

CJ 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

REVISED 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 Thursday, the 30th day of April, 2020 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 pass resolution for re-appointment and approving the increase in remuneration of Mr. Krishan Kumar Agarwal, the Chairman and Managing 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 in modification of the earlier resolution passed by the Members at their meeting held on 10.08.2017, approval of the Members be and is hereby accorded pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules, Articles of Association and erstwhile Companies Act 1956 for re-appointment of Mr. Krishan Kumar Agarwal (DIN 00151179) as Chairman and Managing Director for further period of three years i.e. from 01.04.2020 to 31.03.2023 and approval be and is hereby accorded for release of increased Fixed remuneration of Rs. 2,31,03,328/- per annum (Rs. 19,25,277/- per month) w.e.f. 01.04.2020 paid/payable with yearly increment of 6% or as approved by the Board of Directors from time to time to Mr. Krishan Kumar Agarwal, (DIN 00151179) Chairman and Managing Director of the Company, as recommended by the Nomination and Remuneration Committee at their meeting held on 29th February, 2020 and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to above fixed remuneration, Mr. Krishan Kumar Agarwal shall also be entitled to amount of Rs. 2,00,00,000/- (Rupees Two Crore) during period of 3 years w.e.f. 01.04.2020 to be released in two tranches of Rs. 1,00,00,000/- (Rupees One Crore) each as retention bonus.

RESOLVED FURTHER THAT in addition to the above, Mr. Krishan Kumar Agarwal, Chairman and Managing Director shall also remain entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the above said remuneration shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013 for a period not exceeding three (3) years. However, he will not be paid any fee for attending the meetings of Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve and release the retention bonus and other payments within the approved limit as and when required.

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

2. **To pass resolution for re-appointment and approving the increase in remuneration of Mr. Darshan Kumar Aggarwal, Joint Managing 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 in modification of the earlier resolution passed by the Members at their meeting held on 10.08.2017, approval of the Members be and is hereby accorded pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules, Articles of Association and erstwhile Companies Act 1956 for re-appointment of Mr. Darshan Kumar Aggarwal (DIN 00151560) as Joint Managing Director for further period of three years i.e. from 01.04.2020 to 31.03.2023 and approval be and is hereby accorded for release of increased Fixed

remuneration of Rs. 1,84,82,663/- per annum (Rs. 15,40,222/- per month) w.e.f. 01.04.2020 paid/payable with yearly increment of 6% or as approved by the Board of Directors from time to time paid/payable to Mr. Darshan Kumar Aggarwal, (DIN 00151560) Joint Managing Director of the Company, as recommended by the Nomination and Remuneration Committee at their meeting held on 29th February, 2020 and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to above fixed remuneration, Mr. Darshan Kumar Aggarwal shall also be entitled to amount of Rs. 2,00,00,000/- (Rupees Two Crore) during period of 3 years w.e.f. 01.04.2020 to be released in two tranches of Rs. 1,00,00,000/- (Rupees One Crore) each as retention bonus.

RESOLVED FURTHER THAT in addition to the above, Mr. Darshan Kumar Aggarwal, Joint Managing Director shall also remain entitled to the Car with chauffeur for the purpose of Company's business as per Car Policy of the Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the above said remuneration shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013 for a period not exceeding three (3) years. However, he will not be paid any fee for attending the meetings of Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve and release the retention bonus and other payments within the approved limit as and when required.

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

3. To pass resolution for re-appointment and approving the increase in remuneration of Mr. Roshan Lal Aggarwal, Joint Managing 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** in modification of the earlier resolution passed by the Members at their meeting held on 10.08.2017, approval of the Members be and is hereby accorded pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules, Articles of Association and erstwhile Companies Act 1956 for re-appointment of Mr. Roshan Lal Aggarwal (DIN 00151657) as Joint Managing Director for further period of three years i.e. from 01.04.2020 to 31.03.2023 and approval be and is hereby accorded for release of increased Fixed remuneration of Rs. 1,84,82,663/- per annum (Rs. 15,40,222/- per month) w.e.f. 01.04.2020 paid/payable with yearly increment of 6% or as approved by the Board of Directors time to time paid/payable to Mr. Roshan Lal Aggarwal, (DIN 00151657) Joint Managing Director of the Company, as recommended by the Nomination and Remuneration Committee at their meeting held on 29th February, 2020 and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to above fixed remuneration, Mr. Roshan Lal Aggarwal shall also be entitled to amount of Rs. 2,00,00,000/- (Rupees Two Crore) during period of 3 years w.e.f. 01.04.2020 to be released in two tranches of Rs. 1,00,00,000/- (Rupees One Crore) each as retention bonus.

RESOLVED FURTHER THAT in addition to the above, Mr. Roshan Lal Aggarwal, Joint Managing Director shall also remain entitled to the Car with chauffeur for the purpose of Company's business as per Car Policy of the Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the above said remuneration shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013 for a period not exceeding three (3) years. However, he will not be paid any fee for attending the meetings of Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve and release the retention bonus and other payments within the approved limit as and when required.

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

4. To pass resolution for re-appointment and approving the increase in remuneration of Mr. Narender Kumar Agarwal, Joint Managing 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 in modification of the earlier resolution passed by the Members at their meeting held on 10.08.2017, approval of the Members be and is hereby accorded pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules, Articles of Association and erstwhile Companies Act 1956 for re-appointment of Mr. Narender Kumar Agarwal (DIN 00052456) as Joint Managing Director for further period of three years i.e. from 01.04.2020 to 31.03.2023 and approval be and is hereby accorded for release of increased Fixed remuneration of Rs. 1,84,82,663/- per annum (Rs. 15,40,222/- per month) w.e.f. 01.04.2020 paid/payable with yearly increment of 6% or as approved by the Board of Directors time to time paid/payable to Mr. Narender Kumar Agarwal, (DIN 00052456) Joint Managing Director of the Company, as recommended by the Nomination and Remuneration Committee at their meeting held on 29th February, 202 and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to above fixed remuneration, Mr. Narender Kumar Agarwal shall also be entitled to amount of Rs. 2,00,00,000/- (Rupees Two Crore) during period of 3 years w.e.f. 01.04.2020 to be released in two tranches of Rs. 1,00,00,000/- (Rupees One Crore) each as retention bonus.

RESOLVED FURTHER THAT in addition to the above, Mr. Narender Kumar Agarwal, Joint Managing Director shall also remain entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the above said remuneration shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013 for a period not exceeding three (3) years. However, he will not be paid any fee for attending the meetings of Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve and release the retention bonus and other payments within the approved limit as and when required.

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

5. To re- appoint Mr. Hyoung Gun Kang (Benny Kang) as Executive Director (Whole-time 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 approval of the Members be and is hereby accorded pursuant to the provisions of section 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and erstwhile Companies Act 1956 for re-appointment of Mr. Hyoung Gun Kang (also known as Mr. Benny Kang) (DIN 07875012) as Executive Director for further period of three years i.e. from 10.08.2020 to 09.08.2023 availing current fixed remuneration of Rs. 1,43,90,520/- (Rs. 11,99,210 per month) and the Board of Directors is hereby empowered to approve increase in fixed remuneration based on annual performance and also based on recommendation of CJ Logistics Corporation during current period as well as for upcoming 3 years i.e. from 10.08.2020 to 09.08.2023.

RESOLVED FURTHER THAT Mr. Hyoung Gun Kang having been working in India as Foreign Expat of CJ Logistics Corporation having head quarter at South Korea, the re-appointment is subject to timely renewal of Work Visa renewal as per prevailing laws in India and South Korea.

RESOLVED FURTHER THAT in addition to the above fixed remuneration, Mr. Hyoung Gun Kang shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to annual performance review and recommendation of CJ Logistics Corporation.

RESOLVED FURTHER THAT in addition to the above, Mr. Hyoung Gun Kang (Benny Kang) shall also remain entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the

Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the remuneration, in terms of the employment agreement executed by and between the Company and him, shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013 for a period not exceeding three (3) years.

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

6. To pass resolution approving the increase in remuneration of Mr. Puneet Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mr. Puneet Agarwal, who is son of Mr. Krishan Kumar Agarwal, Chairman and Managing Director and holding the office of President (IT & Strategy) in the Company be and is hereby increased to Rs. 1,10,89,598/- per annum (Rs. 9,24,133/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above fixed remuneration, Mr. Puneet Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Puneet Agarwal, President is also entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

7. To pass resolution approving the increase in remuneration of Mrs. Mahima Agarwal, Vice President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mrs. Mahima Agarwal, who is Daughter in law of Mr. Krishan Kumar Agarwal, Chairman and Managing Director and holding the office of Vice President (HR) in the Company be and is hereby increased to Rs. 53,90,777/- per annum (Rs. 4,49,231/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mrs. Mahima Agarwal shall also be entitled to the incentive to be paid based on approval of the Board pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mrs. Mahima Agarwal, VP is also entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

8. To pass resolution approving the increase in remuneration of Mr. Vineet Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mr. Vineet Agarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby increased to Rs. 98,57,420/- per annum (Rs. 8,21,451/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mr. Vineet Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Vineet Agarwal, President is also entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

9. To pass resolution approving the increase in remuneration of Mr. Nitesh Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mr. Nitesh Agarwal, who is Son of Mr. Roshan Lal Agarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby increased to Rs. 98,57,420/- per annum (Rs. 8,21,451/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitesh Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitesh Agarwal, President is also entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

10. To pass resolution approving the increase in remuneration of Mr. Nitin Agarwal, Vice President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mr. Nitin 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 increased to Rs. 80,09,154/- per annum (Rs. 6,67,429/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitin Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitin Agarwal, VP is also entitled to the Car with chauffer for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

11. To pass resolution approving the increase in remuneration of Mr. Nikhil Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), 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 fixed remuneration of Mr. Nikhil Agarwal, who is Son of Mr. Narender Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby increased to Rs. 80,09,154/- per annum (Rs. 6,67,429/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mr. Nikhil Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nikhil Agarwal, President is also entitled to the Car with chauffer for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

12. To pass resolution approving the increase in remuneration of Mr. Ishant Agarwal, Vice President of the company.

"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 fixed remuneration of Mr. Ishant Agarwal, who is Son of Mr. Roshan Lal Agarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby increased to Rs. 66,62,776/- per annum (Rs. 5,55,231/- per month) w.e.f. April 01, 2020, with annual increment of 6% or as approved by the Board from time to time with further review on close of 5 Years i.e. after 31.03.2025, as recommended and approved by the Board of Directors at their meeting held on 06.03.2020.

RESOLVED FURTHER THAT in addition to the above, Mr. Ishant Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Ishant Agarwal, VP is also entitled to the Car with chauffer for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

13. To pass resolution for payment of Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2020-21.

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 be paid to and distributed amongst the Non-executive directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for F.Y 2020-21 and for the period upto Annual General Meeting to be held on or before 30.09.2021 in F.Y. 2021-22 as may be decided by the Board.”

“**RESOLVED FURTHER THAT** the above remuneration by way of Commission shall be 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 may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

Regd. Office: -

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

Date: 28.03.2020
Place: Gurugram (Gurgaon)

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

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. 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@cjdarcl.com).
10. Notice is available on the website of the Company www.cjdarcl.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.
13. 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.
14. This Notice is revised Notice which is being issued as meeting as previously scheduled on 30.03.2020 (Monday) is not possible due to present epidemic of Covid- 19 in the country wherein there is complete lockdown due to corona virus disease. As per Article No. 88 of Articles of Association of the Company, the voting at General Meeting shall only be by way of poll. As poll is not possible through virtual means like video or audio conference during the lockdown period, the Extra Ordinary General meeting (EGM) scheduled on 30.03.2020 is not feasible to be held. While current lockdown is upto midnight of 14th April, 2020, keeping 15 days extra cushion in view of unavoidable circumstances, the Board of Directors has passed resolution according approval vide Circulation Sheet No.2 of 2020 dated 28.03.2020 to reschedule the EGM for 30th April, 2020.
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CJ DARCL LOGISTICS LIMITED

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

Email: cs@cjdarcl.com ; Website: www.cjdarcl.com

Phone: 9015202121, Fax No. - 0124 4034162

CIN: U60222HR1986PLC068818

ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 30.04.2020.

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

Item No. 1 to 5

Remuneration of Mr. Krishan Kumar Agarwal, Chairman & Managing Director (CMD) and 3 Joint Managing Directors of the Company namely Mr. Darshan Kumar Aggarwal, Mr. Roshan Lal Aggarwal and Mr. Narender Kumar Agarwal was commercial agreed and decided as per the Shareholders’ Agreement executed on 5th June, 2017 for a period of 8 years w.e.f. 01.04.2017 and out of which 3 years are being completed on 31.03.2020. As per provisions of Companies Act, 2013 the Managerial Personnel can be appointed for a period of 5 years at a time. However, Company by virtue of Shareholders Agreement has decided to re-appoint at a time for 3 years period. The last appointment was w.e.f. 01.04.2017 for 3 years i.e. 31.03.2020 and thus re-appointment is due effective 01.04.2020 and thus re-appointment is proposed for further period of 3 years.

Mr. Hyoung Gun Kang, is Executive Director (Whole-time Director) of the Company has been appointed on behalf of CJ Logistics Corporation in terms of Shareholders’ Agreement. The term of appointment was upto 3 years w.e.f. 10.08.2017 with remuneration as per employment agreement. His tenure is due for re-appointment w.e.f. 10.08.2020. Company by virtue of Shareholders Agreement has decided to re-appoint at a time for 3 years period and thus re-appointment is proposed for further period of 3 years.

In terms of Shareholders agreement, fixed remuneration in respect of CMD and 3 JMD’s have been agreed to be increased every year with increase of 6% from last year remuneration. In respect of Hyoung Gun Kang, increase in remuneration is approved based on annual performance review by the Board of Directors and based on recommendation by CJ Logistics Corporation being Foreign Expat of CJ Logistics Corporation.

Accordingly, the remuneration of Chairman & Managing Director and Joint Managing Directors is to be increased as under w.e.f. 01.04.2020:-

Name of Directors	Designation	Qualification	Proposed Fixed Remuneration per annum w.e.f. April 01, 2020
Mr. Krishan Kumar Agarwal	Chairman & Managing Director	B.Com.	23103328
Mr. Darshan Kumar Agarwal	Joint Managing Director	Undergraduate	18482663
Mr. Roshan Lal Agarwal	Joint Managing Director	Undergraduate	18482663
Mr. Narender Kumar Agarwal	Joint Managing Director	B.Com.	18482663
Mr. Hyoung Gun Kang*	Executive Director	Physical optics	As approved by the Board of Directors

* Currently drawing fixed remuneration of Rs. 1,43,90,520/- (Rs. 11,99,210 per month) and increment is due effective 01.03.2020 or from the date as approved by the Board of Directors. He is also entitled for annual incentive in addition to fixed remuneration.

In addition to fixed remuneration, the CMD and JMD’s are also entitled for Retention bonus of Rs. 2,00,00,000/- (Rupees Two Crore) each during period of 3 years w.e.f. 01.04.2020 to be released in two tranches of Rs. 1,00,00,000/- (Rupees One Crore) each as stated in the Resolution. All above Directors are also entitled to the Car with chauffeur for the purpose of Company’s business as per Car Policy of the Company amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

Based on recommendation of NRC in its meeting held on 29.02.2020, the Board in its meeting held on 06.03.2020 approved the above remuneration for CMD, JMD’s and Executive Director.

The re-appointment of all above 5 Directors is as per Schedule V of the Companies Act and overall remuneration is beyond permissible limit and therefore Special Resolution has been proposed due to inadequate profit as prescribed under Schedule V details of which are given here under in terms of sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V as per clause (IV).

Details required as per schedule V of the Companies Act, 2013 are as under:-

Information required as per sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V as per clause (IV) above is as under:-

I. GENERAL INFORMATION:

1. **Nature of industry:** The Company is engaged in the business of carriage of goods by road, rail and therefore, belongs to the Transport and Logistics Industry.
2. **Date or expected date of commencement of commercial production:** Company commenced its business after the incorporation in the year 1986 and has been carrying the business operation for over 28 years.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable since the Company is not a new Company.
4. **Financial performance based on given indicators**
 - a. Your Company has achieved Turnover of Rs. 2261.32 Crore with PBT of Rs.52.37 Crore during the F.Y. 2018-19 and is expecting to grow both in terms of Top line and Bottom line. Company is expecting annual growth in Topline in the range of 12% to 15% with bottom line growth in range of 15% to 20%.
5. **Foreign investments or collaborations, if any.**
 - a. Company has one wholly owned subsidiary in Nepal.

II. INFORMATION ABOUT THE APPOINTEES:

(1) Background details

(A) Mr. Krishan Kumar Agarwal, Chairman and Managing Director

Mr. Krishan Kumar Agarwal has been associated with the Company since incorporation as promoter-director and has been instrumental in the long-term vision, strategy and growth of the Company. He is a commerce graduate and is having over four (4) decades of rich and diversified experience in the transport and logistics industry. He also holds the following position:-

- a. Chairman and Managing Director in Transrail Logistics Limited
- b. Directorship in Daffodil Software Private Limited;
- c. Directorship in Daffodil Software Services Limited;
- d. Directorship in PHD Chamber of Commerce and Industry
- e. Patron, Shree Agarsain Vaisnav Goushala Agroha,Hisar,Haryana,India
- f. Member of Executive Committee of Agroha Vikas Trust,Hisar,Haryana,India
- g. Vice President & Member, Governing Counselling Committee, Maharaja Agarsain Medical Education & Scientific Research Society,Agroha,Hisar,Haryana,India

He also holds directorship in another Subsidiary Company namely DARCL Logistics Nepal Pvt. Ltd.

(B) Mr. Darshan Kumar Aggarwal, Joint Managing Director

Mr. Darshan Kumar Aggarwal has been associated with the Company since incorporation as promoter-director and has been instrumental in the long-term vision, strategy and growth of the Company. He has hands on experience of over four (4) decades in transport and logistics industry. He also holds directorship in another Subsidiary Company namely DARCL Logistics Nepal Pvt. Ltd.

(C) Mr. Roshan Lal Aggarwal, Joint Managing Director

Mr. Roshan Lal Aggarwal has been associated with the Company since incorporation as promoter-director and has been instrumental in the long-term vision, strategy and growth of the Company. He has hands on experience of over four (4) decades in transport and logistics industry. He also holds directorship of Transrail Logistics Limited, Subsidiary Company. He also holds directorship in another Subsidiary Company namely DARCL Logistics Nepal Pvt. Ltd.

(D) Mr. Narender Kumar Agarwal, Joint Managing Director

Mr. Narender Kumar Agarwal has been associated with the Company since incorporation as promoter-director and has been instrumental in the long-term vision, strategy and growth of the Company. He is a commerce graduate and is having nearly four (4) decades of experience in transport and logistics industry. He also holds Directorship in Transrail Logistics Limited, Subsidiary Company. He also holds directorship in another Subsidiary Company namely DARCL Logistics Nepal Pvt. Ltd.

(E) Mr. Hyoung Gun Kang, Executive Director

Mr. Hyoun Gun Kang is nominated by CJ Logistics Corporation based on Shareholders' Agreement executed between the Company, CJ Logistics and other Shareholders of the Company. He is designated as Deputy CEO of the Company. He is involved in all top business decisions and looks after the new vertical development in the Company along with exposure with new customers.

(2) Past Remuneration

Sr. No	Name	Designation	Existing Fixed Remuneration per annum (Rounded in Lacs)
1	Mr. Krishan Kumar Agarwal	Chairman & Managing Director	218
2	Mr. Darshan Kumar Aggarwal	Joint Managing Director	174
3	Mr. Roshan Lal Aggarwal	Joint Managing Director	174
4	Mr. Narender Kumar Agarwal	Joint Managing Director	174
5	Mr. Hyoung Gun Kang	Executive Director	143
		Total	983

Note:- CMD and JMD's have been allowed amount of Rs. 5 Crore (Rs. 1.25 Crore each) during the F.Y. 2019-20 in addition to above fixed remuneration. Similarly, Mr. Hyoung Gun Kang has been allowed Incentive in addition to the above fixed remuneration.

(3) Recognition or awards

Sr. No	Name	Designation	Recognition or Award
1	Mr. Krishan Kumar Agarwal	Chairman & Managing Director	Karmyogi Award, Udyog Rattan Award
2	Mr. Darshan Kumar Aggarwal	Joint Managing Director	Recognition by the Customers on behalf of Company
3	Mr. Roshan Lal Aggarwal	Joint Managing Director	Recognition by the Customers on behalf of Company
4	Mr. Narender Kumar Agarwal	Joint Managing Director	Recognition by the Customers on behalf of Company

(4) Job profile and his suitability

Sr. No	Name	Job Profile
1	Mr. Krishan Kumar Agarwal	Responsible to Board of Directors, shareholders and stakeholders. Focus on wealth maximization of stake holders, ensuring Corporate Governance, corporate social responsibility, for ensuring sustained growth of the organization in various areas identified and the values it stands for. Offer vision and growth in the midst of challenges creating brand equity for the organization. Stakeholders would include but not limited to Shareholders, Employees, customers, financial institution, Banks and investor(s) community, society, and Nation at large. Role is of a Mentor, visionary, in driving seat of the company the position to which the entire stake holders looks forward to vision sharing, taking the company to higher platform for growth/profitable opportunities after identifying the potentials.
2	Mr. Darshan Kumar Aggarwal	Optimum utilization of Company fleet; Augmenting fleet strategically; leveraging our fleet strength market; advising other zones in operation of fleet as and when sought for by other business units; customer satisfaction; Improve quality of revenue by understanding customer needs and differentiating ourselves accordingly. Advise management for make or buy decision hire vs. own model keeping vehicle population PAN INDIA and route traffic. Currently, he is controlling and managing the affairs of West BU (Business Unit) of the Company.

3	Mr. Roshan Lal Aggarwal	Resolving customer's problem with practical approach. Has penchant for Public relations and interface with Industry Associations. Interfacing relationship with Vendors (Truck / tank lorries/ trailers/hydraulic axle suppliers; innovative solutions, besides overseeing business unit, fleet responsibilities under the zone to ensure it is run profitably. Improve quality of revenue by understanding customer needs and differentiating ourselves accordingly. Currently, he is controlling and managing the affairs of East BU of the Company.
4	Mr. Narender Kumar Agarwal	Contributed in the establishment of systems and procedures at Head Office after executing business operations in the start of company operations in North East. Later South BU business operations starting from scratch to today's enviable position in southern sector. Direction control, Monitoring, Supervision, at corporate level- healthy productive interaction with professionals at corporate level for result oriented action,- advisory support to corporate cell (company affairs) and responsibility of getting the accounts and financial statements (P&L/BS/ Audited reports). Improve quality of revenue by understanding customer needs and differentiating ourselves accordingly. Currently, he is controlling and managing the affairs of South BU of the Company. Also looks after corporate Accounts, Receivable review, Vertical performance review.
5	Mr. Hyoung Gun Kang	Being Dy. CEO in the Company, he looks after as an overview of entire business performance based on Executive Committee and Management Meeting review which takes place almost every month. He is also instrumental for business growth of various Verticals of the Company other than Full Truck load business based on Synergy Master plan. He is also instrumental for augmentation of new Korean customers based on networking through CJ Logistics headquarter and other global CJ group companies.

(5) Remuneration proposed

(Figures in INR)

Directors	Designation	Existing Remuneration per annum	Fixed per	Proposed Remuneration per annum w.e.f. April 01, 2020
Mr. Krishan Kumar Agarwal	Chairman & Managing Director	2,17,95,593		2,31,03,328
Mr. Darshan Kumar Agarwal	Joint Managing Director	1,74,36,474		1,84,82,663
Mr. Roshan Lal Agarwal	Joint Managing Director	1,74,36,474		1,84,82,663
Mr. Narender Kumar Agarwal	Joint Managing Director	1,74,36,474		1,84,82,663
Mr. Hyoung Gun Kang	Executive Director	1,43,90,520		As approved by the Board of Directors

* In addition to the above, the above said directors were also approved the Car with chauffeur for the purpose of Company's business as per Car Policy of the Company amended from time to time. Additionally, other retention bonus and other receipt is payable.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Based on the commercial diligence and other aspects of the transaction the parties agreed to the proposed remuneration amount.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Managing Directors/ Joint Managing Directors have no pecuniary relationship with the Company except to the extent of their remuneration and shareholding in the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

There is intensive competition being faced by the Company particularly from tech enabled startup companies due to which Company is not able to command handsome margin despite long term business relationship as Customer always looks for cost reduction. There is slowdown in the Economy and many companies are being referred through

insolvency proceedings thereby delay in collection of receivable amount resulting tightening of working capital fund and loosing to participate new business opportunities.

(2) Steps taken or proposed to be taken for improvement

- Review on Exception Report through SAP and control the expenses.
- More focus on realization of outstanding.
- Pursue High Margin Contracts.
- Tapping new Customer and enlarging business of existing customer.
- Emphasis on Value-added services.
- Ensure Reverse line business.
- Harness the wide distribution network and
- Reduction in intermediation cost through vendor development.
- Risk mitigation by way of taking credit insurance policy.

(3) Expected increase in productivity and profits in measurable terms

Target has been taken to increase the PBT from existing Rs. 52 Crore to nearly Rs. 71Crores and it is expected to achieve the target. It is expected that with the aforesaid steps, Company can achieve PBT target during the current financial year and it should grow further in subsequent years. Company is eyeing on increasing profitability by way of increase in Turnover.

Terms and conditions as set out above may be treated as an abstract of the terms of appointment of the above said Whole-time Directors pursuant to Section 190 of the Companies Act, 2013.

IV. Disclosures:

The following disclosures are required to be mentioned in the Board of Director's report under the heading "Corporate Governance", by the Listed Companies. As your Company is unlisted, it is not applicable. However, brief update is as under:—

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;--Already explained above.

(ii) details of fixed component and performance linked incentives along with the performance criteria;--- Already explained above.

(iii) service contracts, notice period, severance fees;-Fixed contract. All four are rotational Directors. There is no Notice period nor severance fees being Promoter Directors.

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.---Not Applicable.

Thus item at S. No. 1 to 5 is placed for your approval

None of the directors/ KMP or their relatives, except Mr. Krishan Kumar Agarwal, Mr. Darshan Kumar Agarwal, Mr. Roshan Lal Agarwal and Mr. Narender Kumar Agarwal, are in any way, concerned or interested in the said resolution. The relative of interested Directors are also deemed to be interested to the extent of remuneration received/receivable by the Directors.

Item No. 6 to 12

As per the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders the following relatives of Promoters were identified as Key Promoter Employees. As per the agreement the remuneration was fixed w.e.f. 01.04.2017 to be fixed as the base salary, on the basis of which further annual increase of 6% per annum will be made effective to them based on the terms of the agreement for a period which is the earlier of: (i) 8 years from the Closing Date, or (ii) consummation of the Qualified IPO, and all increments thereafter shall be based on the annual consumer price index published by the Ministry of Statistics and Programme Implementation and shall be determined by the Board.

The same was approved by the Nomination and remuneration Committee in its meeting held on 20.06.2017 and Board and Shareholders in meeting dated 10.08.2017. Basis which, the 6% remuneration is being increased every year. Board of Directors decided to review and accordingly recommended in the meeting held on 06.03.2020 to the Shareholders for approval of increase in remuneration @6% p.a. for a period of next 5 years i.e. upto 31.03.2025.

The following remuneration has been proposed for the Key promoter Employees w.e.f. 01.04.2020 to be increased further @ 6% every year based upon last year salary:-

Name	Designation	Total fixed salary per annum proposed w.e.f. 01.04.2020 in INR
Mrs. Mahima Agarwal	VP	5390777
Mr. Puneet Agarwal	President	11089598
Mr. Vineet Agarwal	President	9857420
Mr. Nitesh Agarwal	President	9857420
Mr. Nitin Agarwal	VP	8009154
Mr. Nikhil Agarwal	President	8009154
Mr. Ishant Agarwal	VP	6662776

The Board in its meeting held on 06.03.2020 approved the proposed remuneration subject to the approval of Shareholders.

Thus item at S.No. 6 to 12 is placed for your approval.

None of the directors/ KMP or their relatives, except Mr. Krishan Kumar Agarwal, Mr. Darshan Kumar Aggarwal, Mr. Roshan Lal Aggarwal and Mr. Narender Kumar Agarwal, are in any way, concerned or interested in the said resolution. The interested Directors are interested to the extent of remuneration of their son or daughter in law.

Item No. 13

The members of the Company at their Extra Ordinary General Meeting held on May 03, 2019 approved by way of a Special Resolution under Section 197 of the Companies Act, 2013, the payment of remuneration by way of commission to the Non-executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act 2013 for payment by way of Commission for the F.Y. 2019-20. Pursuant to Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 and taking into account the roles and responsibilities of the Non-Executive Directors, and their tenure of appointment it is proposed that the Non-executive directors be paid for F.Y. 2020-21 and for the period upto Annual General Meeting to be held on or before 30.09.2021 in F.Y. 2020-22 as may be decided by the Board, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The Board of Directors has approved the same subject to approval of shareholders in their meeting held on 06.03.2020. This remuneration is proposed to be distributed amongst all or some of the Non-executive Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be paid quarterly and in addition to fee payable to the Non-executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

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. 13 of the Notice.

All the Independent Directors of the Company will be treated as 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, Non-Executive 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: 28.03.2020
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

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

Email: cs@cjdarcl.com ; Website: www.cjdarcl.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 Thursday, 30th April 2020 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
1	To pass resolution for re-appointment and approving the increase in remuneration of Mr. Krishan Kumar Agarwal, the Chairman and Managing Director of the company.		
2	To pass resolution for re-appointment and approving the increase in remuneration of Mr. Darshan Kumar Aggarwal, Joint Managing Director of the company.		
3	To pass resolution for re-appointment and approving the increase in remuneration of Mr. Roshan Lal Aggarwal, Joint Managing Director of the company.		
4	To pass resolution for re-appointment and approving the increase in remuneration of Mr. Narender Kumar Agarwal, Joint Managing Director of the company.		
5	To re- appoint Mr. Hyoung Gun Kang (Benny Kang) as Executive Director (Whole-time Director) of the Company.		
6	To pass resolution approving the increase in remuneration of Mr. Puneet Agarwal, President of the company.		
7	To pass resolution approving the increase in remuneration of Mrs. Mahima Agarwal, Vice President of the company.		
8	To pass resolution approving the increase in remuneration of Mr Vineet Agarwal, President of the company.		
9	To pass resolution approving the increase in remuneration of Mr. Nitesh Agarwal, President of the company.		
10	To pass resolution approving the increase in remuneration of Mr. Nitin Agarwal, Vice President of the company.		
11	To pass resolution approving the increase in remuneration of Mr. Nikhi, Agarwal, President of the company.		
12	To pass resolution approving the increase in remuneration of Mr. Ishant Agarwal, Vice President of the company.		
13	To pass resolution for payment of Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2020-21.		

Signed this.....day of2020

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.

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: 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 Thursday, the 30th day of April 2020 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