

CJ Darcl Logistics Limited

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

Email- cs@darcl.com, Website- 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 Saturday, the 30th day of December, 2017 at 4:00 P.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 pass resolution for appointment of Statutory Auditors to fill casual vacancy.

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells, Chartered Accountants.

RESOLVED FURTHER THAT S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 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.”

2. To pass resolution u/s 180(1)(c) of Companies Act, 2013 increasing the Borrowing Power authority of the Board of Directors from Rs. 450 Crore to Rs. 600 Crore.

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at their meeting held on 14.06.2014, consent of the Members be and is hereby accorded pursuant to the provision of Section 180(1)(c) and any other applicable provision of the Companies Act, 2013 {including any statutory modification(s) thereof and any rules there under for the time being in force} authorized to borrow money from time to time up to a limit not exceeding in the aggregate Rs. 600 Crores (Rupees Six Hundred Crores Only) notwithstanding that money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution”.

3. To pass resolution approving the elevation of designation of Mr. Vineet Agarwal, Vice President to President of the Company.

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

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mr. Vineet Agarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as President of the Company as approved by the Board of Directors at their meeting held on 05.12.2017 at existing remuneration as approved by the Shareholders in their meeting held on 10.08.2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

4. To pass resolution approving the elevation of designation of Mr. Nitesh Agarwal, Vice President to President of the Company.

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

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mr. Nitesh Agarwal, who is Son of Mr. Roshan Lal Aggarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as President of the Company as approved by the Board of Directors at their meeting held on 05.12.2017 at existing remuneration as approved by the Shareholders in their meeting held on 10.08.2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

5. To pass resolution approving the elevation of designation of Mr. Nikhil Agarwal, Vice President to President of the Company.

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

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mr. Nikhil Agarwal, who is Son of Mr. Narender Kumar Agarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as President of the Company as approved by the Board of Directors at their meeting held on 05.12.2017 at existing remuneration as approved by the Shareholders in their meeting held on 10.08.2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.

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: 08.12.2017
Place: Gurugram (Gurgaon)

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

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. The Company has received shorter Notice consent to convene this meeting wherein no Proxy has been received. Proxy time of at least 48 hours prior to the meeting is not applicable as shorter notice consent has been received.**
2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.

3. As per clause 88 of the Articles of Association of the Company, Voting at any General Meeting shall only be by way of Poll. Your Company is making necessary arrangement for the Poll during the meeting.
4. 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, 2nd Floor, Naraina Community Centre Phase I
Near PVR Cinema, Naraina, New Delhi-110028
E-mail : 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.

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. Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting.
10. Members are requested to send their queries, if any, to the Company Secretary (cs@darcl.com).
11. Notice is available on the website of the Company www.darcl.com
12. Route Map of Venue is attached.
13. 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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ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 30.12.2017.

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

Item No. 1. To pass resolution for appointment of Statutory Auditors to fill casual vacancy.

Deloitte Haskins & Sells, Chartered Accountants, New Delhi have tendered their resignation from the position of Statutory Auditors vide their Letter dated 15.11.2017, resulting into a casual vacancy in the office of Statutory Auditors of the company. As envisaged under Section 139(8) of the Companies Act, 2013 (“Act”), casual vacancy caused by the resignation of Auditors has to be filled up by the Company by taking approval of the Shareholders at a general meeting to be convened within three months of the recommendation of the Board and such Auditor on appointment shall hold the office till the conclusion of the next annual general meeting. Further as per the provisions of Section 139 (11) of the Companies Act 2013, where a Company is required to constitute an Audit Committee, the filling up of Auditor appointment by way of casual vacancy shall be made after taking into account the recommendation of Audit Committee. Viewing the requirement under Companies Act, 2013, your Company received eligibility cum consent letter from S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) vide Letter dated 17.11.2017, which was placed with the Audit Committee in meeting held on 25.11.2017 and the Audit Committee has recommended the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells, Chartered Accountants, New Delhi. The Board of Directors in its Meeting held on 05.12.2017 has approved the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) and has recommended for your approval. S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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 Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 2 To pass resolution u/s 180(1)(c) of Companies Act, 2013 increasing the Borrowing Power authority of the Board of Directors from Rs. 450 Crore to Rs. 600 Crore.

The Shareholders of the Company had passed Resolution on 29th September 2010 which was subsequently again approved 14th June, 2014 in view of Companies Act 2013 requirement authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 450 crore (Rupees Four Hundred and Fifty Crore) over and above the paid up capital of the Company and its free reserves, for the business of the Company.

The overall borrowing level has been within the approved limit of Rs. 450 Crore till now. However, in view of proposed business expansion, the company is planning to increase Capital expenditure and working capital limits, pursuant to which the borrowing limits will increase. Thus it is required to have power to borrow money accordingly. Pursuant to Section 180 (1) (C) of the Companies Act 2013 the Company need to take consent of the members by way of special resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Your Board of Directors in Meeting held on 05.12.2017 has recommended to increase the current Borrowing Power limit from Rs. 450 Crore to Rs. 600 Crore (Rupees Six Hundred Crore) and pass the Resolution as Special Resolution.

Hence, the Special Resolution at Item No.2 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 3 To pass resolution approving the elevation of designation of Mr. Vineet Agarwal, Vice President to President of the Company.

The Shareholders of the Company has approved increase in remuneration of Mr. Vineet Agarwal, Vice President of the Company who is son of Mr. Darshan Kumar Agarwal, JMD in its meeting held on 10.08.2017 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 05.12.2017 approved the elevation in designation of Mr. Vineet Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit, the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.3 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Darshan Kumar Agarwal is in any way, concerned or interested in the said resolution.

Item No. 4 To pass resolution approving the elevation of designation of Mr. Nitesh Agarwal, Vice President to President of the Company.

The Shareholders of the Company has approved increase in remuneration of Mr. Nitesh Agarwal, Vice President of the Company who is son of Mr. Roshan Lal Agarwal, JMD in its meeting held on 10.08.2017 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 05.12.2017 approved the elevation in designation of Mr. Nitesh Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.4 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Roshan Lal Agarwal is in any way, concerned or interested in the said resolution.

Item No. 5 To pass resolution approving the elevation of designation of Mr. Nikhil Agarwal, Vice President to President of the Company.

The Shareholders of the Company has approved increase in remuneration of Mr. Nikhil Agarwal, Vice President of the Company who is son of Mr. Narender Kumar Agarwal, JMD in its meeting held on 10.08.2017 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 05.12.2017 approved the elevation in designation of Mr. Nikhil Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.5 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Narender Kumar Agarwal is in any way, concerned or interested in the said resolution.

Regd. Office: -

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Sector- 44, Institutional Area
Gurugram, Haryana 122003
Date: 08.12.2017
Place: Gurugram (Gurgaon)

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

Sd/-
(Apoorva Kumar)
Company Secretary

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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, 30th December, 2017 at 4:00 PM 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
Ordinary Business			
1	Appointment of Statutory Auditors to fill casual vacancy.		
2	Resolution u/s 180 (1) (c) of Companies Act, 2013 increasing the borrowing power authority of the Board of Directors from Rs. 450 crores to Rs. 600 crores.		
3	Resolution for elevation of position of Mr. Vineet Agarwal from VP to President.		
4	Resolution for elevation of position of Mr. Nitesh Agarwal from VP to President.		
5	Resolution for elevation of position of Mr. Nikhil Agarwal from VP to President.		

Signed this.....day of2017

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 4:00 P.M on Saturday, the 30th day of December 2017 at its Registered office 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

ROUTE MAP FOR MEETING VENUE

