

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

NOTICE TO THE MEMBERS

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Shareholders of **CJ Darcl Logistics Limited** will be held on Monday, the 5th day of September, 2022 at 12:00 Noon 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 2022 including Balance Sheet as at 31st March, 2022 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 2022 including Balance Sheet as at 31st March, 2021 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. **Appointment of Mr. Han Mae Lee (DIN 09566320) as Non- Executive Director of the Company.**
To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of section 152, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and the Articles of Association of the Company, Mr. Han Mae Lee, having DIN- 09566320 who was appointed as additional Director on by the Board of Directors w.e.f 12.04.2022 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 05.09.2022 or upto 38th Annual General Meeting of the Company to be held on or before 30.09.2025 whichever is earlier.”

7. **Appointment of Mr. Young Ho Ko (DIN 09629467) as Executive Director of the Company.**
To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of section 152, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and the Articles of Association of the Company, Mr. Young Ho Ko, having

DIN- 09629467 who was appointed as additional Director on by the Board of Directors w.e.f 06.06.2022 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 05.09.2022 or upto 38th Annual General Meeting of the Company to be held on or before 30.09.2025 whichever is earlier.”

8. Passing resolution for payment of Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2022-23.

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), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 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 2022-23 and for the period upto Annual General Meeting to be held on or before 30.09.2023 in F.Y. 2023-24 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.”

9. Appointment of Mr. Wonchan Lee (DIN- 09691345) as an Independent Director under category of Non-Executive 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 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, Mr. Wonchan Lee (DIN- 09691345) be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the “Board” or “Board of Directors”), who shall hold office for a term of three years commenced on 11th August, 2022 or upto the Annual General Meeting of the Company to be held in year 2025, whichever is earlier and not be liable to retire by rotation. Mr. Wonchan Lee (DIN- 09691345) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman and Managing Director, Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Wonchan Lee, as an Independent Director of the Company.”

10. Re-appointment of Mr. Sachchida Nand Agrawal (DIN- 08194608) as an Independent Director under category of Non-Executive 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 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, Mr. Sachchida Nand Agrawal (DIN- 08194608) be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company (the “Board” or “Board of Directors”), for second term who shall hold office for a term of three years commenced on 19th October, 2022 or upto the Annual General Meeting of the Company to be held in year 2025, whichever is earlier and not be liable to retire by rotation. Mr. Sachchida Nand Agrawal (DIN- 08194608) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman and Managing Director, Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Wonchan Lee, as an Independent Director of the Company.”

Regd. Office: -

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

Date: 13.08.2022
Place: Gurugram

By order of the Board of Directors of

CJ Darcl Logistics Limited

Sd/-
(Aarti Bhargava)
Joint Company Secretary
ACS-22992

NOTES: - 1 to 17 as under:-

1. As per 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, circular no. 22/2020 dated June 15, 2020, circular no.33/2020 dated September 28, 2020, circular no. 39/2020 dated December 31, 2020, circular no. 10/2021 dated June 23, 2021, circular no. 20/2021 dated December 8, 2021 and circular no. 3/2022 dated May 5, 2022 has permitted the Companies to hold their AGM through Video Conferencing/other Audio Visual Means (OAVM).
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. Bharat Bhusan

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. The Members as per register of members as on 5th August 2022, shared by RTA are entitled to receive the notice of the AGM and participate in the same.
8. Members may avail the nomination facility in respect of shares held by them in the Company.
9. 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.
10. 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.
11. Notice is available on the website of the Company www.cjdarcl.com
12. 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.
13. 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.
14. 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 5th September, 2022. 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.
15. 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.
16. 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.
17. In case the counting of votes requires time, the meeting can be adjourned and called later to declare the results.
18. 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 05.09.2022. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 6 & 7

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 nominate 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 will Executive and other 3 will be Non- Executive Directors.

CJL nominated Director Mr. Sang Hyun Yoon and Mr. Jonathan Park resigned from the post of Director, based on CJL communication. The resignations was accepted by the Board of Directors of the Company w.e.f. 12.04.2022 and 06.06.2022 respectively.

CJL nominated other member to be appointed as Non- Executive Directors on Board of the Company namely Mr. Han Mae Lee and Mr. Young Ho Ko.

The Board of Directors in their meeting held on 12.04.2022 appointed Mr. Han Mae Lee (DIN 09566320) as Additional Director to be Non-Executive Director upto next General Meeting of the Company. The Board of Directors in their meeting held on 05.08.2022 recommended the name of Mr. Han Mae Lee (DIN 09566320) to the Shareholders for regularization of his appointment as Non- Executive Director in the Board of the Company for a period of 3 years we.f. from date of Annual General Meeting of the Company i.e. 05.09.2022 or upto 38th Annual General Meeting of the Company to be held on or before 30.09.2025 whichever is earlier.

The Board of Directors appointed Mr. Young Ho Ko (DIN-09629467), as Additional Director to be Non-Executive Director upto next General Meeting of the Company. The Board of Directors in their meeting held on 05.08.2022 recommended the name of Mr. Young Ho Ko (DIN-09629467), to the Shareholders for regularization of his appointment as Non- Executive Director in the Board of the Company for a period of 3 years we.f. from date of Annual General Meeting of the Company i.e. 05.09.2022 or upto 38th Annual General Meeting of the Company to be held on or before 30.09.2025 whichever is earlier.

Thus the Resolutions at Srl.No. 6 & 7 is placed for your approval as a special resolution.

Mr. Han Mae Lee and Mr. Young Ho Ko are interested in the respective resolution of their appointment. Except them 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.

The members of the Company at their Annual General Meeting held on September 30, 2021 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. 2021-22. Pursuant to Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 and taking into account the roles and Thus item no. 8 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. Responsibilities of the Non-Executive Directors, and their tenure of appointment it is proposed that the Non-executive directors be paid for F.Y. 2022-23 and for the period upto Annual General Meeting to be held on or before 30.09.2023 in F.Y. 2022-23 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 05.08.2022. 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. 8 of the Notice.

All the Independent Directors under category of Non-Executive Directors entitled to receive commission as per AOA 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, other Non-Executive Directors, KMP's of the Company or their relatives are interested in this resolution.

Item No. 9

The Board of Directors in their meeting held on August 5th, 2022 based on recommendation of Nomination and Remuneration Committee, subject to approval of shareholders approved the appointment of Mr Wonchan Lee (DIN 09691345) as an Independent Director of the Company for a period of 3 years commencing from 11th August, 2022 or upto the Annual General Meeting of the Company to be held in year 2025 and recommended to the Shareholders for the same.

Mr. Wonchan Lee is Lawyer by profession and is resident of South Korea. He is having around 11 years of experience in the relevant filed. This will be helpful for having diversified Board.

Thus item no. 9 is placed for your approval.

Mr. Wonchan Lee 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

Based on recommendation of Nomination and Remuneration Committee and the Board of Directors the Shareholders in their meeting held on October 28th, 2021 approved the appointment of Mr. Sachchida Nand Agrawal as an Independent Director for a period of 1 year w.e.f. October 19th, 2021. His term is upto October 18th, 2022.

The Board of Directors in their meeting held on August 5th, 2022 based on recommendation of Nomination and Remuneration Committee, subject to the approval of Shareholders approved the re-appointment of Mr. Sachchida Nand Agrawal (DIN- 08194608) for second term who shall hold office for a term of three years commenced on 19th October, 2022 or upto the Annual General Meeting of the Company to be held in year 2025 and recommended to the Shareholders for the same.

Based on recommendation of Board of Directors, item no. 10 is placed for your approval.

Except Mr. Sachchida Nand Agrawal no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the 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
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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 35th Annual General Meeting of the Company to be held on Monday, 5th day of September, 2022 at 12:00 Noon 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*	
Ordinary Business		For	Against
1	Adoption of Standalone Financial Statements for the year ended 31 st March, 2022		
2	Adoption of Consolidated Financial Statements for the year ended 31 st March, 2022.		
3	Re-appointment of Mr. Krishan Kumar Agarwal as 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. Han Mae Lee as Non-Executive Director.		
7	Regularize the appointment of Mr. Young Ho Ko as Non-Executive Director.		
8	Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2022-23		
9	Appointment of Mr. Wonchan Lee as an Independent Director		
10	Re-appointment of Mr. Sachchida Nand Agrawal as an Independent Director		

Signed this.....day of2022

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. 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.

CJ DARCL LOGISTICS LIMITED

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<u>ATTENDANCE SLIP</u>

Folio No:

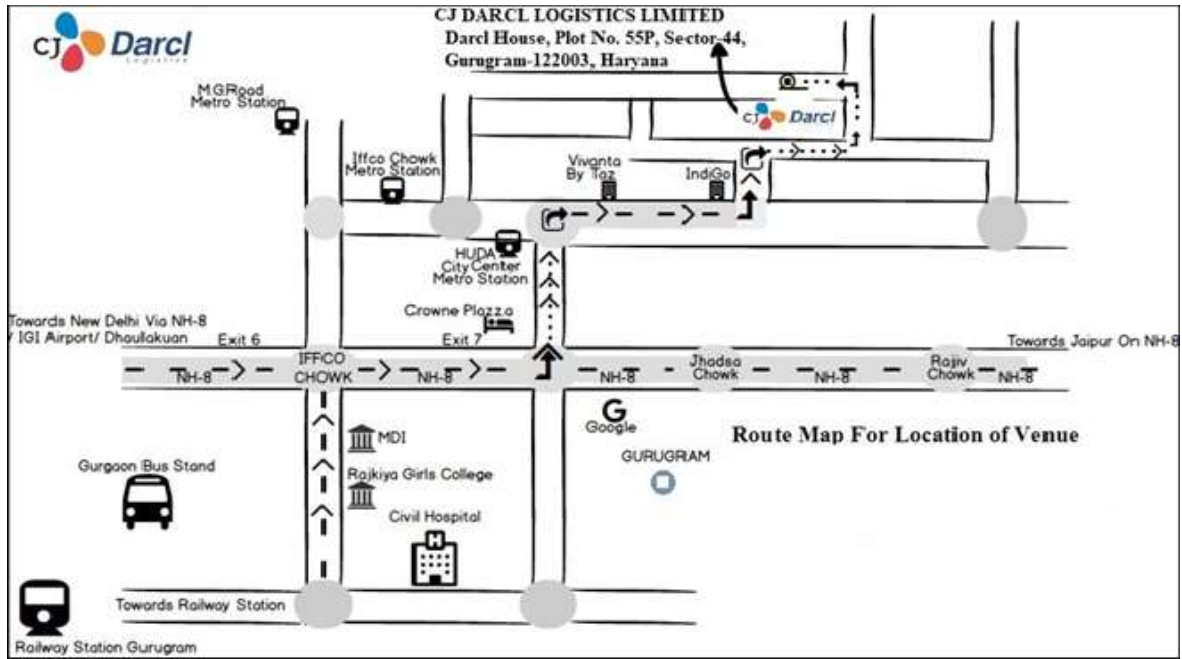
I hereby record my presence at the 35th Annual General Meeting of the Company held at 12:00 Noon on Monday, the 5th day of September, 2022 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

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	05.09.2022 (MONDAY)
TIME OF THE MEETING	12:00 Noon
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