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CJ Darcl Logistics

CJ DARCL LOGISTICS LIMITED

Our Company was originally incorporated as 'Delhi Assam Roadways Corporation Private Limited', a private limited company under the Companies Act, 1956, with a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana on December 10, 1986. Our Company was incorporated, inter alia, to purchase and take over the transport business that was carried on by Delhi Assam Roadways Corporation, a partnership firm. Pursuant to the provisions of section 43A (1A) of the Companies Act, 1956, the word "Private" was deleted with effect from July 1, 1994, and our Company became a deemed public limited company. Our Company was converted from a deemed public limited company to a public limited company vide the special resolution passed by the Shareholders on March 17, 1997. The certificate of incorporation was subsequently amended on December 1, 1998. Pursuant to a special resolution passed by our shareholders on February 16, 2010, the name of our Company was changed to 'Darcl Logistics Limited' to facilitate brand value of our Company, as short name can be easily popularized and, a fresh certificate of incorporation was issued by the RoC on February 23, 2010. Thereafter, pursuant to a special resolution passed by our shareholders dated August 10, 2017, the name of our Company was further changed to 'CJ Darcl Logistics Limited', by virtue of the Shareholders' Agreement entered with CJ Logistics Corporation and a fresh certificate of incorporation was issued by the RoC on September 13, 2017. For further details of change in name and Registered Office of our Company, see *"History and Certain Corporate Matters – Brief history of our Company"* and *"History and Certain Corporate Matters – Changes in Registered and Corporate Office"* pages 236 and 236, respectively, of the DRHP *(as defined hereinafter)*.

Registered and Corporate Office: Darcl House, Plot No. 55P, Sector – 44, Institutional Area, Gurugram – 122003, Haryana, India;
Contact Person: Apoorva Kumar, Company Secretary and Aarti Bhargava, Joint Company Secretary and Compliance Officer; **Telephone:** 0124 – 4303876
Website: www.cjdarcl.com; **E-mail:** investors@cjdarcl.com; **Corporate Identity Number:** U60222HR1986PLC068818

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED SEPTEMBER 30, 2025 (THE "ADDENDUM" AND SUCH DRAFT RED HERRING PROSPECTUS, THE "DRAFT RED HERRING PROSPECTUS" OR THE "DRHP")

OUR PROMOTERS: KRISHAN KUMAR AGARWAL, DARSHAN KUMAR AGARWAL, NARENDER KUMAR AGARWAL, NITESH AGARWAL AND CJ LOGISTICS CORPORATION

INITIAL PUBLIC OFFER OF UP TO 36,375,355 EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF CJ DARCL LOGISTICS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO 26,470,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 9,905,355 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, COMPRISING UP TO 938,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY KRISHAN KUMAR AGARWAL, UP TO 345,250 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY DARSHAN KUMAR AGARWAL, UP TO 455,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY NARENDER KUMAR AGARWAL AND UP TO 795,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY NITESH AGARWAL (TOGETHER "PROMOTER SELLING SHAREHOLDERS"), UP TO 6,517,060 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY CERTAIN MEMBERS OF THE PROMOTER GROUP AND UP TO 855,045 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY OTHER PERSONS ("OTHER SELLING SHAREHOLDERS" AS DEFINED BELOW) (THE PROMOTER SELLING SHAREHOLDERS, PROMOTER GROUP SELLING SHAREHOLDERS AND THE OTHER SELLING SHAREHOLDERS, COLLECTIVELY, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") (SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). FOR FURTHER DETAILS IN RELATION TO THE SELLING SHAREHOLDERS, PLEASE SEE "LIST OF SELLING SHAREHOLDERS ON PAGE 15 OF THE DRHP. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A PRE-IPO PLACEMENT, AS MAY BE PERMITTED UNDER APPLICABLE LAW FOR UP TO 5,294,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. OUR COMPANY SHALL REPORT ANY PRE-IPO PLACEMENT TO THE STOCK EXCHANGES, WITHIN 24 HOURS OF SUCH PRE-IPO PLACEMENT (IN PART OR IN ENTIRETY) AND AS MAY BE REQUIRED UNDER APPLICABLE LAW. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARESOF FACE VALUE OF ₹2 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). OUR COMPANY IN CONSULTATION WITH THE BRLMS, MAY OFFER A DISCOUNT OF UP TO [●]% TO THE OFFER PRICE (EQUIVALENT OF ₹[●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER".

THE FACE VALUE OF THE EQUITY SHARES IS ₹2 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF EQUITY SHARES. THE PRICE BAND, THE EMPLOYEE DISCOUNT, IF ANY, TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●] AND ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF HARYANA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

This Addendum is with reference to the DRHP filed with the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges. In this regard, please note that (a) an outstanding criminal litigation involving, inter alia, Krishan Kumar Agarwal, Darshan Kumar Agarwal and Narender Kumar Agarwal, Promoters and Directors of our Company, and Nitin Agarwal, a member of the Senior Management and Promoter Group of our Company, and (b) another outstanding litigation involving, inter alia, Nitin Agarwal, member of the Senior Management and Promoter Group of our Company, Darshan Kumar Agarwal, Promoter and Director of our Company, and Krishan Kumar Agarwal, Promoter and Director of our Company, shall stand disclosed in the section titled *"Outstanding Litigation and Other Material Developments"* beginning on page 402 of the DRHP. Accordingly, the following disclosures with respect to the aforesaid litigations shall stand included in the following sections of the DRHP; (i) *"Outstanding Litigation and Other Material Developments - Litigation involving our Promoters - Outstanding criminal proceedings against our Promoters"* on page 409 of the DRHP, (ii) *"Outstanding Litigation and Other Material Developments - Litigation involving our Directors - Litigation against our Directors"* on page 411 of the DRHP and (iii) *"Outstanding Litigation and Other Material Developments - Litigation involving our Senior Management - Litigation against our Senior Management"* on page 411 of the DRHP:

*"1. On June 23, 2025, one Radhika Agarwal filed a police complaint dated June 11, 2025, with the police authorities ("**Police Complaint**"), in relation to a matrimonial dispute, pursuant to which, a first information report ("**FIR**") dated September 22, 2025, was registered at the police station - Crime (Women) Cell, Nanakpura, New Delhi, against Darshan Kumar Agarwal and Narender Kumar Agarwal, Promoters and Directors of our Company, along with Raj Bala Aggarwal, member of the Promoter Group of our Company, and Nitin Agarwal, member of the Senior Management and Promoter Group of our Company ("**FIR Named Persons**"). The FIR and Police Complaint were brought to the attention of the FIR Named Persons and Krishan Kumar Agarwal, Promoter and Director of our Company, by virtue of notices to join investigation and notices under section 35 (3) of the Bharatiya Nyaya Sanhita, 2023, issued by the police authorities, on and from December 11, 2025. The FIR, inter alia, alleged that physical and mental acts of cruelty and harassment were committed against Radhika Agarwal, and that unlawful dowry demands were made from her and her family. Thereafter, a chargesheet dated May 7, 2026, was filed before the Hon'ble District Court, Dwarka, Delhi ("**Chargesheet**"), against Krishan Kumar Agarwal, Darshan Kumar Agarwal and Narender Kumar Agarwal (Promoters and Directors of our Company), along with Raj Bala Aggarwal (member of the Promoter Group of our Company) and Nitin Agarwal (member of the Senior Management and Promoter Group of our Company) (collectively, the "**Concerned Persons**"). Pursuant to the aforesaid Chargesheet, a criminal case bearing no. 3815/2026 was registered on May 12, 2026, before the Chief Metropolitan Magistrate, South-West Dwarka, Delhi, against the Concerned Persons under Sections 498A, 406, 306 and 34 of the Indian Penal Code, 1860 ("**IPC**"), read with Sections 85, 316(2) and 3(5) of the Bharatiya Nyaya Sanhita, 2023 ("**Dwarka Court Matter**"). Further, pursuant to an order dated July 11, 2026, passed by the Judicial Magistrate First Class (Mahila Court)-01, South-West District, Dwarka Court, the Hon'ble Court has taken cognizance for the offences punishable under Section 498A and Section 306 read with Section 34 of the IPC against Nitin Agarwal and Darshan Kumar Agarwal, and under Sections 498A, 406, 306 read with Section 34 of the IPC against Ms. Raj Bala Agarwal, while declining to take cognizance of offences against Krishan Kumar Agarwal and Narender Kumar Agarwal for the offence punishable under Section 498A and Section 306 read with Section 34 of the IPC. The Dwarka Court Matter is currently pending, and the next date of hearing is September 26, 2026.*

*2. A complaint dated September 25, 2025, was filed by Radhika Agarwal against Nitin Agarwal, member of the Senior Management and Promoter Group of our Company, Raj Bala Aggarwal, member of the Promoter Group of our Company, Darshan Kumar Agarwal, Promoter and Director of our Company and Krishan Kumar Agarwal, Promoter and Director of our Company (collectively, "**DV Alleged Persons**") under Section 12 of the Protection of Women from Domestic Violence Act, 2005 before the court of the Chief Metropolitan Magistrate, Rohini District Court, Delhi ("**Rohini Court Matter**"). The complaint, inter alia, seeks: (i) protection orders against the DV Alleged Persons in respect of the alleged acts of domestic violence; (ii) prohibition against the alienation of the alleged assets of Radhika Agarwal held by the DV Alleged Persons; (iii) restraining order against the DV Alleged persons from dispossessing her or creating third-party rights in the shared property located at B-374, Lok Vihar, Pitampura, New Delhi; and (iv) other monetary reliefs, including loss of earnings, maintenance etc. The aforesaid Rohini Court Matter was brought to the notice of the DV Alleged Persons by way of an email notice dated December 23, 2025, issued by the advocate for Radhika Agarwal pursuant to the directions passed by the Judicial Magistrate First Class (Mahila Court – 1), North-West, Rohini, Delhi under the ad-interim ex parte order dated December 16, 2025, without the presence of the DV Alleged Persons. Subsequently, pursuant to an order dated June 6, 2026, passed by the Judicial Magistrate First Class (Mahila Court – 1), North-West, Rohini, Delhi, the matter was referred to mediation at the Mediation Centre, Rohini. Further, Radhika Agarwal has filed an application dated August 17, 2026, before the Judicial Magistrate First Class (Mahila Court – 1), North-West, Rohini, Delhi, seeking certain interim reliefs from the court during the pendency of the Rohini Court Matter. The Rohini Court Matter is currently pending, and the next date of hearing is November 21, 2026."*

This Addendum has been approved and adopted by our IPO Committee in its meeting dated August 21, 2026.

The changes conveyed by way of this Addendum are to be read in conjunction with the DRHP and, accordingly, the corresponding references in the DRHP stand updated pursuant to this Addendum. The information in this Addendum supplements and updates the information in the DRHP, as applicable. However, this Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the DRHP and till the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and/or the abridged prospectus and/or the Prospectus as and when filed with the Registrar of Companies, National Capital Territory of Delhi-I, at South Delhi ("**RoC**"), the SEBI and the Stock Exchanges. Please note that the information included in the DRHP will be suitably updated, including to the extent stated/ updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus, the abridged prospectus and the Prospectus. Investors should not rely on the DRHP or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

This Addendum which has been filed with SEBI and the Stock Exchanges shall be made available for public comments, if any, for a period of 21 days and shall be available on the website of SEBI at www.sebi.gov.in, the website of Stock Exchanges at www.nseindia.com and www.bseindia.com, the website of our Company at www.cjdarcl.com/investor-relations, and the websites of the Book Running Lead Managers, namely, ICICI Securities Limited and DAM Capital Advisors Limited on www.icicisecurities.com and www.damcapital.in, respectively.

Unless stated otherwise, all references to page numbers in this Addendum are to the page numbers of the DRHP. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meanings ascribed to them in the DRHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
ICICI Securities	DAM CAPITAL	MUFG MUFG Intime
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai – 400025 Maharashtra, India **Telephone:** +91 22 6807 7100 **E-mail:** cjdarclipo@icicisecurities.com **Investor grievance e-mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person:** Kishan Rastogi / Ashik Joisar **SEBI Registration No.:** INM000011179	**DAM Capital Advisors Limited** Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai - 400018 Maharashtra, India **Telephone:** +91 22 4202 2500 **E-mail:** cjdarcl.ipo@damcapital.in **Investor grievance e-mail:** complaint@damcapital.in **Website:** www.damcapital.in **Contact person:** Arpi Chedda / Jay Shah **SEBI Registration no.:** MB/INM000011336	**MUFG Intime India Private Limited** ***(formerly Link Intime India Private Limited)*** C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India **Telephone:** +91 810 811 4949 **E-mail:** cjdarcl.ipo@in.mpms.mufg.com **Investor grievance e-mail:** cjdarcl.ipo@in.mpms.mufg.com **Website:** https://in.mpms.mufg.com **Contact person:** Shanti Gopalkrishnan **SEBI Registration number:** INR000004058

For **CJ DARCL LOGISTICS LIMITED**
On behalf of the Board of Directors
Sd/-
Aarti Bhargava
Joint Company Secretary and Compliance Officer

Place : Gurugram, Haryana
Date : August 21, 2026

CJ Darcl Logistics Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the DRHP dated September 30, 2025, with SEBI and the Stock Exchanges. The DRHP and this Addendum are available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of our Company at www.cjdarcl.com/investor-relations/ and the websites of the Book Running Lead Managers, namely, ICICI Securities Limited and DAM Capital Advisors Limited on www.icicisecurities.com and www.damcapital.in, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled *"Risk Factors"* on page 39 of the DRHP. Potential investors should not rely on the DRHP for making any investment decision and should instead rely on the Red Herring Prospectus, when filed, for making investment decisions This announcement is not an issue of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States.

CONCEPT