

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

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

SHORTER NOTICE be and is hereby given that 50th Extraordinary General Meeting of **CJ Darcl Logistics Limited** will be held on Saturday the 2nd day of August, 2025 at 4:30 P.M. at the Registered Office of the Company situated at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana-122 003 (6th Floor Conference room) and/or through video conferencing/ other audio video means to transact the following businesses. This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder ("**Companies Act, 2013**") in accordance with the Articles of Association of the Company.

SPECIAL BUSINESS(ES):

1. Passing of resolution for Raising of capital through an initial public offering.

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "**Companies Act**") as amended, the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including in each case any statutory modifications or re-enactment thereof, for the time being in force) (the "**FEMA Regulations**") and any other applicable laws, rules, regulations, guidelines, press notes, notifications, circulars and clarifications issued from time to time, in India or outside India (collectively, the "**Applicable Laws**"), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognized stock exchanges of India where the equity shares of face value of ₹ 2/- each of the Company (the "**Equity Shares**") are proposed to be listed ("**Stock Exchanges**"), and subject to any approvals, consents, permissions or sanctions from the Government of India (the "**GoI**"), including the Department for Promotion of Industry and Internal Trade, the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India (the "**SEBI**"), the Registrar of Companies, Delhi and Haryana at New Delhi (the "**RoC**"), the Stock Exchanges, and/or any other appropriate government, statutory or regulatory authorities, as may be required (collectively, the "**Regulatory Authorities**"), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the board of directors of the Company (the "**Board**", which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company is hereby granted for an initial public offering of Equity Shares, and the Board be and is hereby authorized to create, issue, transfer, offer and allot Equity Shares, by way of a fresh issue of Equity Shares by the Company (the "**Fresh Issue**") and/or an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company (the "**Selling Shareholders**"), and such offer for sale, the "**Offer for Sale**" and together with the Fresh Issue, the ("**Offer**" or "**IPO**") in the Offer, such that the amount being raised pursuant to the Fresh Issue of 26,470,000 equity shares (Twenty Six Million Four Hundred Seventy Thousand Only) by the Company (the "**Fresh Issue**") and an offer for sale of Equity Shares of 9,905,355 equity shares (Nine Million Nine Hundred Five Thousand Three Hundred and Fifty Five Only) subject to the prevailing market conditions and other relevant factors, on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may decide,

including to one or more of the members of the Company, eligible employees of the Company (whether through any reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the “**Reservation**”), or otherwise) or by a discount to the Offer price to retail individual bidders and/or eligible employees (“**Discount**”), Hindu undivided families, anchor investors (if any) or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternate investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund set up by the GoI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at a price determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such price or prices (at a discount, at par or at a premium) per Equity Share as may be fixed and determined by the Board, and subject to Applicable Laws, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer (“**BRLMs**”) and/or underwriters and/or other advisors or such persons appointed for the Offer, and that the Board in consultation with the BRLMs may finalize all matters incidental thereto as it may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the Board and such other persons as may be authorized by the Board be and is hereby authorized on behalf of the Company to determine the allocation of such percentage of the Offer to any category or categories in any Reservation, as may be permissible in accordance with Applicable Laws and further, to provide a discount to the price at which the Equity Shares are offered pursuant to the Offer (“**Discount**”), to retail individual bidders and/or eligible employees of the Company, and do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation and/or the Discount or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.”

“**RESOLVED FURTHER THAT** such of the Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred in the Offer shall be subject to the memorandum of association and the articles of association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** subject to Applicable Laws, oversubscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the approval of the shareholders of the Company be and is hereby accorded to the listing and trading of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited pursuant to the Offer.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, the RBI, and any other Regulatory Authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- (ii) To take all actions as may be necessary in connection with the Offer, including extending the Bid/ Offer period, revision of the Price Band, in accordance with the Applicable Laws;
- (iii) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor banks to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrar to the Offer, refund banks to the Offer, public offer account banks to the Offer, advertising agencies, monitoring agency, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLMs’ mandate letter, negotiation, finalization, execution and, if required, the amendment of the Offer agreement with the BRLMs and the underwriting agreement with the underwriters;
- (iv) To negotiate, finalize, settle, execute and deliver or arrange the delivery of the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”), the prospectus, offer agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, escrow and sponsor bank agreement, share escrow agreement, monitoring agency agreement and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforementioned documents;
- (v) To decide the pricing, the terms of the Offer of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;
- (vi) To decide in consultation with the BRLMs on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band, bid period, Offer price, and to accept any amendments, modifications, variations or alterations thereto;
- (vii) To finalize, settle, approve and adopt and file in consultation with the BRLMs, where applicable, the DRHP with the SEBI, RHP with the RoC, the prospectus for the Offer together with any addenda, corrigenda or supplement thereto with the SEBI and RoC and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to

submit undertaking/certificates or provide clarifications to the SEBI, the RoC or any other relevant Regulatory Authorities or in accordance with Applicable Laws;

- (viii) To seek, if required, the consent of the lenders of the Company, its subsidiaries, industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;
- (ix) To open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (x) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xi) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
- (xii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- (xiii) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xiv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;
- (xv) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- (xvi) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xvii) To determine and finalise the bid opening and bid closing dates (including bid opening and closing dates for Anchor Investors), floor price/price band for the Offer (including anchor investor offer price), the Offer Price for Anchor Investors, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;
- (xviii) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;
- (xix) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;
- (xx) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

- (xxi) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the aforementioned documents;
- (xxii) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiii) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
- (xxiv) To approve the expenditure in relation to the Offer;
- (xxv) To approve and adopt the relevant restated consolidated financial statements to be issued in connection with the Offer;
- (xxvi) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
- (xxvii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee thereof shall be conclusive evidence of the authority of the Board in so doing; and

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed and/or not transferred by way of the Offer that may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/foreign portfolio investors/such other persons or otherwise.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including delegating the power to various officers of the Company for corporate actions and issuing certified true copies of these resolutions to various authorities and filing necessary forms with the RoC.”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or Company Secretary/Joint Company Secretary, be forwarded to concerned authorities for necessary actions.”

2. **Passing resolution for appointment of Mr. Guydeuk Yeon (DIN: 10551356) as an Independent Director.**

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 Sections 149, 152, 161, Schedule IV 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, read with 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, Mr. Guydeuk Yeon (DIN: 10551356) who is eligible for appointment and has consented to act as an Independent Director, based on the recommendation of the Nomination and Remuneration Committee, and approval of the Board be and is hereby appointed as an Independent Director of the company effective from 01.08.2025, who shall hold office for a first term from 01.08.2025 for a period of 2 years or upto the conclusion of 40th Annual General Meeting of the company to be held in year 2027, which ever is earlier.

RESOLVED FURTHER THAT Mr. Guydeuk Yeon (DIN: 10551356), being an Independent Director will not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/Joint Company Secretary of the Company be and is hereby authorized to sign and submit the necessary forms, returns, or documents with the Registrar of Companies to give effect to this resolution.”

3. **Passing resolution for appointment of Mr. Yun Young Kwak (DIN: 11176887) as Non-Executive Director.**

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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. Yun Young Kwak (DIN: 11176887)**, be and is hereby appointed as a **Non-Executive Director** of the Company with effect from 01.08.2025, who is liable to retire by rotation and who shall hold office from 01.08.2025 for a period of 2 years or upto the conclusion of 40th Annual General Meeting of the company to be held in year 2027, whichever is earlier.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/Joint Company Secretary of the Company be and is hereby authorized to sign and submit the necessary forms, returns, and documents with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

Regd. Office: -

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

Date: 01.08.2025

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 18 as under:-

1. **The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.**
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 it's behalf at the meeting. The Proxy will not be accepted in case the meeting is held through Video conferencing or other audio visual means. However, a representative as per section 112 & 113 of the Act may be appointed for purpose of attending meeting through VC or OAVM.
3. Company has appointed M/s. MUFG Intime India Private Limited (Earlier Link Intime India Private Limited) as its Registrar & Share Transfer Agent (RTA). Contact details of the RTA are as under:-
MUFG 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.
4. The company has availed facility for de-materialization of its equity shares from both NSDL and CDSL.
5. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
6. The Members as per register of members as on **25th July 2025**, shared by RTA are entitled to receive the notice of the AGM and participate in the same.
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 a meeting is held through VC or OAVM.
10. Notice is available on the website of the Company www.cjdarc.com
11. Route Map of Venue is attached. However, in case meeting is attended 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 2nd August, 2025. The facility to join the meeting shall be kept open at least 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@cjdarc.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 the 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@cjdarc.com).
18. As per MCA vide circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020 read with 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 and circular

no. 20/2021 dated December 08, 2021, circular no. 03/2022 dated May 05, 2022, circular no. 11/2022 dated December 28, 2022, circular no. 09/2023 dated September 25, 2023, circular no. 09/2024 dated September 19, 2024 has permitted the Companies to hold their EGM through Video Conferencing/other Audio Visual Means (OAVM) up to September 30, 2025

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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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS(ES) SET OUT IN THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING OF CJ DARCL LOGISTICS LIMITED TO BE HELD ON 2nd AUGUST, 2025 AT 4:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DARCL HOUSE, PLOT NO. 55 P, SECTOR-44, INSTITUTIONAL AREA, GURUGRAM (GURGAON)-122 003 INDIA AND AUDIO VIDEO MEANS

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

Item No. 1

The Company intends to list its equity shares (“**Equity Shares**”) on one or more stock exchanges, *inter alia*, to enable the shareholders to have a formal marketplace for dealing in such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares, and to create, issue, transfer, offer and/or allot such number of Equity Shares, including by way of a fresh issue of Equity Shares by the Company (the “**Fresh Issue**”) and/or an offer for sale of Equity Shares by certain shareholders of the Company (the “**Selling Shareholders**”, and such offer for sale, the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) in the Offer, such that the amount being raised pursuant to the Fresh Issue of 26,470,000 equity shares (Twenty Six Million Four Hundred Seventy Thousand Only) by the Company (the “**Fresh Issue**”) and an offer for sale of Equity Shares of 9,905,355 equity shares (Nine Million Nine Hundred Five Thousand Three Hundred and Fifty Five Only). The Company intends to undertake the Offer and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors, subject to applicable regulatory approvals.

The Offer structure will be finalized at the absolute discretion of the Board. The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under applicable laws (the “**Reservation**”). Unless the context requires otherwise, the term, “**Offer**” includes the Fresh Issue, the Offer for Sale, the Reservation or Discount. The Company may further offer a discount on the price at which Equity Shares are offered pursuant to the Offer, to any category or categories of persons as permitted under applicable laws (the “**Discount**”). The Offer will be made to the various categories of permitted investors who may or may not be shareholder(s) of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer and the Equity Shares contributed towards minimum promoter contribution), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges

The Company will not make an offer of Equity Shares to the promoters in the Offer. However, the

directors (other than the independent directors of the Company) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required for an initial public offering.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

Item No. 2:

Pursuant to Shareholders Amendment agreement executed on 23rd April 2025 between the CJ Logistics Corporation (CJL), Agarwal Family members (Darcl Promoters and affiliates) and other shareholders of the Company, the Board of the Company will constitute 15 members, including 5 Independent Directors.

The Nomination and Remuneration Committee (NRC), in its meeting dated 24.06.2025, evaluated the profile of Mr. Guydeuk Yeon for appointment as an Independent Director. The Board of Directors in their meeting held on 31.07.2025, based on recommendation of NRC recommended **Mr. Guydeuk Yeon** as an Independent Director subject to the approval of Shareholders and recommended his appointment as an Independent Director of the Company for a period of 2 years w.e.f. 01.08.2025 from the conclusion of ensuing 38th AGM to the conclusion of 40th AGM of the Company.

Thus, the item no. 2 of the notice is placed for your approval.

Except **Mr. Guydeuk Yeon** and his relatives, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

Item No. 3:

Pursuant to the Shareholders Amendment agreement executed on 23rd April, 2025 between the CJ Logistics Corporation (CJL), Agarwal Family members (Darcl Promoters and affiliates) and other shareholders of the Company, the Board of the Company will constitute 15 members, including 5 Independent Directors, 6 Directors nominated by CJL and 4 Executive Directors nominated by Agarwal Family.

Presently there were 5 Directors nominated by CJL on the Board of the Company. CJL has nominated **Mr. Yun Young Kwak (DIN: 11176887) to be appointed as Non-Executive Director of the Company.**

The Board of Directors in their meeting held on 31st July 2025 recommend the appointment of Mr. **Yun Young Kwak** as Non-Executive Director of the Company for a period of 2 years w.e.f. 01.08.2025 from the conclusion of ensuing 38th AGM to the conclusion of 40th AGM of the Company and he is liable to retire by rotation.

Thus, the item no. 3 of the notice is placed for your approval.

Except Mr. Yun Young Kwak and his relatives, none of the Directors and KMP or their relatives are concerned or interested in this resolution.

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

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) ofshares 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;

as my/our proxy to attend and vote (on a poll) for me /us behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, 2nd day of August, 2025 at 4:30 P.M. 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	Passing of resolution for raising funds through Initial Public Offering		
2	Passing resolution to appoint Mr. Mr. Guydeuk Yeon as an Independent Director of the Company.		
3	Passing resolution to appoint Mr. Yun Young Kwak as Non-Executive Director of the Company.		

Signed this.....day of.....2025

Affix Revenue Stamp not less
than Rs. 1

Signature of shareholder _____

Signature or Proxy holder(s) _____

Note:

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

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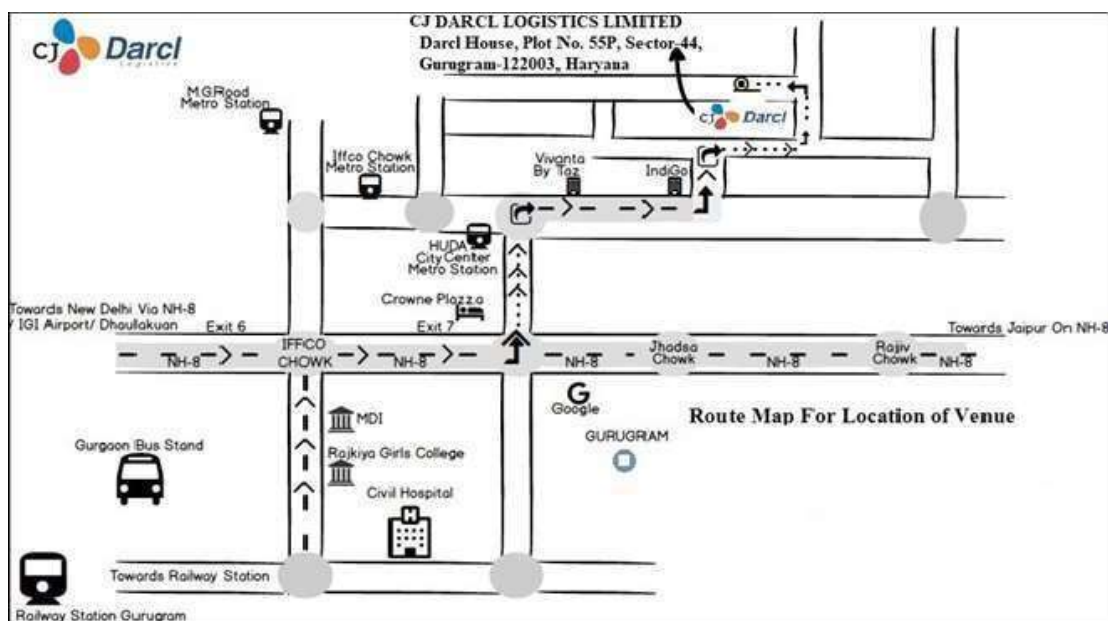
ATTENDANCE SLIP

Folio No:

I hereby record my presence at the Extra Ordinary General Meeting of the Company held at 4:30 P.M. on Saturday, the 2nd August 2025 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003.

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 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY:- CJ DARCL LOGISTICS LIMITED



NAME OF THE COMPANY	CJ DARCL LOGISTICS LIMITED (U60222HR1986PLC068818)
MEETING VENUE	DARCL HOUSE, 55P, 5 TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA, PINCODE-122003
DATE OF THE MEETING	02.08.2025 (Saturday)
TIME OF THE MEETING	4:30 P.M.
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