

CJ Darcl Logistics Limited

(Formerly 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 32nd Annual General Meeting (AGM) of the Shareholders of **CJ Darcl Logistics Limited** will be held on Monday, the 30th day of September, 2019 at 11:30 A.M. at Darcl House, Plot No. 55P, Sector-44, Institutional Area, Gurugram, Haryana 122003 (6th Floor Conference room) 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 March 31st 2019 including Balance Sheet as at 31st March, 2019 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 March 31st 2019 including Balance Sheet as at 31st March, 2019 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. Hyoung Gun Kang (DIN 07875012), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Darshan Kumar Agarwal (DIN 00151560), who retires by rotation and being eligible, offers himself for re-appointment;

(B) Special business:

5. **To regularize the appointment of Mr. Sung Yong Hong (DIN 08389474) 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 section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sung Yong Hong having DIN- 08389474 who was appointed as additional Director on by the Board of Directors w.e.f 15.03.2019 and whose term of office expires at this Annual General Meeting (AGM) be and is hereby appointed as a Director under the category of Non-Executive Director to be rotational Director of the Company for the period of three years with effect from 30.09.2019 upto 35th Annual General Meeting of the Company to be held on or before 30.09.2022 whichever is earlier.”

6. **To regularize the appointment of Mr. Jonathan Park (DIN 08389524) 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 section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jonathan Park having DIN- 08389524 who was appointed as additional Director on by the Board of Directors w.e.f 15.03.2019 and whose term of office expires at this Annual General Meeting (AGM) be and is hereby appointed as a

Director under the category of Non-Executive Director to be rotational Director of the Company for the period of three years with effect from 30.09.2019 upto 35th Annual General Meeting of the Company to be held on or before 30.09.2022 whichever is earlier.”

7. To regularize the appointment of Mr. Doson Yoon (DIN 08390063) 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 section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Doson Yoon having DIN-08390063 who was appointed as additional Director on by the Board of Directors w.e.f 15.03.2019 and whose term of office expires at this Annual General Meeting (AGM) be and is hereby appointed as a Director under the category of Non-Executive Director to be rotational Director of the Company for the period of three years with effect from 30.09.2019 upto 35th Annual General Meeting of the Company to be held on or before 30.09.2022 whichever is earlier.”

8. To re-appoint Mr. Euy Don Park (DIN 02763067) as an Independent Director 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** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Euy Don Park (DIN 02763067), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of three years with effect from 10.08.2019 or upto 35th Annual General Meeting of the Company to be held on or before 30.09.2022 whichever is earlier.

Regd. Office: -

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

Date: 07.09.2019

Place: Gurugram

By order of the Board of Directors of

CJ Darcl Logistics Limited

Sd/-

(Apoorva Kumar)
Company Secretary
FCS-4905

NOTES: - 1 to 13 as under:-

1. **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 its behalf at the meeting. Proxy to be received at least 48 hours prior to the meeting.**
2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
3. Company has appointed M/s. Link Intime India Private Limited as its Registrar & Share Transfer Agent (RTA). Contact details of the RTA is as under:-
Link 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. V. M. Joshi
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. Company has availed facility for de-materialization of its equity shares from both NSDL and CDSL. Members holding physical share certificates are requested to de-materialize their equity shares.
5. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
6. Members may avail the nomination facility in respect of shares held by them in the Company.
7. 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.
8. Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting.
9. The necessary accounts, documents and statements required to be annexed in respect of Subsidiary Companies pursuant to the provisions of Section 129 of the Companies Act, 2013 are attached herewith.
10. Members are requested to send their queries, if any, to the Company Secretary (cs@cjdarecl.com).
11. Notice is available on the website of the Company www.cjdarecl.com
12. Route Map of Venue is attached.
13. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement are kept open for inspection by members, at the Registered Office of the Company.

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING SCHEDULED ON 30.09.2019. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 5, 6 & 7

The Shareholders’ Agreement (SHA) has been entered by the Company with CJ Logistics Corporation (CJL) and other Shareholders of the Company. CJ Logistics Corporation has 50% stake in the Company. As per Articles of Association of the Company subject to Articles 107 (b), 107 (c) and 107 (d), CJL shall have the right to nominate up to four (4) Directors on the Board. CJL will have to appoint 4 Directors on the Board of the Company from their side as per Articles of Association and provisions of SHA, out of which one Director is Executive and other 3 are Non- Executive Directors.

CJL nominated Directors Mr. Chulmoon Park, Mr. Jae Ho Ahn & Mr. Kwan Soo Shon resigned from the post of Director, as CJL communicated there is change in job and responsibilities of these executives, due to which they will not be able to devote sufficient time as Board Member of the Company. The resignations were accepted by the Board of Directors of the Company w.e.f. 15.03.2019.

CJL nominated other 3 members to be appointed as Non- Executive Directors on Board of the Company namely Mr. Sung Yong Hong, Mr. Jonathan Park & Mr. Doson Yoon.

The Board of Directors through approval by circulation sheet no. 7 of 2019 dated 15.03.2019 appointed Mr. Sung Yong Hong, Mr. Jonathan Park & Mr. Doson Yoon as Additional Directors to be Non-Executive Directors.

Further, the Board of Directors in their meeting held on 04.09.2019, recommended the name of Mr. Sung Yong Hong, Mr. Jonathan Park & Mr. Doson Yoon to the Shareholders for regularization of their appointment as Non-Executive Directors in the Board of the Company for a period of 3 years w.e.f. 30.09.2019 upto 35th Annual General Meeting of the Company to be held on or before 30.09.2022 whichever is earlier.

Thus the Resolutions at Srl.No. 5, 6, & 7 are placed for your approval as a special resolution.

Mr. Sung Yong Hong, Mr. Jonathan Park & Mr. Doson Yoon is interested in the respective resolution of their appointment. Except them 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. 8.

Mr. Euy Don Park (DIN 02763067) was appointed as an Independent Director for a period of 2 years w.e.f. 10.08.2017. The first term of Mr. Euy Don Park (DIN 02763067), as an Independent Director based on earlier appointment for 2 years was upto 09.08.2019. The Nomination and Remuneration Committee recommended the re-appointment of Mr. Euy Don Park as an Independent Director for second term to the Board of Directors through approval by circulation note 1 of 2019 dated 05.08.2019 effective from 10.08.2019.

Looking into the requirement for continuity of Mr. Euy Don Park as an Independent Directors, based on the recommendation of the Nomination and Remuneration Committee the Board passed the resolution through approval by circulation sheet 20 of 2019 dated 08.08.2019 for appointing him for further 3 years w.e.f. 10.08.2019 or 35th AGM whichever is earlier. The Board in its meeting held on 04.09.2019 recommended the re-appointment of Mr. Euy Don Park (DIN 02763067) for second term of 3 years w.e.f. 10.08.2019 or upto 35th AGM of the Company which ever is earlier.

Thus item no. 8 is placed for your approval.

Mr. Euy Don Park, is interested in this resolution. Except him no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the 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
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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 32nd Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11:30 AM at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Standalone Financial Statements for the year ended 31 st March, 2019.		
2	Adoption of Consolidated Financial Statements for the year ended 31 st March, 2019.		
3	Re-appointment of Mr. Hyoung Gun Kang as Executive Director.		
4	Re-appointment of Mr. Darshan Kumar Agarwal as Joint Managing Director.		
5	Regularize the appointment of Mr. Sung Yong Hong as Non-Executive Director.		
6	Regularize the appointment of Mr. Jonathon Park as Non-Executive Director.		
7	Regularize the appointment of Mr. Doseon Yoon as Non-Executive Director.		
8	Re-appointment of Mr. Euy Don Park as an Independent Director.		

Signed this.....day of2019

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.

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ATTENDANCE SLIP

Folio No: _____

I hereby record my presence at the 32nd Annual General Meeting of the Company held at 11:30 AM on Monday, the 30th day of September, 2019 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

Member's/Proxy's name in block letters

Member's/Proxy's signature

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

