

# 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: 9015202121, Fax No. - 0124 4034162

**CIN-U60222HR1986PLC068818**

---

## **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of Shareholders of **M/s. Darcl Logistics Limited** will be held on Saturday, the 10<sup>th</sup> day of June, 2017 at 11:30 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 (Meeting Venue at 5<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, 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, the Articles of Association of the Company be and is hereby substituted with a new set of Articles, as attached with the Notice of this Extra Ordinary General Meeting of Shareholders.

**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** the Company Secretary of the Company be and is hereby authorized for all corporate action to give effect to this Resolution.”

#### **2. To approve reduction in the time period restriction specified for issue of fresh shares by the Company in lieu of earlier resolution passed by the Board in its meeting held on 20.09.2016.**

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 68 and all other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, and in supersession of all the previous resolutions passed by the shareholders in their meetings, the Company shall not raise further capital for a period of six months from the date of closure of the Buy-back of 5,400,000 (Five Million and Four Hundred Thousand Only) fully paid up equity shares of the Company, except in discharge of subsisting obligations. The Company is hereby permitted to issue further shares, including allot new equity shares subject to compliance with relevant provisions of Companies Act, 2013 on or after 15<sup>th</sup> June, 2017.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Sh. Krishan Kumar Agarwal, Chairman and Managing Director and Sh. Apoorva Kumar, Company Secretary be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubts(s) that may arise in connection therewith in the manner it may deem fit and appropriate.”

**Regd. Office: -**

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

By order of the Board of Directors of  
Darcl Logistics Limited

Date: 17.05.2017  
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 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.**
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  
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.
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@darcl.com](mailto:cs@darcl.com)) at least 2 days before the EGM.
10. Notice is available on the website of the Company [www.darcl.com](http://www.darcl.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 between 10.00 A.M. to 5.00 P.M., on all working days except Sundays and Public Holidays up to the date of Extra ordinary General Meeting, at the Registered Office of the Company.

.....XX.....

# DARCL LOGISTICS LIMITED

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

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

Phone: 9015202121, Fax No. - 0124 4034162

**CIN: U60222HR1986PLC068818**

## **ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 10.06.2017.**

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

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

The Company is desirous to raise capital and has signed and executed a Share Subscription and Share Purchase Agreement with CJ Logistics Corporation on 25<sup>th</sup> April 2017 in this connection. The existing Articles of Association of the Company requires amendment in certain clauses to enter into the said transaction. Certain provisions of earlier investor conditions are still carried in the Articles of Association of the Company in advertently, which are to be omitted before entering into the transactions. The Board of Directors of the Company in their meeting held on 15<sup>th</sup> May, 2017 has recommended the alteration of such clauses in AOA subject to approval of Shareholders.

As per provision of Section 14 of Companies Act, 2013, the alteration in Articles of Association requires approval of Shareholders by way of Special Resolution. The Board of Directors of the Company has recommended the same.

Thus the Resolution at Srl.No. 1 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.2**

The Company undertook a buy-back of 5,400,000 (Five Million Four Hundred Thousand Only) fully paid-up equity shares of the Company, having face value of INR 10 (Indian Rupees Ten only), in accordance with Sections 68, 69 and 70 of the Companies Act, 2013, from IDFC Private Equity at a price of INR 46.30 (Indian Rupees Forty Six and Thirty Paise only) per share for an aggregate amount of INR 250,020,000 (Indian Rupees Two Hundred and Fifty Million and Twenty Thousand Only) constituting up to 21.43% of the issued, subscribed and paid-up equity shares of the Company as on March 31, 2016 (“**Buy-back**”).

The Buy-back was approved by the Board of Directors of the Company in their meeting held on 20<sup>th</sup> September 2016 and the Shareholders of the Company in the General Meeting held on 30<sup>th</sup> September 2016. In terms of the Buy-back Board Resolution, the Company agreed to not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations. However, the Companies Act, 2013 provides that a company undertaking a buy-back will not make a further issue of the same kind of shares, within 6 months of such buy-back.

The Company is now desirous of raising capital, and has signed and executed a Share Subscription and Share Purchase Agreement with CJ Logistics Corporation (“**CJL**”) on 25<sup>th</sup> April 2017 (“**SSPA**”) for issue of specified number of equity shares of the Company to CJL. In this regard, the Company now wishes to reduce the 1 year restriction (imposed by the Board) to the statutory restriction of 6 months as prescribed under Section 68(8) of the Companies Act, 2013. The matter was discussed by the Board and the Board has recommended reducing the period by passing a resolution in this regard in their meeting held on 15<sup>th</sup> May, 2017. Thus, the Resolution at Srl.No. 2 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 except the interest of Shri Krishan Kumar Agarwal (CMD) and S/Shri D.K.Agarwal, R.L.Agarwal & N.K.Agarwal (WTD’s) to the extent of secondary transaction as part of Primary transaction as contained in the SSPA.

#### **Regd. Office: -**

Darcl House, Plot No. 55 P  
Sector- 44, Institutional Area  
Gurugram, Haryana 122003  
Date: 17.05.2017  
Place: Gurugram (Gurgaon)

By order of the Board of Directors of  
Darcl Logistics Limited  
Sd/-  
(Apoorva Kumar)  
Company Secretary  
FCS 4905

**DARCL LOGISTICS LIMITED**

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

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

Phone: 9015202121, Fax No. - 0124 4034162

**CIN: U60222HR1986PLC068818**

**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, 10<sup>th</sup> June, 2017 at 11:30 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
1	Resolution for alteration in Articles of Association of the Company.		
2	Resolution approving reduction in the time period restriction specified for issue of fresh shares by the Company in lieu of earlier resolution passed by the Board in its meeting held on 20.09.2016		

Signed this.....day of .....2017

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.

**DARCL LOGISTICS LIMITED**

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

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

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 11:30 AM on Saturday, the 10<sup>th</sup> day of June 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

