

CJ Darcl Logistics Limited

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CIN- U60222HR1986PLC068818

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

SHORTER NOTICE be and is hereby given that **51st Extraordinary General Meeting** of CJ Darcl Logistics Limited will be held on **Sunday the 28th day of September, 2025 at 5:30 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 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. To pass resolution for appointment of Mr. Nitesh Agarwal (DIN: 00170777) as Joint Managing 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 Sections 196(3), 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association and erstwhile Companies Act 1956 for appointment of Mr. Nitesh Agarwal (DIN: 00170777) as a Joint Managing Director for a period from 23.09.2025 to 31.03.2028 and approval be and is hereby accorded for release of increased Fixed remuneration of Rs. 2.47 Crores per annum w.e.f. 23.09.2025 paid/payable with yearly increment of 6% or as approved by the Board of Directors from time to time to Mr. Nitesh Agarwal (DIN: 00170777), as recommended by the Nomination and Remuneration Committee at their meeting held on 23rd September 2025 and approved by the Board of Directors at their meeting held on 23.09.2025.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitesh Agarwal (DIN: 00170777) shall also remain entitled to the Car with chauffer 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. 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 take all the necessary steps in this regard.”

2. To pass resolution for appointment of Mr. Sanjiv Garg (DIN: 00682084) as an Independent Director.

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 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”), and other applicable provisions thereof, if any, **Mr. Sanjiv Garg (DIN: 00682084)** 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 **two years w.e.f. 23.09.2025 or up to the Annual General Meeting for the financial year ending 31.03.2027, whichever is earlier** and shall not be liable to retire by rotation. Mr. Sanjiv Garg (DIN: 00682084) 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, Vice 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. Sanjiv Garg, as an Independent Director of the Company.”

3. To pass resolution for alteration of Articles of Association of the company.

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

“RESOLVED THAT, subject to the approval of the shareholders of the Company through a special resolution and pursuant to the provisions of Section 5, 14 and 15 and other applicable provisions of the Companies Act, 2013 the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Companies (Incorporation) Rules, 2014 and the listing requirements and other requirements of the stock exchange(s) where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law, the consent and approval of the board of directors of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the revised set of articles of association of the Company, as placed before the Board, and the same be approved and adopted as the revised articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, each of the directors of the Board and/or Company Secretary and/ or Joint Company Secretary, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms with the relevant authorities and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution and any 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, and confirmed.

“RESOLVED FURTHER THAT Company Secretary and/ or Joint Company Secretary be and are hereby authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

4. To pass resolution for raising capital through an Initial Public Offering

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

“RESOLVED THAT in supersession of the earlier resolution(s), 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 thinks 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** subject to the approval of the shareholders of the Company and pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, the consent and approval of the Board is hereby accorded, to complete a private placement of certain specified securities aggregating up to such aggregate amount, at the discretion of the Board to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as may be decided by the Board, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement 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. In the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.”

“**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.”

5. 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 revised 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 approved at Rs. 1,48,40,383/- per annum w.e.f. April 01, 2025 as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

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.”

6. To pass resolution approving the increase in remuneration of Mrs. Mahima 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 revised 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 President (HR) in the Company be and is hereby approved at Rs. 74,86,299/- per annum w.e.f. April 01, 2025, as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

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, 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 Mr. Vineet Aggarwal, 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 revised fixed remuneration of Mr. Vineet Aggarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 1,38,46,155/- per annum w.e.f. April 01, 2025, as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

RESOLVED FURTHER THAT in addition to the above, Mr. Vineet Aggarwal 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 Aggarwal, 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."

8. 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 revised 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 approved at Rs. 1,38,46,155/- per annum w.e.f. April 01, 2025, as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

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 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. Ishant 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 revised fixed remuneration of Mr. Ishant Agarwal holding the office of President in the Company be and is hereby approved at Rs. 1,10,37,155/- per annum w.e.f. April 01, 2025, as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

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, 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 remuneration of Mr. Nitesh Agarwal, President of the company for the FY 2025-26.

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 and holding the office of President in the Company be and is hereby approved at Rs. 1,30,62,410/- per annum w.e.f. April 01, 2025 till 22.09.2025, as thereafter he has become the member of the Board of the company, as recommended and approved by the Board of Directors at their meeting held on 23.09.2025.

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

Regd. Office: -

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

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

Date: 28.09.2025

Place: Gurugram

Sd/-
(Apoorva Kumar)
Company Secretary
FCS-4905

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 19.09.2025, shared by RTA are entitled to receive the notice of the EGM 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.cjdarcl.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 28.09.2025. 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@cjdarcl.com in case of attending meeting through VC, the designated e-mail address for the same.
15. In terms of Articles of Association of the Company, Meeting will be conducted based on Poll. Mr. Dhananjay Shukla & Associates has been appointed as Scrutinizer for 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@cjdarcl.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

.....XX.....

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 28th September, 2025 AT 5:30 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 Board of Directors in their meeting held on 23.09.2025 approved the appointment of Mr. Nitesh Agrawal as an Additional Director under category of Executive Director, to be retired by rotation, and recommended for the shareholders’ approval for appointment as Joint Managing Director of the company, for a period commencing from 23.09.2025 up to 31st March 2028, wherein the remuneration so recommended shall also include meeting the criteria as prescribed under Schedule V of Companies Act, 2013 and therefore the details are furnished hereunder:

Information about the appointee:

Mr. Nitesh Agarwal holds a bachelor’s degree in science (business and management administration) from University of Bradford as well as a postgraduate diploma in management (family managed business) from the S.P. Jain Institute of Management and Research, Mumbai, India. He has been working with our Company since August 1, 2006. He has more than 18 years of experience in the transports and logistics sector.

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

I. General INFORMATION:

1. **Nature of industry:** The Company is engaged in the business of carrier by road, rail and sea means of transportation, integrated logistics solution and specialized logistics services multimodal transport operations and other activities of similar nature 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 37 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. 49,253.76 million with PBT of Rs. 1,089.68 million during the F.Y. 2024-25 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 10% to 12% 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.
b. Company has 55.96% shareholding of CJ Logistics Corporation, a Company based out at South Korea

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

INFORMATION ABOUT THE APPOINTEE:

Mr. Nitesh Agarwal has the expertise of business leadership of logistics business and is thus capable of functioning as Joint Managing Director in the Company.

- (2) **Past Remuneration** – Remuneration of Rs. 1,30,62,410/- per annum w.e.f. 01.04.2024 with yearly increment of 6% or as approved by the Board from time to time as President of the Company and now been Promoted as JMD of the Company.

(3) Recognition or awards NA

(4) Job profile and his suitability

Sr. No.	Name	Job Profile
1	Mr. Nitesh Agarwal	Responsible to Board of Directors, members and stakeholders. Focus on Business development and maximization of East Business Unit of the Company. Offer vision and growth in the midst of challenges creating brand equity for the organization. Stakeholders would include but not limited to Members, Employees, customers, financial institution, Banks and investor(s) community, society, and Nation at large.

(5) Remuneration proposed

Directors	Designation	Proposed Remuneration
Mr. Nitesh Agarwal	Joint Managing Director	Rs. 2,47,33,972/- per annum with yearly increase of 6% or as approved by the Board of Directors from time to time.

* In addition to the above, the above-said director is also entitled to the Car with chauffer for the purpose of Company's business as per Car Policy of the Company amended from time to time.

(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)

He has been associated with the Company since 01.08.2006 and has over 18 years of rich experience in the transport and logistics sector. Currently serving as the President of the EBU (Enterprise Business Unit), he brings deep industry expertise and operational leadership.

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

Currently, Mr. Nitesh Agarwal, being a president of East Business Unit of the company and falls under the category of Key Personnel Employee (KPE) and draws a remuneration from the company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

Company is leader in Full Truck load business which is high volume low margin business due to intense competition more with regional players. Moreover, 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.

(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.

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

The PBT is expected to be increased in range of 15%-20%. 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 Joint Managing Director 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 the 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. There is no Notice period nor severance fees.

(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 no. 1 is placed for your approval.

Your directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, except Mr. Nitesh Agarwal, is concerned or interested in the said resolution.

Item No. 2

The Board of Directors in their meeting held on 23.09.2025 based on recommendation of Nomination and Remuneration Committee, subject to approval of shareholders approved the appointment of **Mr. Sanjiv Garg (DIN: 00682084)** as an Independent Director of the Company for a period of 2 years commencing w.e.f. 28.09.2025 and recommended to the Shareholders for the same.

Mr. Sanjiv Garg (DIN: 00682084) has a vast educational and industry experience and his presence will be helpful for having diversified Board.

Thus item no. 2 is placed for your approval.

Except Mr. Sanjiv Garg (DIN: 00682084), 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. 3

The Board of Directors in their meeting held on 28.09.2025 and the Shareholders in the Extraordinary General Meeting held on 2nd August, 2025 approved the resolution for Issue of Shares through Initial Public Offering. Pursuant to the said resolution the Draft Red Herring Prospectus is to be filed with SEBI, the revised set of Articles of Association to be approved for placing in the DRHP. The Articles are in two parts A & B. Part B will fall away on listing and Part A will be effective at listing.

The Board of Directors in their meeting held on 28.09.2025 recommended for approval of new sets of Articles of Association of the Company.

Thus item no. 3 is placed for your approval.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) is interested in the resolution.

Item No. 4

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.

Further, in supersession of the resolution passed in the 50th EGM held on 02.08.2025 of the company, the PRE-IPO placement has been added as per the SEBI guidelines.

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. 4 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. 5-10

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.

Further looking into the involvement of KPE's in the business and their roles and responsibilities the remuneration was reviewed. The Nomination and Remuneration committee in its meeting held on 23.09.2025 recommended the remuneration of KPE's for F.Y. 2025-26, which was reviewed by the Board of Directors in their meeting held on 23.09.2025.

The Board of Directors reviewed and accordingly recommended in the meeting held on 23.09.2025 to the Shareholders for approval of increase in remuneration w.e.f. 01.04.2025 as under:

Name	Current Fixed Salary (INR)	6% Increase (INR)	Revised Fixed Salary (INR)
Mrs. Mahima Agarwal	70,62,546	4,23,753	74,86,299
Mr. Puneet Agarwal	1,40,00,361	8,40,022	1,48,40,383

Mr. Vineet Agarwal	1,30,62,410	7,83,745	1,38,46,155
Mr. Nikhil Agarwal	1,30,62,410	7,83,745	1,38,46,155
Mr. Nitesh Agarwal*	1,30,62,410	7,83,745	1,38,46,155
Mr. Ishant Agarwal	1,04,12,410	6,24,745	1,10,37,155
Total	7,06,62,547	42,39,755	7,49,02,302

*The increased remuneration of Mr. Nitesh Agarwal as KPE will be paid upto 22.09.2025, as he is appointed as Director w.e.f. 23.09.2025 and accordingly his remuneration is approved separately as Director.

Thus, item at Srl. No. 5 to 10 is placed for your approval.

None of the directors/ KMP or their relatives, except Mr. Krishan Kumar Agarwal, Mr. Darshan Kumar Aggarwal, Mr. Narender Kumar Agarwal and Mr. Nitesh Agarwal for their respective relatives to the extent of the remuneration being paid are in any way, concerned or interested in the said resolution.

---X---

CJ DARCL LOGISTICS LIMITED**Regd. Office:** - Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003Email- 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;
- (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 Sunday, 28th day of September, 2025 at 5:30 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*	
Special Business				For	Against
1		To pass resolution for appointment of Mr. Nitesh Agarwal (DIN: 00170777) as Joint Managing Director of the company.			
2		To pass resolution for appointment of Mr. Sanjiv Garg (DIN: 00682084) as an Independent Director.			
3		To pass resolution for alteration of Articles of Association of the company.			
4		To pass resolution for raising capital through an Initial Public Offering			
5		To pass resolution approving the increase in remuneration of Mr. Puneet Agarwal, President of the company.			
6		To pass resolution approving the increase in remuneration of Mrs. Mahima Agarwal, President of the company.			
7		To pass resolution approving the increase in remuneration of Mr. Vineet Aggarwal, President of the company.			
8		To pass resolution approving the increase in remuneration of Mr. Nikhil Agarwal, President of the company.			

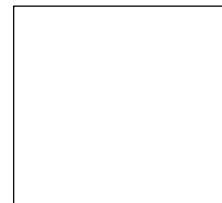
9	To pass resolution approving the increase in remuneration of Mr. Ishant Agarwal, President of the company.		
10	To pass resolution approving the remuneration of Mr. Nitesh Agarwal, President of the company for the FY 2025-26.		

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

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

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

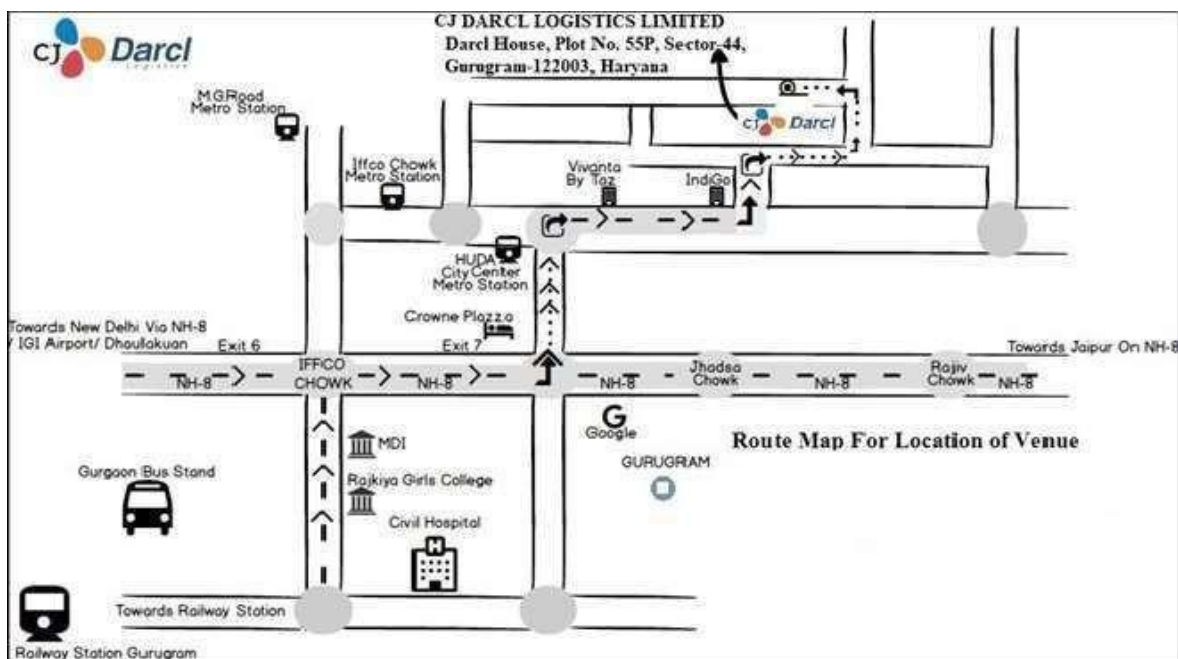
ATTENDANCE SLIP

Folio No:

I hereby record my presence at the Extra Ordinary General Meeting of the Company held at 5:30 P.M on Sunday, the 28th September 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	28.09.2025 (Sunday)
TIME OF THE MEETING	5:30 PM
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