

Forming part of Director's Report 2019-20

Form No. MGT-9

Extract of Annual Returns of the Financial Year Ended on 31.03.2020

[Pursuant to section 92(30 of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U60222HR1986PLC068818
ii.	Registration Date	10.12.1986
iii.	Name of the Company	CJ DARCL LOGISTICS LIMITED (Formerly known as DARCL Logistics Limited)
iv.	Category / Sub-Category of the Company	Public company limited by Shares
v.	Address of the Registered office and contact details	Darcl House, Plot No. 55 P, Institutional Area, Sector-44, Gurugram, Haryana
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited, Noble Heights, 1 st Floor, Plot Nt. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi -110058. Telephone:- 011-41410592/93/94

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Road Transport Services	996511	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Transrail Logistics Limited	U74210HR2008PLC068824	Subsidiary	100%	2(86) (ii)
2.	Darcl Logistics	NA	Subsidiary	100%	2(86) (ii)

e) Venture Capital Funds	-	-	-	-					-
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)	-	-	--	-					-
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	5173594	2035275	7208869	30.21%	5173594	2035275	7208869	30.21%	-
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	52768 3421632	- -	52768 3421632	0.22% 14.42%	52768 3421632	- -	52768 3421632	0.22% 14.34%	- -
c) Others(Specify)									
Sub-total (B)(2)	8666994	2035275	10683269	44.77%	8647994	2035275	10683269	44.77%	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	8666994	2035275	10683269	44.77%	8647994	2035275	10683269	44.77%	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	21826867	2035275	23862142	100%	21826867	2035275	23862142	100%	-

i. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Krishan Kumar Agarwal	196490	0.82%	0.56%	196490	0.82%	0	0
2.	Mr. Darshan Kumar Agarwal	192708	0.81%	0	192708	0.81%	0	0
3.	Mr. Roshan Lal Agarwal	278049	1.17%	0	278049	1.17%	0	0
4.	Mr. Narender Kumar Agarwal	580555	2.43%	2.42%	580555	2.43%	0	0
5.	CJ Logistics Corporation	11931071	50.00%	0	11931071	50.00%	0	0
	Total	13178873	55.23%	2.98%	13178873	55.23%	0	0

ii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Krishan Kumar Agarwal At the beginning of the year	196490	0.82%	196490	0.82%

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): 15.11.2018 (Purchased)	0	0	0	0
	At the End of the year	196490	0.82%	196490	0.82%
2.	Mr. Darshan Kumar Agarwal At the beginning of the year	192708	0.81%	192708	0.81%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	192708	0.81%	192708	0.81%
3.	Mr. Roshan Lal Aggarwal At the beginning of the year	278049	1.16%	278049	1.16%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	278049	1.16%	278049	1.16%
4.	Mr. Narender Kumar Agarwal At the beginning of the year	580555	2.43%	580555	2.43%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	278049	2.43%	278049	2.43%
5.	CJ Logistics Corporation At the beginning of the year	11931071	50.00%	11931071	50.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase				

/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
At the End of the year	11931071	50.00%	11931071	50.00%

iii. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Srl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	ASM (India) Investments Private Limited	3238064	13.57	3238064	13.57
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	3238064	13.57	3238064	13.57
2	Gargo Investments Private Limited	2770805	11.61	2770805	11.61
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	2770805	11.61	2770805	11.61
3	TCG ESOP Trust	1200000	5.03	1200000	5.03
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	1200000	5.03	1200000	5.03
4	Prem Lata Agarwal	406995	1.71	406995	1.71
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	406995	1.71	406995	1.71
5	Puneet Agarwal	379676	1.49	379676	1.49
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	379676	1.59	379676	1.59
6	Tek Chand Agarwal (HUF)	328980	1.38	328980	1.38
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	328980	1.38	328980	1.38
7	Mrs. Sushma Agarwal	320000	1.34	320000	1.34
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-

	At the end of the year	320000	1.34	320000	1.34
8	Krishan Kumar Agarwal & Sons	252420	1.06	252420	1.06
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	252420	1.06	252420	1.06
9	Nitesh Agarwal	201000	0.84	201000	0.84
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	201000	0.84	201000	0.84
10	Ishant Agarwal	160000	0.67	160000	0.67
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	160000	0.67	160000	0.67

IV Shareholding of Directors and Key Managerial Personnel:

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	For Each of the Directors and KMP				
1	Mr. Krishan Kumar Agarwal, CMD	196490	0.82%	196490	0.82%
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase	-	-	-	-
	At the end of the year	196490	0.82%	196490	0.82%
2	Mr. Darshan Kumar Aggarwal, JMD	192708	0.81%	192708	0.81%
	At the beginning of the year				
	Date wise Increase /Decrease in Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	192708	0.81%	192708	0.81%

3	Mr. Roshan Lal Aggarwal, JMD	278049	1.16%	278049	1.16%
	At the beginning of the year				
	Date wise Increase /Decrease in Share Holding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ Sweat equity etc):	-	-	-	-
	At the end of the year	278049	1.17%	278049	1.17%
4	Mr. Narender Kumar Agarwal, JMD	580555	2.43%	580555	2.43%
	At the beginning of the year				
	Date wise Increase / Decrease in Share Holding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc):	-	-	-	-
	At the end of the year	580555	2.43%	580555	2.43%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3234447797	96055433	266367033	3596870263
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	3349694	171546	30574558	34095798
Total (i+ii+iii)	3237797491	96226979	296941591	3630966061
Change in Indebtedness during the financial year				
- Addition	919104756	0	150649387	1069754143
- Reduction	-354517387	-38615000	-184210455	-577342842
Net Change	564587369	-38615000	-33561068	492411301
Indebtedness at the end of the financial year		R		
i) Principal Amount	3799035166	57440433	232805965	4089281564
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	4193289	101619	18280880	22575788

Total (i+ii+iii)	3803228455	57542052	251086845	4111857352
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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Mr. K.K. Agarwal (CMD)	Mr. D. K. Agarwal (JMD)	Mr. R. L. Agarwal (JMD)	Mr. N. K. Agarwal (JMD)	Mr. Hyoung Gun Kang (Executive Director) *	
	Gross salary						
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,24,85,346	2,90,99,516	2,90,99,516	2,90,99,516	1,52,77,722	13,50,61,616
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	39,600	39,600	36,86,160	38,44,560
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-	-	-
5.	Others, please specify Provident Fund	18,30,828	8,36,952	8,36,952	8,36,952	-	43,41,684
6.	Total (A)	3,43,55,774	2,99,76,068	2,99,76,068	2,99,76,068	1,89,63,882	14,32,47,860
	Ceiling as per the Act						

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B. Remuneration to other directors:

(Part – I)

Sl. No.	Particulars of Remuneration	Name of Directors				
		Mrs. Rajni Gupta	Mr. Amandeep	Mr. Euy Don Park	Mr. Do Young Kim	Total
	<u>Independent Directors</u>					
	· Fee for attending board committee meetings	2,59,600	2,83,200	2,59,600	2,36,000	10,38,400
	· Commission	3,54,000	3,54,000	3,54,000	3,54,000	14,16,000
	· Others, please specify					
	Total (1)	6,13,600	6,37,200	6,13,600	5,90,000	24,54,400
	Overall Ceiling as per the Act	-	-			

*Sitting fees and Commission is including GST of 18% under Reverse Charge Mechanism.

(Part- II)

No Remuneration being paid to other Non-Executive Directors.

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mr. Apoorva Kumar, Company Secretary	CFO Mr. Chol Hoi Kim	Total

1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	31,92,833	1,36,29,679	1,68,22,512
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		39,21,476	39,21,476
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify (Gratuity and PF)	-	2,26,657	-	2,26,657
6.	Total	=	34,19,490	1,75,51,155	2,09,70,645

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

On behalf of the Board of Directors of
CJ Darcl Logistics Limited

Sd/-
Krishan Kumar Agarwal
(Chairman & Managing Director)
DIN – 00151179

Sd/-
Narender Kumar Agarwal
(Joint Managing Director)
DIN-00052456

Date: 24.09.2020
Place: Gurugram