CJ Darcl Logistics Limited

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

NOTICE TO THE MEMBERS

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of **CJ Darcl Logistics Limited** will be held on Friday, the 31st day of July 2026 at 12 Noon at Darcl House, Plot No. 55P, Sector- 44, Institutional Area, Gurugram, Haryana 122003 (6th Floor Conference room) and/or through video conferencing/ other audio video means to transact the following businesses: -

(A) Ordinary Business:

1. To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2026 including Balance Sheet as at 31st March, 2026 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.

2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2026 including Balance Sheet as at 31st March, 2026 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report.

3. To appoint a director in place of Mr. Hyun Chul Yoo (DIN: 10667938), who retires by rotation and being eligible, offers himself for re-appointment;

4. To appoint a director in place of Mr. Yun Young Kwak (DIN: 11176887), who retires by rotation and being eligible, offers himself for re-appointment;

(B) Special Business:

5. **To regularize the appointment of Mr. Eek Soon Dan (DIN: 11754158) as Non- Executive 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 149, 152, 161, 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. Eek Soon Dan (DIN: 11754158) who is eligible for appointment and who was appointed Additional Director in the category of Non-Executive Director of the Company with effect from 10.06.2026 by the Board based on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Director of the company who shall hold office for a period of 3 years i.e. from conclusion of 39th Annual General Meeting to the conclusion of 42nd Annual General Meeting of the company to be held on or before 30.09.2029."

RESOLVED FURTHER THAT Mr. Eek Soon Dan (DIN: 11754158) will be rotational director on the Board.

RESOLVED FURTHER THAT any one of the Directors or 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.”

6. **To regularize the appointment of Mr. Sung Min Joo (DIN: 11754397) as Non- Executive 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 149, 152, 161, 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. Sung Min Joo (DIN: 11754397) who is eligible for appointment and who was appointed Additional Director in the category of Non-Executive Director of the Company with effect from 10.06.2026 by the Board based on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Director of the company who shall hold office for a period of 3 years i.e. from conclusion of 39th Annual General Meeting to the conclusion of 42nd Annual General Meeting of the company to be held on or before 30.09.2029.”

RESOLVED FURTHER THAT Mr. Sung Min Joo (DIN: 11754397) will be rotational director on the Board.

RESOLVED FURTHER THAT any one of the Directors or 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.”

7. Resolution for payment of Commission upto 1% of net profit to Non-Executive Directors.

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

“RESOVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as may be amended from time to time, a sum not exceeding one percent (or such higher percentage as permitted, from time to time) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act be paid to and distributed amongst the Non-executive directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for F.Y 2026-27 & 2027-28 and for the period upto Annual General Meeting to be held on or before 30.09.2028 pertaining to F.Y. 2027-28 as may be decided by the Board.”

“RESOLVED FURTHER THAT the above remuneration by way of Commission shall be released on quarterly basis and in addition to sitting fee payable to the non-executive director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

Regd. Office: -

Darcl House	**By order of the Board of Directors of**
Plot No. 55 P, Sector-44	
Institutional Area	**CJ Darcl Logistics Limited**

Gurugram-122003

Sd/-

Date: 09.07.2026 (Aarti Bhargava)

Place: Gurugram Joint Company Secretary

ACS-22992

NOTES: - 1 to 18 as under:-

1. **The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto**
2. 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 AGM/EGM through Video Conferencing/other Audio Visual Means (OAVM).
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself atleast 48 hours before the meeting. In the case of a Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting. 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.**
4. 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.
5. The company has availed facility for de-materialization of its equity shares from both NSDL and CDSL.
6. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
7. The Members as per register of members as on 3rd July 2026, shared by RTA are entitled to receive the notice of the AGM and participate in the same.
8. Members may avail the nomination facility in respect of shares held by them in the Company.
9. Members are requested to send and get their e-mail registered with the Company for the purpose of future communication through e-mail as initiated by Ministry of Corporate Affairs vide Circular No. 18/2011 dated April 29, 2011.
10. Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting. This will not be applicable in case a meeting is held through VC or OAVM.
11. Notice is available on the website of the Company www.cjdarcl.com
12. Route Map of Venue is attached. However, in case meeting is attended through VC or OAVM, the same will be of no use.
13. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory

Statement will be made available to members through electronic mode whenever asked for.

14. The Company will make available the facility of Video conference for its members to attend the meeting in case not feasible for members to attend the meeting in person to ensure smooth conduct of the meeting scheduled on 31st July, 2026. 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.

15. The poll will be done by casting the vote on resolutions by sending e-mail by the members through their e- mail ids and be mailed at e-mail id cs@cjdarcl.com in case of attending meeting through VC, the designated e-mail address for the same.

16. In terms of Articles of Association of the Company, Meeting will be conducted based on Poll. CS Rajesh Garg, Proprietor of Rajesh Garg & Co., Company Secretaries has been appointed as Scrutinizer for the smooth conduct of Poll during the meeting.

17. In case the counting of votes requires time, the meeting can be adjourned and called later to declare the results.

18. Members are requested to send their queries, if any, to the Company Secretary (cs@cjdarcl.com).

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING SCHEDULED ON 31.07.2026.

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

Item No. 5:

The Board of Directors of the Company, through Circulation Sheet No. 10 of 2026 circulated on 06 June, 2026, had appointed Mr. Eek Soon Dan (DIN: 11754158) as an Additional Director under the category of Non-Executive Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 10 June, 2026. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Eek Soon Dan holds office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received from Mr. Eek Soon Dan his consent to act as a Director of the Company in Form DIR-2 and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Considering his rich experience, knowledge and expertise, the Board in its meeting dated 19th June 2026 recommended to appoint Mr. Eek Soon Dan as Non-Executive Director of the Company keeping in view that his continued association would be beneficial to the Company. Accordingly, the approval of the Members is sought for regularization of the appointment of Mr. Eek Soon Dan as a Non-Executive Director of the Company for a period of three (3) years commencing from the conclusion of the 39th Annual General Meeting up to the conclusion of the 42nd Annual General Meeting of the Company to be held on or before 30 September, 2029.

Mr. Eek Soon Dan shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Thus, item No. 5 is placed for your approval.

Except Mr. Eek Soon Dan and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution.

Item No. 6:

The Board of Directors of the Company, through Circulation Sheet No. 10 of 2026 circulated on 06 June, 2026, had appointed Mr. Sung Min Joo (DIN: 11754397) as an Additional Director under the category of Non-Executive Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 10 June, 2026. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Sung Min Joo holds office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received from Mr. Sung Min Joo his consent to act as a Director of the Company in Form DIR-2 and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Considering his rich experience, knowledge and expertise, the Board in its meeting dated 19th June 2026 recommended to appoint Mr. Sung Min Joo as Non-Executive Director of the Company keeping in view that his continued association would be beneficial to the Company. Accordingly, the approval of the Members is sought for regularization of the appointment of Mr. Sung Min Joo as a Non-Executive Director of the Company for a period of three (3) years commencing from the conclusion of the 39th Annual General Meeting up to the conclusion of the 42nd Annual General Meeting of the Company to be held on or before 30 September, 2029.

Mr. Sung Min Joo shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Thus, item No. 6 is placed for your approval.

Except Mr. Sung Min Joo and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

The members of the Company at their Annual General Meeting held on July 22, 2024 approved by way of a Special Resolution under Section 197 of the Companies Act, 2013, the payment of remuneration by way of commission to the Non-executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act 2013 for payment by way of Commission for the F.Y. 2024-25 & 2025-26 and for period upto AGM to be held on or before 30.09.2026 of F.Y. 2025-26, pursuant to Sections 149, 197 and any other relevant provisions of the Companies Act, 2013.

The Board of Directors subject to approval of shareholders has approved the commission to be paid to Non-Executive Directors in their meeting held on 19.06.2026 for F.Y. 2026-27 and 2027-28 and for the period upto Annual General Meeting to be held on or before 30.09.2028 pertaining to F.Y. 2027-28 of a sum not exceeding one percent per annum of the net profits of the Company.

This remuneration shall be paid quarterly and in addition to fee payable to the Non-executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings. Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Non-executive directors of the Company as set out in the Resolution at Sr. No. 7 of the Notice.

Thus item no. 7 is placed for your approval.

All the Independent Directors under category of Non-Executive Directors entitled to receive commission as per AOA will be treated as concerned or interested in this Resolution to the extent of the remuneration that may be received by each of them by way of commission. None of the MD, JMD’s, other Non-Executive Directors, KMP’s of the Company or their relatives are interested in this resolution.

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PROXY FORM
(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014)

Name of the member (s) : Registered address: Email Id: Folio/ DP Id

I/We being the member(s) of..................................... shares of the above named Company hereby appoint:

(1) Name………………………………Address:…………………………………………………………
……Email Id…………………………………..Signature .... or falling him;

(2) Name………………………………Address:…………………………………………………………
……Email Id…………………………………..Signature .... or falling him;

(3) Name………………………………Address:…………………………………………………………
……Email Id…………………………………..Signature .... or falling him;

as my/our proxy to attend and vote (on a poll) for me /us behalf at the 39th Annual General Meeting of the Company to be held on Friday, 31st July 2026 at 12 Noon at Darcl House, Plot No. 55 P, Sector- 44, Institutional Area, Gurugram, Haryana 122003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	**RESOLUTIONS**	**Optional***	
Ordinary Business		For	Against
1	Adoption of Standalone Financial Statements for the year ended 31st March, 2026		
2	Adoption of Consolidated Financial Statements for the year ended 31st March, 2026.		
3	Re-appointment of Mr. Hyun Chul Yoo (DIN: 10667938) as Non-Executive Director.		
4	Re-appointment of Mr. Yun Young Kwak (DIN: 11176887) as Non-Executive Director.		
5	Regularization of the appointment of Mr. Eek Soon Dan (DIN: 11754158) as Non-Executive Director of the company.		
6	Regularization of the appointment of Mr. Sung Min Joo (DIN: 11754397) as Non-Executive Director of the company.		
7	Resolution for payment of Commission upto 1% of net profit to Non-Executive Directors.		

Signed this………day of....................................2026

Signature of shareholder…………………..Signature or Proxy holder(s)

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.

Member's/Proxy's name in block letters

Member's/Proxy's signature

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ATTENDANCE SLIP

Folio No:

I hereby record my presence at the 39th Annual General Meeting of the Company held at 12 Noon on Friday, the 31st day of July 2026 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

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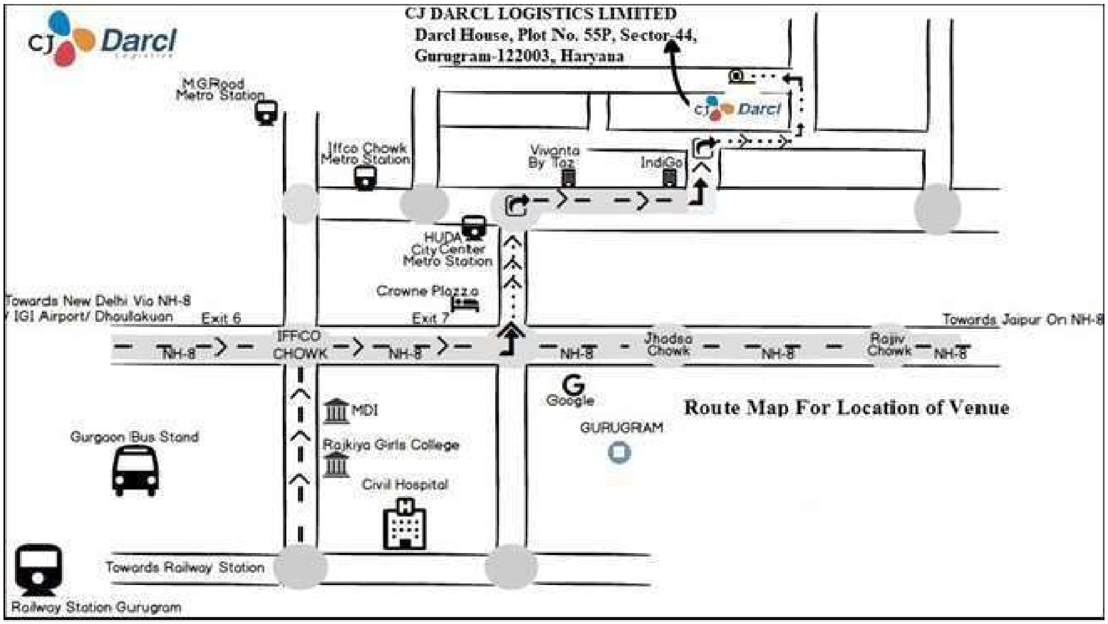
NOTE : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.

ROUTE MAP FOR LOCATION OF VENUE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY:- **CJ DARCL LOGISTICS LIMITED**



NAME OF THE COMPANY	CJ DARCL LOGISTICS LIMITED (U60222HR1986PLC068818)
MEETING VENUE	DARCL HOUSE, 55P, 6TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA,PINCODE-122003
DATE OF THE MEETING	31.07.2026 (FRIDAY)
TIME OF THE MEETING	12 Noon
LINK TO REACH	https://www.google.com/maps/dir//DARCL+House,+Plot+No,+55P,+Sector+44,+Gurugram,+Haryana+122003/@28.4528068,76.9874044,12z/data=!4m8!4m7!1m0!1m5!1m1!1s0x390d18482270b809:0x2ef9ca181b7f906d!2m2!1d77.0698058!2d28.4528316?entry=ttu&g_ep=EgoyMDI1MDYyOS4wIKXMDSoASAFQAw%3D%3D