

# CJ Darcl Logistics Limited

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

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

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

**CIN- U60222HR1986PLC068818**

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## **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of Shareholders of **CJ Darcl Logistics Limited** will be held on Saturday, the 29<sup>th</sup> day of June, 2019 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 to transact the following special businesses: -

### **Special business:**

#### **1. To consider and approve the alteration in Memorandum 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 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof) and/or subject to any other applicable provisions the Companies Act, 2013 consent is hereby accorded to insert the below mentioned clauses in clause III of the Memorandum of Association of the Company.

14. To develop and run Truck Terminals and perform other allied activities related to it.

**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 in Memorandum 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 consider and approve the alteration in Article 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 113 of the Articles of Association of the Company be and is hereby substituted with new Article 113 to be read as under:

**113** “The meeting shall be convened at such times as determined by the Chairman from time to time, The board should meet 4 times in every calendar year in accordance with applicable Law and as prescribed in SS1, However the gap between the two Board Meeting should not exceed one hundred and twenty (120) days.

Each of the Directors shall be entitled to : (i) receive all notices, agenda and copies of all relevant papers, and (ii) attend all Board meetings and meetings of any committees of the Board of which such Directors are members. The draft resolutions and all supporting documents for all matters to be considered at the Board meeting and committee meeting must be furnished to all the Directors along with the notice for the Board meeting

**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.”

**3. To pass resolution for rent transaction Upto Rs. 1.20 crores plus taxes with S. Dayal Construction Pvt. Ltd. as related party from date of investment by Mr. R.L. Agarwal till 31.3.2020.**

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

“**RESOLVED THAT** rent transaction with S.Dayal Construction Private Limited (SDCPL), post investment of Mr. R.L. Agarwal in Equity share of SDCPL, for the period 01.06.2019 to 31.03.2020 upto Rs. 1.20 crores plus taxes be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are hereby authorized for making amendment in terms of agreement with SDCPL if any required and also to authorise company officials to enter into necessary agreement with SDCPL.

**RESOLVED FURTHER THAT** Mr. Apoorva Kumar, Company Secretary of the Company is hereby authorised for all corporate action to give effect to this Resolution.”

**4. To pass resolution for ratification of Commission to Non-Executive Directors within 1% of Net profits for period 18.09.2018 to 31.03.2019.**

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 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) as may be amended from time to time, a sum not exceeding one percent (or such higher percentage as permitted, from time to time) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act paid and distributed amongst the Non-executive directors of the Company in such amounts or proportions and in such manner and in all respects as decided by the Board of Directors and such payments made in respect of the profits of the Company for period 18.09.2018 to 31.03.2019 is hereby approved & ratified.”

“**RESOLVED FURTHER THAT** the above remuneration by way of Commission released on quarterly basis and in addition to sitting fee payable to the Non-executive director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings is ratified.”

**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**

Date: 07.06.2019  
Place: Gurugram (Gurgaon)

Sd/-  
(Apoorva Kumar)  
Company Secretary  
FCS -4905

**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 to be received at least 48 hours prior to the meeting**

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  
Noble Heights, 1st Floor,  
Plot No. NH 2, LSC, C-1 Block,  
Near Savitri Market, Janakpuri,  
New Delhi-110058  
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.
4. 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.
5. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
6. Members may avail the nomination facility in respect of shares held by them in the Company.
7. 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.
8. Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting.
9. Members are requested to send their queries, if any, to the Company Secretary ([cs@cjdarc.com](mailto:cs@cjdarc.com)).
10. Notice is available on the website of the Company [www.cjdarc.com](http://www.cjdarc.com)
11. Route Map of Venue is attached.
12. 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.

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# CJ DARCL LOGISTICS LIMITED

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Phone: 9015202121, Fax No. - 0124 4034162

**CIN: U60222HR1986PLC068818**

## **ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 29.06.2019.**

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

#### **Item No. 1.**

As the Company is diverting towards different segments, which needs to be incorporated in MOA of the Company as the activities in which Company is engaged or proposed to be engaged should be part of object clause of MOA. The operation team has proposed for new business vertical in line of services of truck terminal, for new line of activity object clause of MOA needs alteration.

It is proposed to amend the Memorandum by inserting the following object clause in Clause III of the Memorandum of Association

14. To develop and run Truck Terminals and perform other allied activities related to it.

The Board of Directors of the Company in their meeting held on 25.05.2019 has approved the amendment in Object clause of Memorandum by inserting the new line of business activity proposed to be initiated by the Company, subject to approval of 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**

Article 113 of Article of Association of the Company pertaining to Meeting of Board and Committee of the Board requires modification. The Change is proposed in lieu of Change in Companies Act, 2013 & Secretarial Standard -I issued by Institute of Companies Secretaries of India pursuant to time interval of the Board meeting. The change is to make alignment in Act, Standards and Articles of the Company.

It is proposed to Substitute Article 113 of the Article by new Article 113

**113** “The meeting shall be convened at such times as determined by the Chairman from time to time, The Board should meet 4 times in every calendar year in accordance with applicable Law and as prescribed in SS1, However the gap between the two Board Meeting should not exceed one hundred and twenty (120) days.

Each of the Directors shall be entitled to : (i) receive all notices, agenda and copies of all relevant papers, and (ii) attend all Board meetings and meetings of any committees of the Board of which such Directors are members. The draft resolutions and all supporting documents for all matters to be considered at the Board meeting and committee meeting must be furnished to all the Directors along with the notice for the Board meeting

The Board of Directors of the Company in their meeting held on 25.05.2019 has approved the amendment in Article of Association subject to approval by the Shareholders.

Accordingly, the Special Resolution at Item No.2 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. 3**

The Company has taken on long term of lease fully furnished & equipped workshop from S.Dayal Construction Private Limited (“SDCPL”) at Jamshedpur w.e.f. 16.12.2016 for Company owned vehicles deployed at Tata Steel and has very recently got developed a Warehouse for execution of TMIL work order. Based on terms of agreement, SDCPL has developed the infrastructure at Warehouse with eminent facilities, so that the conditions of TMIL could be met out through his own funds and Company has supported him with temporary advance of Rs. 1.50 crores.

Owner of Lessor (SDCPL) has approached Mr. R.L. Agarwal, JMD that he is in shortage of funds, as funds has been exhausted in development of warehouse for use of CJ Darcl. The source of funds which were planned by him are not certain at present. So, he is not able to complete the pending work of warehouse. He has temporarily borrowed from other sources. He has therefore requested for help as he is in dire need of funds. He has requested to make investment in his Company in shape of Equity share capital on 50:50 contributions in respect of existing Workshop and Warehouse investment.

Looking into the existing lease agreement of CJ Darcl having workshop and warehouse at the space at Jamshedpur, Mr. R.L. Agarwal, JMD has intended to invest amount of Rs. 5-7 Crores in SDCPL as 50% share in the Company. Post investment the rent transaction of Company with SDCPL will be related party transaction by virtue of interest of JMD of the Company in SDCPL.

Mr. R.L. Agarwal has confirmed that CJ Darcl will have exclusive right over the use of newly built warehouse up to the year used under TMIL or other contract and the Lessor SDCPL shall not contract with any other customer without Consent/NOC of CJ Darcl. SDCPL will not do any compete business or any business of logistics services of whatsoever nature as it will governed based on SHA terms. The business of SDCPL will be restricted to CJ Darcl only. CJ Darcl will have Right of First Refusal (ROFR) if contract of TMIL in not further extended in favour of CJ Darcl and warehouse place is vacant in that case SDCPL after NOC of CJ Darcl will lease out to some other player. CJ Darcl will have exclusive right to use the Workshop and Warehouse. The lease rent will not be sought for increase without consent of CJ Darcl. SDCPL will have no option to ask for negotiation of increased rental and it will be purely linked to back to back terms with TMIL. In respect of workshop rent, CJ Darcl will have first right of refusal in respect of its vacation. Routine increment will take place based on mutual agreement and based on fair market prevailing norms. Mr. R.L. Agarwal has requested to allow him to make investment.

Thus the transaction with S.Dayal Construction Company as related party post investment by Mr. R.L. Agarwal is proposed to be approved.

The Board of Directors in their meeting held on 25.05.2019 approved and recommended for approval the transaction as related party with S.Dayal Construction Pvt Ltd post investment by Mr. R.L. Agarwal in SDCPL from 01.06.2019 to 31.03.2020 upto Rs. 1.20 crores plus taxes. The detail bifurcation of rent is as under:

Rent of warehouse- Rs. 584375/- p.m. plus taxes  
Rent of workshop- Rs. 594000/-p.m. plus taxes upto 15.12.2019  
Rs. 653400/- p.m. plus taxes from 16.12.2019 to 31.3.2020.

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 except Mr. Roshan Lal Agarwal is, in any way, concerned or interested, financially or otherwise in this resolution.

### **Item No. 4**

The Board of Directors in their meeting held on 15.05.2017 approved the Commission to Non-Executive Directors within 1% of Net Profits for F.Y. 2017-18 & 2018-19, but inadvertently it is recorded in resolution as upto 30.09.2018 or AGM for FY 2017-18, whichever is earlier, the same was also approved by the Shareholders in EGM held on 23.06.2017. The AGM of F.Y. 2017-18 was held on 17.09.2018, but the approval was missed to be sought for remaining part of F.Y. 2017-18, thus ratification is required for the period 18.09.2018 to 31.03.2019. The Board of Directors in their meeting held on 25.05.2019 discussed and recommended the same to Shareholders for ratification of payment of Commission to Non-Executive Directors within 1% of Net Profits for period 18.09.2018 to 31.03.2019 within 1% of Net profits of the Company.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Non executive directors of the Company as set out in the Resolution at Sr. No. 4 of the Notice.

All the Independent/Non-Executive Directors of the Company are concerned or interested in this Resolution to the extent of the remuneration that may be received by each of them by way of commission. None of the CMD, JMD's, Nominee Directors, KMP's of the Company or their relatives are interested in this resolution.

**Regd. Office: -**

Darcl House, Plot No. 55 P  
Sector- 44, Institutional Area  
Gurugram, Haryana 122003  
Date: 07.06.2019  
Place: Gurugram (Gurgaon)

**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 Saturday, 29<sup>th</sup> June 2019 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 Memorandum of Association of the Company		
2	To consider and approve the alteration Article of Association of the Company		
3	To pass resolution for rent transaction Upto Rs. 1.20 crores plus taxes with S. Dayal Construction Pvt. Ltd. as related party from date of investment by Mr. R.L. Agarwal till 31.3.2020.		
4	To pass resolution for ratification of Commission to Non-Executive Directors within 1% of Net profits for period 18.09.2018 to 31.03.2019		

Signed this.....day of .....2019

Signature of shareholder.....

Signature or Proxy holder(s).....

Affix Revenue Stamp not less than Rs. 1
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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.

## **CJ DARCL LOGISTICS LIMITED**

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Phone: 9015202121, Fax No. - 0124 4034162

**CIN: U60222HR1986PLC068818**

### **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 Saturday, the 29th day of June 2019 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

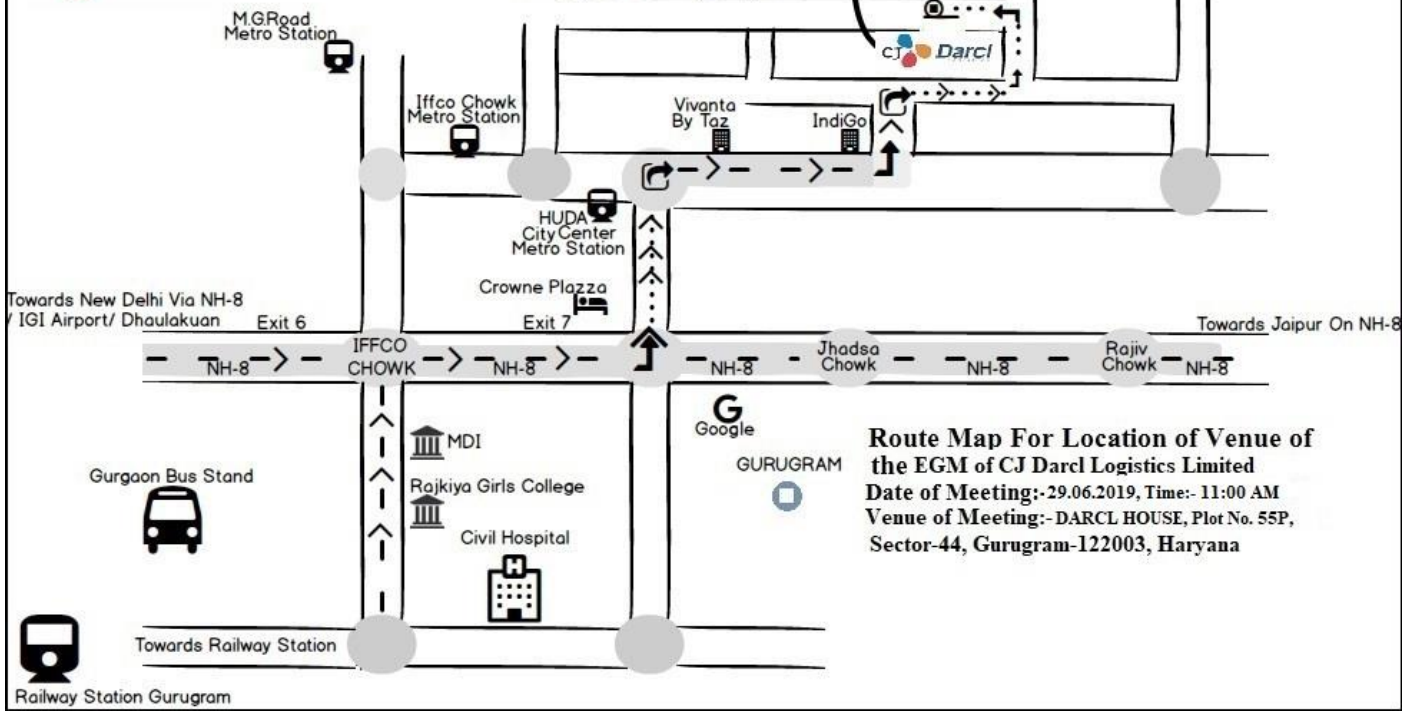
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Member's/Proxy's signature

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:-29.06.2019, Time:- 11:00 AM  
Venue of Meeting:- DARCL HOUSE, Plot No. 55P,  
Sector-44, Gurugram-122003, Haryana