

# CJ Darcl Logistics Limited

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

Email- [cs@darcl.com](mailto:cs@darcl.com), Website- [www.darcl.com](http://www.darcl.com)

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

CIN- U60222HR1986PLC068818

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra Ordinary General Meeting of Shareholders of **M/s. CJ Darcl Logistics Limited** will be held on Monday, the 23<sup>rd</sup> day of April, 2018 at 11:00 A.M. at the Registered Office of the Company situated at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram (Gurgaon)-122 003 (6<sup>th</sup> Floor Conference Room) to transact the following special businesses:-

### Special business:

#### **1. 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, Article 165 of the Articles of Association of the Company be and is hereby substituted with new Article 165 to be read as under:

**165** “Notwithstanding anything to the contrary in these Articles, the Financial Statements (including balance sheet and profit and loss account) of the Company shall be prepared, audited and certified by the statutory auditors of the Company to be mutually appointed by the Promoters from among the Leading Accounting Firms. Provided that, CJL may (at its own expense) designate and appoint an additional auditor to review the Books and Records of the Company and to examine the accounting statements and strategic statements of the Company, from time to time, and the Existing DARCL Promoters shall provide reasonable assistance or cooperation requested by CJL in this regard. In the event CJL exercises its right under this Article 165, they shall provide a copy of the report prepared by the additional auditors to the Existing DARCL Promoters.”

**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.”

#### **2. To approve the transaction upto Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lacs) with Mr. Darshan Kumar Agarwal, Joint Managing Director against lorry hire charges being 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** pursuant to the provisions of Section 188 and other applicable provisions, if any, of Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members be and is hereby accorded to the Board of Directors to enter into a transaction with related party Mr. Darshan Kumar Agarwal, Joint Managing Director of the Company against lorry hire charges to the tune of Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs only) for F.Y. 2018-19.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to take necessary corporate action and compliances.”

**3. To approve the transaction of Rs. 14,40,000 (Rupees Fourteen Lacs Forty Thousand) plus Taxes with TCG Media Limited, a related party for publication of advertisement.**

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 188 and other applicable provisions, if any, of Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members is hereby accorded to the Board of Directors to enter into an agreement with related party TCG Media Limited for advertisement of the Company in their various publications at annual consideration of Rs. 14,40,000 (Rupees Fourteen Lacs Forty Thousand) plus Taxes for the period 01.02.2018 to 31.01.2019 payable at the time of execution of agreement.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to evaluate the benefit from the publication of advertisement in periodical manner.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to take necessary corporate action and compliances.”

**Regd. Office: -**

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

**By order of the Board of Directors of  
CJ Darcl Logistics Limited**

Sd/-

(Apoorva Kumar)  
Company Secretary  
FCS -4905

Date: 31.03.2018

Place: Gurugram (Haryana)

**NOTES: - 1 to 12 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 time of at least 48 hours prior to the meeting is not applicable as shorter notice consent has been received.**
- The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
- 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  
44, 2<sup>nd</sup> Floor, Naraina Community Centre Phase I  
Near PVR Cinema, Naraina, New Delhi-110028  
E-mail : [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)  
Contact Person : Mr. V. M. Joshi  
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.
- 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.
- Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
- Members may avail the nomination facility in respect of shares held by them in the Company.
- 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.
- Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting.
- Members are requested to send their queries, if any, to the Company Secretary ([cs@darcl.com](mailto:cs@darcl.com)).
- Notice is available on the website of the Company [www.darcl.com](http://www.darcl.com)
- Route Map of Venue is attached.
- Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement are kept open for inspection by members, at the Registered Office of the Company.

# CJ DARCL LOGISTICS LIMITED

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## ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 23.04.2018. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

### Item No. 1.

Articles of Association of the Company is based on the terms of Shareholders’ Agreement (SHA) dated 5<sup>th</sup> June, 2017 agreed among the Shareholders and the Company.

Article 165 of Articles of Association of the Company speaks on appointment of Statutory Auditors and read as :-

165 “Notwithstanding anything to the contrary in these Articles, the Financial Statements (including balance sheet and profit and loss account) of the Company shall be prepared, audited and certified by the statutory auditors of the Company to be mutually appointed by the Promoters from among the Big 4 Accounting Firms. Provided that, CJL may (at its own expense) designate and appoint an additional auditor to review the Books and Records of the Company and to examine the accounting statements and strategic statements of the Company, from time to time, and the Existing DARCL Promoters shall provide reasonable assistance or cooperation requested by CJL in this regard. In the event CJL exercises its right under this Article 165, they shall provide a copy of the report prepared by the additional auditors to the Existing DARCL Promoters.”

The Board during review has proposed to amend the Article by inserting the words among the leading Accounting firms in place of Big 4 Accounting firms as the appointment process of the appointment of Statutory Auditor is completed based on recommendation by Audit Committee and approval of the Board and Shareholders and the same is proposed to be done based on due process of law instead of mandatorily choosing among one of Big 4 Audit Firms.

The Board of Directors of the Company in their meeting held on 23.03.2018 has therefore approved the amendment in Articles subject to approval by the Shareholders.

Accordingly, the Special Resolution at Item No.1 is intended for this purpose for the consideration and approval of members

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

### Item No. 2

The Company has been awarded work order by M/s. Western Coalfields Limited at Nagpur and Company has been executing the work order for last 2 years effective from March, 2016. As per the work order terms, our Company is required to deploy Loader and Tipper for local movement ranging 1-3 Kms. Company is executing these work orders through hired vehicles.

In respect of Financial Year 2017-18, the Board of Directors in their meeting dated 11.03.2017 and Shareholders in their meeting held on 22.04.2017 approved the transaction with Mr. Darshan Kumar Agarwal upto Rs. 5 crores. As per the report reviewed by the Board of Directors for the period of April 2017 to February 2018, the Company executed business of Rs. 9.40 Crores approx. wherein business transaction by way of payment to Mr. Darshan Kumar Agarwal is of Rs. 3.25 Crore approx., which is within the approved limit of Rs. 5 Crore and remaining transaction is with other Vendors with M/s. Western Coalfields Limited.

Based on the Work Orders in hand and short period likely tenders in F.Y. 2018-19, it is expected to execute the business of Rs. 18 Crores approx by the Company with M/s. Western Coalfields Limited during the F.Y. 2018-19. Mr. Darshan Kumar Agarwal, Joint Managing Director has proposed and sought approval to increase the annual transaction limit from existing Rs. 5 Crore to Rs. 7.50 Crore for F.Y. 2018-19 in view of the vehicles deployed by him vis a vis likely business opportunity for coal transportation with this Customer. There will be gross margin of nearly 6% and net margin after Admin and HR expenses of around 2-3% in the Company.

In normal course of business, gross margin is not fixed and it depends on viability at select routes. Thus looking into the proposal of Mr. Darshan Kumar Agarwal, JMD for giving fixed gross margin of 6% approx, the Board has acceded to his request.

The Board of Directors in their meeting held on 23.03.2018 allowed him to deploy the vehicles in his own name specifically in this contract and recommended the resolution for transaction with Mr. Darshan Kumar Agarwal, Joint Managing Director as lorry hire charges upto Rs. 7.50 crores during F.Y. 2018-19.

Accordingly, the Special Resolution at Item No.2 is intended for this purpose for the consideration and approval of members.

Mr. Darshan Kumar Agarwal, Joint Managing Director is interested in this resolution and no other Directors/key managerial personnel are in any way interested in this resolution. Relatives of Mr. Darshan Kumar Agarwal working in the Company will also be treated interested in this transaction.

### **Item No. 3**

The Company engages TCG Media Ltd. for advertisement of Company in various Publication Magazine and Newspapers being published by M/s. TCG Media Limited under erstwhile name of TCG House of Publication Private Limited. The last approval was sought in the Audit Committee Meeting dated 16.03.2016 & Board Meeting dated 17.03.2016 which was valid for 2 years at rate of Rs. 14.40 lacs p.a. as per provisions of Companies Act 2013. The last Agreement was entered with M/s. TCG Media Limited which was valid upto 31.01.2018.

The publication of M/s. TCG Media are TransReporter-a Logistics magazine, L' Officiel, FHM and Diabetic Living. Other three magazines (other than TransReporter) are not related to Logistics business. Hence, Company has been advertising in TransReporter magazine. TransReporter Magazine is an English bi-monthly magazine covering all the spheres of Logistics industry. The target readers for this product are the people from Top level management, other professionals directly or indirectly associated with the Logistics industry and the new generation who are rapidly taking interest as their career in this industry. It has on an average 36,000 subscriptions/circulations on bi-monthly basis. It has nearly 50% print circulation and 50% E copy circulation. Being a bi-monthly magazine, 6 (Six) full page advertisement of CJ DARCL at prominent location (prime position) is covered like Back side, Back Inside or Front inside position. August-September 2017 issue of TransReporter featured JV transaction in Front Cover with detailed coverage (over 12 pages) as cover story inside the Magazine besides regular advertisement. It also makes advertisement of Transrail-a wholly owned subsidiary on regular basis. e-TransREporter is an e-paper format to the national and international readers through its website [www.TransREporter.com](http://www.TransREporter.com)

Besides advertisement in TransReporter Magazine, TCG Media widely publicize by way of digital advertisement of CJ DARCL Logistics through its website [www.TransREporter.com](http://www.TransREporter.com) wherein CJ DARCL Logo appears along with vehicle image in all news in its Website.

TransREporter.com: A website providing all day to day news, activity and happening of Logistics industry (National & International). It will also cover the blogs, articles and interviews of 'who's who' of the industry. Not only this, a reader will find all the news of this industry across the globe in our international section, making us the first one to start such a website globally on Logistics industry.

As M/s. TCG Media is run by Mr. Nitin Agarwal, Vice President and who is son of Mr. Darshan Kumar Aggarwal, Joint Managing Director the transaction will be related party transaction and therefore as per provisions of Companies Act, 2013 the request was placed before the Audit Committee & Board in its

meeting held on 23.03.2018. The Audit Committee and the Board in their meeting held on 23.03.2018, subject to the approval of Shareholders has approved the annual transaction of Rs. 14,40,000 (Rupees Fourteen Lacs Forty Thousand) plus Taxes with TCG Media for the period 01.2.2018 to 31.01.2019 subject to yearly review.

The transaction made will be subject to review by the Audit Committee and Board from time to time.

Accordingly, the Special Resolution at Item No.3 is intended for this purpose for the consideration and approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise except Mr. Darshan Kumar Agarwal, Joint Managing Director of the Company, is interested in this resolution.

**Regd. Office: -**

Darcl House, Plot No. 55 P  
Sector- 44, Institutional Area  
Gurugram, Haryana 122003  
Date: 31.03.2018  
Place: Gurugram (Haryana)

**By order of the Board of Directors of  
CJ Darcl Logistics Limited**

Sd/-  
(Apoorva Kumar)  
Company Secretary  
FCS 4905

# CJ DARCL LOGISTICS LIMITED

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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 Extra Ordinary General Meeting of the Company to be held on Monday, 23<sup>rd</sup> April, 2018 at 11:00 AM 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*	
		For	Against
<b>Special Business</b>			
1	To consider and approve the alteration in Articles of Association of the Company.		
2	To approve the transaction upto Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lacs) with Mr. Darshan Kumar Agarwal, Joint Managing Director against lorry hire charges being a related party.		
3	To approve the transaction of Rs. 14,40,000 (Rupees Fourteen Lacs Forty Thousand) plus Taxes with TCG Media Limited, a related party for publication of advertisement.		

Signed this.....day of .....2018

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. 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.
4. 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 Extra-ordinary General Meeting of the Company held at 11:00 A.M on Monday, the 23rd day of April 2018 at its Registered office at Darcl House, Plot No. 55-P, Sector-44, Institutional Area, Gurugram, Haryana-122003.

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Member's/Proxy's name in block letters

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Member's/Proxy's signature

NOTE : Please fill in this attendance slip and hand it over at the ENTRANCE



**CJ DARCL LOGISTICS LIMITED**  
Darcl House, Plot No. 55P, Sector-44,  
Gurugram-122003, Haryana



**Route Map For Location of Venue of  
the EGM of CJ Darcl Logistics Limited**  
Date of Meeting:- 23.04.2018 AT 11:00AM  
Venue of Meeting:- DARCL HOUSE, Plot No. 55P,  
Sector-44, Gurugram-122003, Haryana