

CJ Darcl Logistics Limited

(Formerly Darcl Logistics Limited)

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

Email- cs@cjdarcl.com, Website- www.cjdarcl.com

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

CIN- U60222HR1986PLC068818

NOTICE TO THE MEMBERS

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Shareholders of **CJ Darcl Logistics Limited** will be held on Saturday, the 17th day of October, 2020 at 11:30 A.M. at Darcl House, Plot No. 55P, Sector-44, Institutional Area, Gurugram, Haryana 122003 (6th Floor Conference room) or through video conferencing/ other audio video means to transact the following businesses:-

(A) Ordinary business:

1. To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31st 2020 including Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.
2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st 2020 including Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report.
3. To appoint a Director in place of Mr. Krishan Kumar Agarwal (DIN 00151179), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Roshan Lal Agarwal (DIN 00151657), who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Narender Kumar Agarwal (DIN 00052456), who retires by rotation and being eligible, offers himself for re-appointment;

(B) Special business:

6. **To regularize the appointment of Mr. Sang Hyun Yoon (DIN 08791522) as Non- Executive Director 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 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Sang Hyun Yoon, having DIN- 08791522 who was appointed as additional Director on by the Board of Directors w.e.f 27.07.2020 and whose term of office expires at this Annual General Meeting (AGM) be and is hereby appointed as a Director under the category of Non-Executive Director to be rotational Director of the Company for the period of three years with effect from 30.09.2020 upto 36th Annual General Meeting of the Company to be held on or before 30.09.2023 whichever is earlier.”

7. **To re-appoint Mrs. Rajni Gupta (DIN 02135443) as an Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule

IV to the Act, as amended from time to time, Mrs. Rajni Gupta (DIN 02135443), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of three years with effect from 17.09.2020 or upto 36th Annual General Meeting of the Company to be held on or before 30.09.2023 whichever is earlier.”

8. To re-appoint Mr. Do Young Kim (DIN 08204199) as an Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Do Young Kim (DIN 08204199), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of three years with effect from 17.09.2020 or upto 36th Annual General Meeting of the Company to be held on or before 30.09.2023 whichever is earlier.”

9. To change in designation of Mr. Amandeep (DIN 00226905) from Non-Executive Independent Director to Non-Executive Non-Independent Director

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, the designation of Mr. Amandeep (DIN 00226905), be changed from Non-Executive Independent Director to Non-Executive Non-Independent Director for the period of three years with effect from 17.09.2020 or upto 36th Annual General Meeting of the Company to be held on or before 30.09.2023 whichever is earlier.”

RESOLVED FURTHER THAT Mr. Amandeep will be rotational Director and entitled to receive the sitting fees and Commission as per provisions of the Act.”

10. 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 reenactment 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.

15. To carry on parcel or courier businesses by whatever mode including any ancillary business across the country and also globally.

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.”

11. To pass resolution u/s 180(1)(c) of Companies Act, 2013 increasing the Borrowing Power authority of the Board of Directors from Rs. 600 Crore to Rs. 850 Crore.

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at their meeting held on 30.12.2017, 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. 850 Crores (Rupees Eight Hundred and Fifty 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”.

Regd. Office: -

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

Date: 25.09.2020

Place: Gurugram

By order of the Board of Directors of

CJ Darcl Logistics Limited

Sd/-

(Apoorva Kumar)

Company Secretary

FCS-4905

NOTES: - 1 to 17 as under:-

1. In view of the prevailing lock down situation across the country due to outbreak of the Covid-19 pandemic and restrictions on the movements apart from social distancing, MCA vide circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020 read with circular no. 20/2020 dated May 05, 2020, has permitted the Companies to hold their AGM through Video Conferencing/other Audio Visual Means (OAVM) for the year 2020.
2. **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. The Proxy will not be accepted in case the meeting is held through Video conferencing or other audio visual means. However representative as per section 112 & 113 of the Act may be appointed for purpose of attending meeting through VC or OAVM.**
3. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
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
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.

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. This will not be applicable in case meeting is held through VC or OAVM.
10. Notice is available on the website of the Company www.cjdarcl.com
11. Route Map of Venue is attached. However, in case meeting is required to be conducted through VC or OAVM, the same will be of no use.
12. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement will be made available to members through electronic mode whenever asked for.
13. The Company will make available the facility of Video conference for its members to attend the meeting in case not feasible for members to attend the meeting in person to ensure smooth conduct of the meeting scheduled on 17th October, 2020. The facility to join the meeting shall be kept open atleast 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after scheduled time.
14. The poll will be done by casting the vote on resolutions by sending e-mail by the members through their e-mail ids and be mailed at e-mail id cs@cjdarcl.com in case of attending meeting through VC, the designated e-mail address for the same.
15. In terms of Articles of Association of the Company, Meeting will be conducted based on Poll. Mr. Dhananjay Shukla & Associates has been appointed as Scrutinizer for smooth conduct of Poll during the meeting.
16. In case the counting of votes requires time, the meeting can be adjourned and called later to declare the results.
17. Members are requested to send their queries, if any, to the Company Secretary (cs@cjdarcl.com).

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING SCHEDULED ON 17.10.2020. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 6

The Shareholders’ Agreement (SHA) has been entered by the Company with CJ Logistics Corporation (CJL) and other Shareholders of the Company. CJ Logistics Corporation has 50% stake in the Company. As per Articles of Association of the Company subject to Articles 107 (b), 107 (c) and 107 (d), CJL shall have the right to nominate up to four (4) Directors on the Board. CJL will have to appoint 4 Directors on the Board of the Company from their side as per Articles of Association and provisions of SHA, out of which one Director is Executive and other 3 are Non- Executive Directors.

CJL nominated Director Mr. Doseon Yoon, resigned from the post of Director, as CJL communicated there is change in job and responsibilities of the executive, due to which they will not be able to devote sufficient time as Board Member of the Company. The resignations were accepted by the Board of Directors of the Company w.e.f. 27.07.2019.

CJL nominated other member to be appointed as Non- Executive Directors on Board of the Company namely Mr. Sang Hyun Yoon.

The Board of Directors through approval by circulation sheet no. 8 of 2020 dated 27.07.2020 appointed Mr. Sang Hyun Yoon as Additional Directors to be Non-Executive Director.

Further, the Board of Directors in their meeting held on 31.08.2020, recommended the name of Mr. Sang Hyun Yoon (DIN 08791522) to the Shareholders for regularization of their appointment as Non- Executive Director in the Board of the Company for a period of 3 years w.e.f. 30.09.2020 upto 36th Annual General Meeting of the Company to be held on or before 30.09.2023 whichever is earlier.

Thus the Resolutions at Srl.No. 6 is placed for your approval as a special resolution.

Mr. Sang Hyun Yoon is interested in the respective resolution of his appointment. Except him no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 7.

Mrs. Rajni Gupta (DIN 02135443) was appointed as an Independent Director for a period of 2 years w.e.f. 17.09.2018. The first term of Mrs. Rajni Gupta (DIN 02135443), as an Independent Director based on earlier appointment for 2 years was upto 16.09.2020. The Nomination and Remuneration Committee recommended the re-appointment of Mrs. Rajni Gupta as an Independent Director for second term to the Board of Directors through its meeting held on 25.08.2020 effective from 17.09.2020.

Based on the recommendation of the Nomination and Remuneration Committee the Board in its meeting held on 31.08.2020 passed the resolution for re-appointing her for second term for period of 3 years w.e.f. 17.09.2020 or 36th AGM whichever is earlier subject to approval of Shareholders and recommended the re-appointment to the Members of the Company.

Thus item no. 7 is placed for your approval.

Mrs. Rajni Gupta, is interested in this resolution. Except her no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 8.

Mr. Do Young Kim (DIN 08204199) was appointed as an Independent Director for a period of 2 years w.e.f. 17.09.2018. The first term of Mr. Do Young Kim (DIN 08204199), as an Independent Director based on earlier appointment for 2 years was upto 16.09.2020. The Nomination and Remuneration Committee recommended the re-appointment of Mr. Do Young Km as an Independent Director for second term to the Board of Directors through its meeting held on 25.08.2020 effective from 17.09.2020.

Based on the recommendation of the Nomination and Remuneration Committee the Board in its meeting held on 31.08.2020 passed the resolution for re-appointing him for second term for period of 3 years w.e.f. 17.09.2020 or 36th AGM whichever is earlier subject to approval of Shareholders and recommended the re-appointment to the Members of the Company.

Thus item no. 8 is placed for your approval.

Mr. Do Young Kim, is interested in this resolution. Except him no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 9

Mr. Amandeep (DIN-00226905) was appointed as an Independent Director for second term for a period of 3 years w.e.f. 17.09.2018 or 35th AGM of the Company to be held on or before 30.09.2021 whichever is earlier.

Recently he is engaged for Strategic Advisory Services post approval of the Board Members through his Company The Versatile HR Solutions Private Limited under brand The Sherpas. It is proposed to change his designation from Independent Director to Non-Executive Director based on proposed pecuniary transaction with him. He has consented for the same.

His appointment under Non-Executive Category with change in designation is proposed to be from 17.09.2020 for a period of 3 years or upto 36th Annual General Meeting to be held on or before 30.09.2023. The Nomination and Remuneration Committee in its meeting held on 25.08.2020 recommended for changed in designation of Mr. Amandeep from Non-Executive Independent Director to Non- Executive Non-Independent Director, being rotational Director and eligible for sitting fees and Commission based on provisions of Act. Based on the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 31.08.2020 approved subject to approval of Shareholders and recommended to Members for change in designation of Mr. Amandeep as Non-Executive, Non Independent Director for a period of 3 years w.e.f 17.09.2020 or 36th AGM of the Company which ever is earlier .

Thus item no. 9 is placed for your approval.

Mr. Amandeep, is interested in this resolution. Except him no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 10

The Company is entering into new businesses for which object clause of Memorandum of Association of the Company requires amendment. Presently the parcel or courier business is being explored, for new line of activity object clause of MOA needs alteration. Keeping in view the expansion plan of the Company the Board of Directors in their meeting held on 24.09.2020 approved subject to approval of Shareholders the addition of new object clause in Clause III of the Memorandum of Association for parcel business activities.

Thus item no. 10 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. 11

The Shareholders of the Company had passed Resolution on 30th December, 2017 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. 600 crore (Rupees Six Hundred Crore Only) 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. 600 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 31.08.2020 has recommended to increase the current Borrowing Power limit from Rs. 600 Crore to Rs. 850 Crore (Rupees Eight Hundred and Fifty Crores) and pass the Resolution as Special Resolution.

Hence, the Special Resolution at Item No. 11 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.

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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 33rd Annual General Meeting of the Company to be held on Saturday, 17th October, 2020 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
Ordinary Business			
1	Adoption of Standalone Financial Statements for the year ended 31 st March, 2020		
2	Adoption of Consolidated Financial Statements for the year ended 31 st March, 2020.		
3	Re-appointment of Mr. Krishan Kumar Agarwal as Chairman and Managing Director.		
4	Re-appointment of Mr. Roshan Lal Agarwal as Joint Managing Director.		
5	Re-appointment of Mr. Narender Kumar Agarwal as Joint Managing Director.		
6	Regularize the appointment of Mr. Sang Hyun Yoon as Non-Executive Director.		
7	Re-appointment of Mrs. Rajni Gupta as an Independent Director.		
8	Re-appointment of Mr. Do Young Kim as an Independent Director.		
9	Change in Designation of Mr. Amandeep from Non-Executive Independent Director to Non-Executive Non-Independent Director.		
10	Alteration in Memorandum of Association of the Company.		
11	Increase the Borrowing Power of the Company from Rs. 600 crore to Rs. 850 crore		

Signed this.....day of2020

Signature of shareholder.....

Affix Revenue Stamp not less than Rs. 1

Signature or Proxy holder(s)

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. 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.
3. Please complete all details including details of member(s) in above box before submission.

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<u>ATTENDANCE SLIP</u>

Folio No: _____

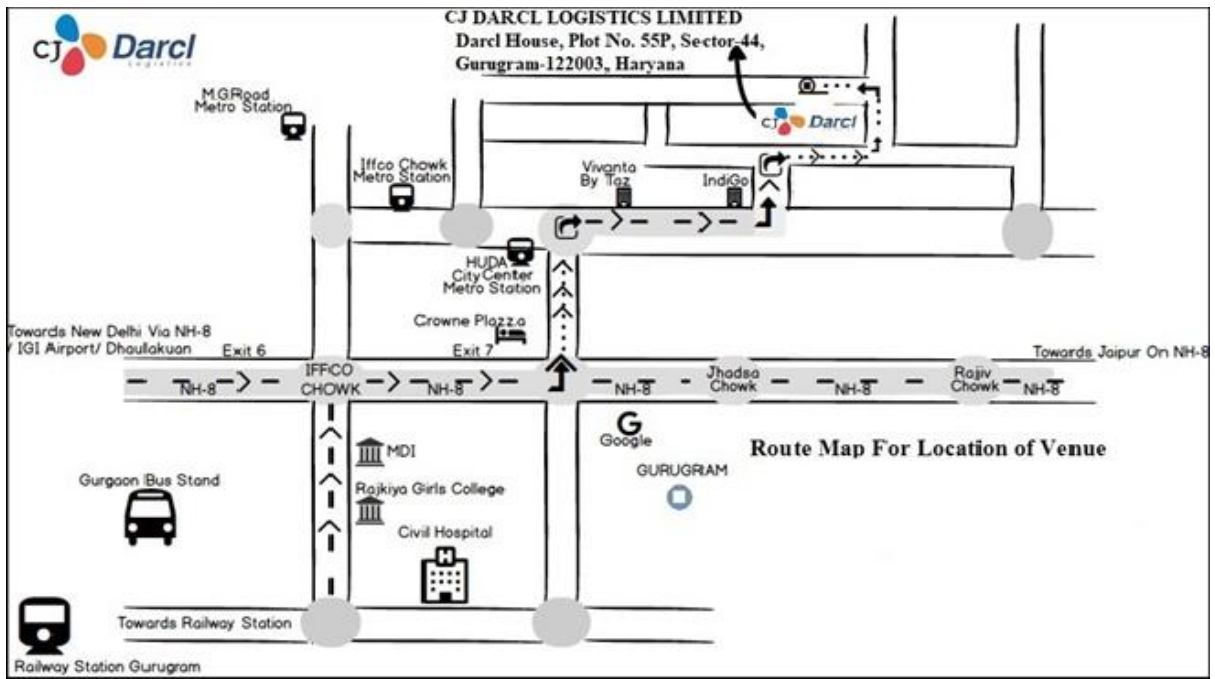
I hereby record my presence at the 33rd Annual General Meeting of the Company held at 11:30 AM on Saturday, the 17th day of October, 2020 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

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 OF THE MEETING PLACE.

**ROUTE MAP FOR LOCATION OF VENUE FOR THE ANNUAL GENERAL MEETING
OF THE COMPANY:- CJ DARCL LOGISTICS LIMITED**



NAME OF THE COMPANY	CJ DARCL LOGISTICS LIMITED (U60222HR1986PLC068818)
MEETING VENUE	DARCL HOUSE, 55P, 6 TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA, PINCODE-122003
DATE OF THE MEETING	17.10.2020 (SATURDAY)
TIME OF THE MEETING	11:30 AM
LINK TO REACH	https://www.google.com/maps/place/CJ+Darcl+Logistics+Ltd./@28.4528015,77.0698358,15z/data=!4m5!3m4!1s0x0:0x2ef9ca181b7f906d!8m2!3d28.4528015!4d77.0698358