

# Darcl Logistics Limited

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

Email- [cs@darcl.com](mailto:cs@darcl.com), Website- [www.darcl.com](http://www.darcl.com)

Phone No. – 9015202121,25-26, Fax- 91 124 4034162

**CIN- U60222HR1986PLC068818**

## **NOTICE TO THE MEMBERS**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of **M/s. Darcl Logistics Limited** will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 11:30 A.M. at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 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 31<sup>st</sup> 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017 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 31<sup>st</sup> 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017 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 Sh. Darshan Kumar Agarwal (DIN 00151560), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting untill the conclusion of 35<sup>th</sup> AGM of the Company and to fix their remuneration and in this regard to pass, with or without modification (s), the following resolution as **an Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.015125N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company in respect of the financial year beginning April 1, 2017 and ending March 31, 2022 at the remuneration as may be determined by the Board of Directors or as delegated by the Board of Directors in consultation with Auditors and reimbursement of out of pocket expenses incurred in connection with audit.”

### **Regd. Office: -**

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

By order of the Board of Directors of

Darcl Logistics Limited

Sd/-

(Apoorva Kumar)  
Company Secretary  
FCS-4905

Date: September 7, 2017  
Place: Gurugram

### **NOTES: - 1 to 11 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 form duly filled in, stamped and signed must reach the registered office of the Company situated at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 at least 48 hours before the meeting.**
2. 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**  
A-40, 2<sup>nd</sup> Floor, Narayana Industrial Area  
Phase –II, Near Batra Banquets  
New Delhi-110028.  
**Phone:** 011-41410592/93/94  
**Fax:** 011-41410591  
**E-mail:** [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)  
**Contact person:** Mr. V. M. Joshi

**Link Intime India Private Limited**  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (West)  
Mumbai-400 078.  
**Phone:** 022-25963838  
**Fax:** 022-25946969  
**Email:** [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
**Contact Person:** Mr. Haren N. Modi

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.

3. 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.
4. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
5. Members may avail the nomination facility in respect of shares held by them in the Company.
6. 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.
7. 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.
8. Shareholders are requested to bring their copy of the Notice along with Annual Report and Attendance Slip duly filled in at the Meeting.
9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary ([cs@darcl.com](mailto:cs@darcl.com)) at least 2 days before the AGM.
10. Notice is available on the website of the Company [www.darcl.com](http://www.darcl.com)
11. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement are kept open for inspection by members between 10.00 A.M. to 5.00 P.M., on all working days except Sundays and Public Holidays up to the date of Annual General Meeting, at the Registered Office of the Company.

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## DARCL LOGISTICS LIMITED

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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 30<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 29<sup>th</sup> September, 2017 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*	
Ordinary Business		For	Against
1	Adoption of Standalone Financial Statements for the year ended 31 <sup>st</sup> March, 2017.		
2	Adoption of Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2017.		
3	Re-appointment of Shri Darshan Kumar Agarwal as Joint Managing Director.		
4	Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors from ensuing AGM till further 5 years..		

Signed this.....day of .....2017

Signature of shareholder.....

Signature or Proxy holder(s)  
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Affix Revenue Stamp not less than Rs. 1
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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 30<sup>th</sup> Annual General Meeting of the Company held at 11:30 AM on Friday, the 29<sup>th</sup> day of September, 2017 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

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Member's/Proxy's name in block letters

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Member's/Proxy's signature

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

ROUTE MAP FOR AGM VENUE

