. Members are requested to send and get their e-mail registered with the Company for the purpose of future communication through e-mail as initiated by Ministry of Corporate Affairs vide Circular No. 18/2011 dated April 29, 2011.
9. The necessary accounts, documents and statements required to be annexed in respect of Subsidiary Companies pursuant to the provisions of Section 129 of the Companies Act, 2013 are attached herewith.
10. Shareholders are requested to bring their copy of the Notice along with Annual Report and Attendance Slip duly filled in at the Meeting.
11. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary (cs@cjdarcl.com) at least 2 days before the AGM.
12. Notice is available on the website of the Company www.cjdarcl.com
13. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement are kept open for inspection by members between 10.00 A.M. to 5.00 P.M., on all working days except Sundays and Public Holidays up to the date of Annual General Meeting, at the Registered Office of the Company.

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING SCHEDULED ON 17.09.2018. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No.7

The Shareholders’ Agreement (SHA) has been entered by the Company with CJ Logistics Corporation and other Shareholders of the Company based on which there is the provision that CJ Logistics Corporation will have representation of 4 Directors on the Board of the Company from their side, out of which one Director is Executive and other 3 are Non- Executive Directors. One of the Directors earlier appointed namely Mr. Keun Tae Park has resigned w.e.f. 30.06.2018. Based on recommendation of the Nomination and Remuneration Committee and the Board in the meeting held on 30.06.2018, Mr. Kwan Soo Shon was appointed as an Additional Director in place of Mr. Keun Tae Park.

Further, the Board of Directors in their meeting held on 18.08.2018, recommended the name of Mr. Kwan Soo Shon to the Shareholders for regularization of his appointment as Non- Executive Director in the Board of the Company to be rotational Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 3 years or till the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier

Thus the Resolution at Srl.No. 7 is placed for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution

Item No. 8

The Nomination and Remuneration Committee Meeting held on 18th August, 2018 recommended the name of Mr. Do Young Kim (DIN 0008204199) to be appointed as Independent Director of the Company. Mr. Do Young Kim is having requisite qualification to act as an Independent Director of the Company.

Based on the recommendation of NRC, the Board in its meeting held on 18th August, 2018 passed resolution for appointment of Mr. Do Young Kim (DIN 0008204199) as an Independent Director of the Company subject to the approval of the Members to be rotational Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 2 years or till the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier and recommended the same to the members for approval.

Thus item no. 8 is placed for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 9

The Nomination and Remuneration Committee Meeting held on 18th August, 2018 recommended the name of Mrs. Rajni Gupta (DIN 02135443) to be appointed as Independent Director of the Company. Mrs. Rajni Gupta is having requisite qualification to act as an Independent Director of the Company.

Based on the recommendation of NRC, the Board in its meeting held on 18th August, 2018 passed resolution for appointment of Mrs. Rajni Gupta (DIN 02135443) as an Independent Director of the Company subject to the approval of the Members to be rotational Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 2 years or till the conclusion of the 33rd Annual General Meeting of the Company, whichever is earlier and recommended the same to the members for approval.

Thus item no. 9 is placed for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 10.

Mr. Amandeep (DIN 00226905) was appointed as an Independent Director for a period of 2 years w.e.f. 30.09.2016 upto conclusion of 31st Annual General Meeting to be held on 17.09.2018. The first term of Mr. Amandeep (DIN 00226905), as an Independent Director based on earlier appointment for 2 years is upto the ensuing AGM. Based on his candidature, the Nomination and Remuneration in its meeting held on 18th August, 2018 recommended the appointment of Mr. Amandeep as an Independent Director of the Company for the second term. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting passed a resolution for appointment of Mr. Amandeep (DIN 00226905) as an Independent Director of the Company subject to the approval of the Members to be rotational Director of the Company with effect from the conclusion of the 31st Annual General Meeting for a period of 3 years or till the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier and recommended the same to the members for approval.

Thus item no. 10 is placed for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 11.

The new set of Articles of Association of the company was approved by the Shareholders in their meeting held on 10.08.2017, Some of the clauses of AOA requires amendment in view to make it align with Companies Act.

The name of the Company changed from Darcl Logistics Limited to CJ Darcl Logistics Limited. Thus definition of name of Company proposed to be changed.

Clause of appointment of Additional Director by the Board and clause for formation of Committees is proposed for amendment.

The Board of Directors in their meeting held on 18th August, 2018 passed a resolution for amendment in the proposed clauses of the Articles of Association of the Company subject to the approval of the Members and recommended the same to the members for approval.

Thus item no. 11 is placed for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 12

The Company has entered into Shares Subscription and Purchase Agreement (SSPA) and Shareholders Agreement (SHA) with CJ Logistics Corporation, Korea along with other Shareholders on 25th April, 2017 & 5th June, 2017 respectively and amendments thereafter.

As per the clauses of SSPA & SHA, certain immovable properties are to be carved out of the Company by the Promoters, by way of Purchase by them or arrange for third party purchase within a period of 24 months from the closing date of transaction which is 10th August, 2017. There are total 25 properties to be carved out. As per the SSPA & SHA, the properties are to be carved out at the prevailing circle rate.

As per the clause of Agreements one of the properties listed to be carved out, situated at 26/51, Punjabi Bagh, New Delhi is to be sold to Mrs. Sakshi Agarwal, wife of Mr. Ishant Agarwal, President and Daughter in law of Mr. R.L. Agarwal, JMD. The present circle rate of the property is Rs. 86,40,547/- (Rupees Eighty Six Lacs Forty Thousand Five Hundred and Forty Seven). In the earlier Board Meetings, there was discussion on sale of this property to family of Mr. R.L. Agarwal, JMD wherein amount of Rs. 1,00,00,000 (Rupees One Crore) was considered to sale this property. While as per the SHA, transaction has to be made at the prevailing Circle rate, this sale transaction is to be made at previously Board discussed rate of Rs. 1,00,00,000 (Rupees One Crore). The prospective purchaser has agreed to purchase this property at Rs. 1,00,00,000 (Rupees One Crore).

Based on the discussions the Board of Directors in their meeting held on 18th August, 2018 approved the sale of property situated at 26/51, Punjabi Bagh, New Delhi to Mrs. Sakshi Agarwal, at consideration of Rs. 1,00,00,000 (Rupees One Crore) subject to approval of Members and recommended the same to the members for their approval.

Thus item no. 12 is placed for your approval. None of the other Directors / Key Managerial Personnel of the Company / their relatives is except Mr. Roshan Lal Agarwal and his relatives, in any way, concerned or interested, financially or otherwise in the resolution.

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PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014)

| |
|--------------------------|
| Name of the member (s) : |
| Registered address: |
| Email Id: |
| Folio/ DP Id |

I/We being the member(s) of shares of the above named Company hereby appoint:

- (1) Name.....Address:.....
.....Email Id.....Signature.....or falling him;
- (2) Name.....Address:.....
.....Email Id.....Signature.....or falling him;
- (3) Name.....Address:.....
.....Email Id.....Signature.....or falling him;

as my/our proxy to attend and vote (on a poll) for me /us behalf at the 31st Annual General Meeting of the Company to be held on Monday, 17th September, 2018 at 10:00 AM at the Registered Office of the Company at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions No. | RESOLUTIONS | Optional* | |
|-------------------|--|-----------|---------|
| Ordinary Business | | For | Against |
| 1 | Adoption of Standalone Financial Statements for the year ended 31 st March, 2018. | | |
| 2 | Adoption of Consolidated Financial Statements for the year ended 31 st March, 2018. | | |
| 3 | Re-appointment of Mr. Krishan Kumar Agarwal as Chairman & Managing Director. | | |
| 4 | Re-appointment of Mr. Roshan Lal Agarwal as Joint Managing Director. | | |
| 5 | Re-appointment of Mr. Narender Kumar Agarwal as Joint Managing Director. | | |
| 6 | Appointment of S.R. Batliboi & Associates LLP, as Statutory Auditors from ensuing AGM till further 5 years.. | | |
| 7 | Appointment of Mr. Kwan Soo Shon as Non Executive Director. | | |
| 8 | Appointment of Mr. Do Young Kim as Independent Director. | | |
| 9 | Appointment of Mrs. Rajni Gupta as Independent Director. | | |
| 10 | Re-appointment of Mr. Amandeep as an Independent Director. | | |
| 11 | Amendment in Articles of Association of the Company | | |
| 12 | Sale of immovable property in name of Mrs. Sakshi Agarwal, a related party | | |

Signed this.....day of2018

Signature of shareholder.....

Signature or Proxy holder(s)

Affix Revenue Stamp not less than Rs. 1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in above box before submission.

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ATTENDANCE SLIP

Folio No:

I hereby record my presence at the 31st Annual General Meeting of the Company held at 10:00 AM on Monday, the 17th day of September, 2018 at the Registered Office of the Company at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003.

Member's/Proxy's name in block letters

Member's/Proxy's signature

NOTE : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.

