

CJ Darcl Logistics Limited

Regd. Office: - Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003
Email- cs@cjdarcl.com, Website- www.cjdarcl.com Phone No. – 9015202121,25-26, Fax- 91 124 4034162
CIN- U60222HR1986PLC068818

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that **52nd Extraordinary General Meeting** of CJ Darcl Logistics Limited will be held on **Friday, the 28th day of November, 2025 at 11:00 A.M.** at the Registered Office of the Company situated at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana-122003 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 change in designation of Mr. Jae Man Kwak (DIN: 11164689) from Non-Executive Director to Executive Director (Whole-Time Director) of the company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded for the change in designation of Mr. Jae Man Kwak (DIN: 11164689) from Non-Executive Director to Executive Director (Whole-Time Director) of the Company **with effect from 1st November, 2025 for a period of 3 years at remuneration of 25,610,353/- (Rupees Two Crores Fifty Six Lakhs Ten Thousand Three Hundred Fifty Three Only)** per annum paid/payable with fixed/variable increment or other compensation as approved by the Board of Directors from time to time to Mr. Jae Man Kwak, Executive Director of the Company in terms of entering India upon proper employment visa and subsequent entry in Foreigners Registration Office Register.

RESOLVED FURTHER THAT in addition to the above, Mr. Jae Man Kwak, Executive Director shall also remain entitled to receive incentives based on the performance evaluation as approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT in addition to the above, the Car with chauffeur facility will be provided to Jae Man Kwak, Executive Director for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and he shall also be entitled to all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

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

RESOLVED FURTHER THAT any Director or Company Secretary/Joint Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

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: 06.11.2025
Place: Gurugram

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 31.10.2025, 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.cjdarecl.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 28.11.2025. 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@cjdarecl.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. Rajesh Garg, a Practicing CS 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 and circular no. 03/2025 dated September 22, 2025 has permitted the Companies to hold their EGM through Video Conferencing/other Audio Visual Means (OAVM) till further orders.

.....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 NOVEMBER, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DARCL HOUSE, PLOT NO. 55 P, SECTOR-44, INSTITUTIONAL AREA, GURUGRAM (GURGAON)-122 003 INDIA AND AUDIO VIDEO MEANS

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

Item No. 1

The members are informed that the Board of Directors of the Company presently comprises 5 Executive Directors, 5 Non-Executive Directors, and 5 Independent Directors. Out of these, 6 Directors (1 Executive and 5 Non-Executive) have been nominated by CJ Logistics Corporation (“CJL”).

Pursuant to Shareholders’ Agreement (“SHA”) dated 23rd April, 2025, CJL has increased its equity holding from 50% to 56% in the Company and SHA also entitle CJL to nominate up to six (6) Directors on the Board of the Company (“CJL Directors”), who may be Executive or Non-Executive and shall retire by rotation.

In accordance with the said nomination rights, CJL has decided to depute one of nominated Non-Executive Director namely Mr. Jae Man Kwak (DIN: 11164689), for which the Board of Directors allowed to obtain Employment Visa for getting appointed as Executive Director on or after 10th October 2025 on request of CJL and who has entered India on Proper Employment Visa and his name has been entered in record of Foreigners Registration Office effective 01.11.2025 for rendering services in India as Executive Director (Whole-Time Director) of the Company, which is allowed in terms of proviso to the Schedule V Part 1 (e) of Companies Act, 2013.

The proposed change aligns with the Company’s operational requirements and is aimed at strengthening the internal control systems of the Company by leveraging Mr. Kwak’s extensive global experience. The Board of Directors in its further review in the meeting held on 04.11.2025 has decided that Mr. Kwak will also oversee the Finance functions of the Company. Mr. Kwak was appointed as Non-Executive Director for a period of 2 years w.e.f. 24.06.2025 by the Board of Directors and Shareholders of the Company and his position shall be changed as Executive Director (Whole-time Director) effective 01.11.2025.

The proposal of appointing Mr. Kwak as Executive Director was first placed before the Nomination and Remuneration Committee (NRC) at its meeting held on 10th October 2025, wherein the NRC recommended the change in designation of Mr. Kwak from Non-Executive Director to Executive Director. Subsequently, the matter was placed before the Board of Directors at their meeting held on 10th October 2025, and the Board approved the appointment of Mr. Kwak as an Executive Director (Whole-Time Director) with effect from 10th October, 2025 subject to approval of Shareholders for obtaining Employment Visa and rendering services from in India post receiving FRRO registration.

Pursuant to the Shareholders agreement, CJL also has right to nominate Chief Financial Officer (CFO) of the Company. Existing CFO Mr. Jaehee Lee nominated by CJL has resigned on 3rd November, 2025 and his service as CFO shall remain till 30.11.2025. The Board of Directors upon CJL request has decided in its meeting held on 04.11.2025 to nominate Mr. Jae Man Kwak with additional responsibility as CFO w.e.f. 1st December 2025 apart from Whole-time Director position.

As per the agreement entered into between the Company, Darcl Promoters Family, CJ Logistics Corporation and other shareholders of the company, the total remuneration up to ₹3 crore of CJ expatriates will be borne by the Company, while any amount exceeding ₹3 crore will be reimbursed by CJ Logistics until the consummation of the IPO, and any amount exceeding ₹6 crore will be reimbursed by CJ Logistics for 24 months post-IPO. Accordingly, there will be no financial impact on the Company as a result of the change in designation of Mr. Jae Man Kwak.

Information about the appointee:

Mr. Jae Man Kwak (DIN: 11164689) holds a diploma in Architectural Technology from George Brown College, Canada. He has an experience of 11 years working in CJ CGV Co. Ltd. Global business planning division, C&I leisure management support team, E&C planning part and E&C Y-Project team.

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:

Upon being appointed as an Executive Director (Whole-Time Director), he will be responsible for overseeing the Finance functions of the Company and contributing to overall operational and strategic management.

- (2) **Past Remuneration** – Being on the role of Non-Executive Director and being nominated by CJL on the said role, he was not entitled for sitting fees for attending the Board and Committee meetings of the company.

(3) Recognition or awards NA

(4) Job profile and his suitability

Sr. No.	Name	Job Profile

1	Mr. Jae Man Kwak	Responsible to Board of Directors, members and stakeholders. Handling the finance functions of the organization, strengthen internal control systems. 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. Jae Man Kwak	Whole Time Director (Executive Director)	Rs. 25,610,353/- (Rupees Two Crores Fifty Six Lakhs Ten Thousand Three Hundred Fifty Three Only) per annum with fixed/variable increment or other compensation 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)

Mr. Jae Man Kwak holds a diploma in architectural technology from George Brown College, Canada. He has experience of 11 years working in CJ CGV Co. Ltd. Global business planning division, C&I leisure management support team, E&C planning part and E&C Y-Project team. He has been associated with our Holding Company, CJ Logistics Corporation and Group for the past 11 years. For Managing finance functions of MNC and having experience as Finance Management leader with CJL HQ, he holds the relevant experience required for strengthening internal control system. CJL has nominated him as Executive Director for collaboration and synergy with global business control system.

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

Currently, Mr. Jae Man Kwak, holds a position of Non-Executive Director in the company and being nominated by CJL, is not entitled for sitting fees for attending Board and Committee meetings of the company. Thus, there is no pecuniary relationship between him and the Company.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits:

Company is leader in Full Truck load business which is high volume but low margin business due to intense competition with regional players. The Company being organized player in the industry, there is lots of Employee expenses and overhead cost on account of organized system, process for effective control with Maker Checker concept. Further, Customer always looks for cost reduction which results in squeezing margin.

Presently there are 5 Executive Directors on the Board of the Company, annual remuneration comes to around INR 13 crores. The existing Executive Directors have relevant experience in the field of logistics and transportation over decades. With one additional Director, remuneration of around 2.65 crores will increase. During the fiscal year 2024-25 there were inadequate profits of the company and it is likely to remain inadequate in fiscal year 2025-26 too.

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

- Review on Exception Report 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.
- New business verticals and value added business stream being explored.

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

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 and controlling of expenses.

Terms and conditions as set out above may be treated as an abstract of the terms of appointment of the above said Executive 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.

Based on recommendation of Board of Directors in their meeting held on 10th October, 2025, 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. Jae Man Kwak, is concerned or interested in the said 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;
- (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 Friday, 28th day of November, 2025 at 11:00 A.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 change in designation of Mr. Jae Man Kwak (DIN: 11164689) from Non-Executive Director to Executive Director (Whole-Time Director) of the company.		

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

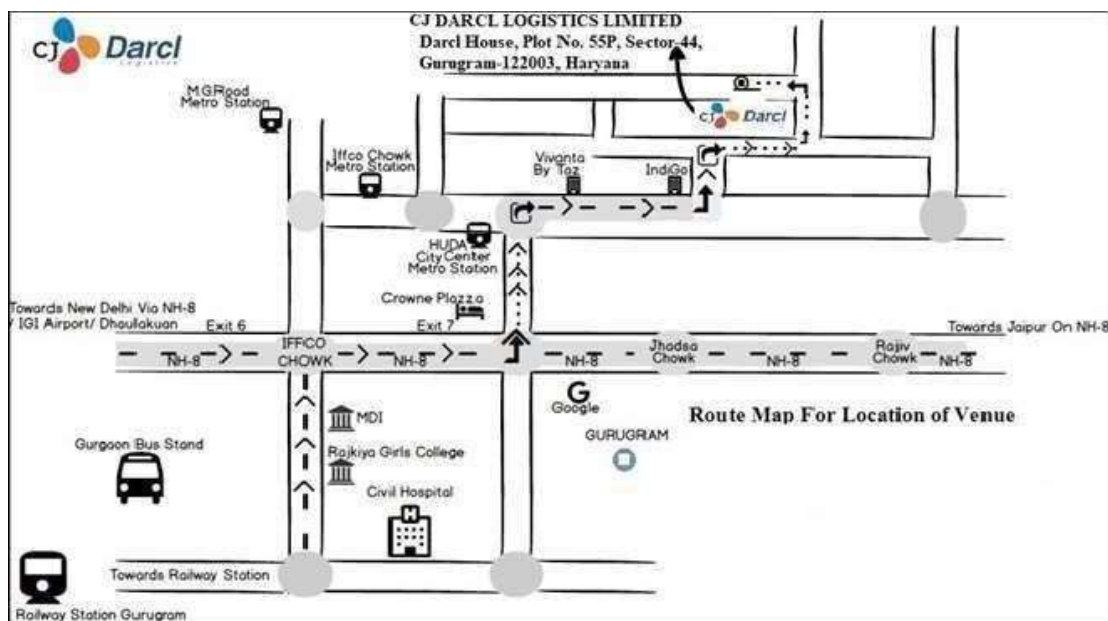
ATTENDANCE SLIP

Folio No: _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held at 11:00 A.M on Friday, the 28th November 2025 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana

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, 6 TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA, PINCODE-122003
DATE OF THE MEETING	28.11.2025 (Friday)
TIME OF THE MEETING	11:00 AM
LINK TO REACH	https://www.google.com/maps/place/CJ+Darcl+Logistics+Ltd./@28.4528015,77.0698358,15z/data=!4m5!3m4!1s0x0:0x2ef9ca181b7f906d!8m2!3d28.4528015!4d77.0698358