



# CJ Darcl Logistics Limited

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

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

Phone No. – 9015202121,25-26, 0124-4303876; Fax- 91 124 4034162

**CIN- U60222HR1986PLC068818**

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the Extra Ordinary General Meeting of Shareholders of **CJ Darcl Logistics Limited** will be held on Friday, the 3<sup>rd</sup> day of May, 2019 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 (6<sup>th</sup> Floor Conference Room) to transact the following special businesses: -

### Special business:

**1. To consider and approve the alteration in Memorandum of Association 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 Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof) and/or any other applicable provisions the Companies Act, 2013 consent is hereby accorded to insert the below mentioned clauses in clause III of the Memorandum of Association of the Company.

12. To carry on business of warehousing and distribution and all other allied activities in the Company.

13. To provide on lease of the surplus office space of company owned properties on bareshell or furnished basis and also to provide maintenance facility and other amenities in respect thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to approve all the necessary documents as may be required by the statutory authorities including the Registrar of Companies, Delhi and Haryana and to do such acts, deeds and things that may be required for the purpose of alteration in Memorandum of Association of the Company that may be suggested/required by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**“RESOLVED FURTHER THAT** Mr. Krishan Kumar Agarwal, Chairman & Managing Director, Mr. Narender Kumar Agarwal, Joint Managing Director and Mr. Apoorva Kumar, Company Secretary of the Company be and are hereby severally and individually authorized for all corporate action to give effect to this Resolution.”

**2. To approve the transaction upto Rs. 12,00,00,000/- (Rupees Twelve Crores only) with Mr. Darshan Kumar Agarwal, Joint Managing Director against lorry hire charges being a related party for F.Y. 2019-20.**

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 Section 188 and other applicable provisions, if any, of Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members be and is hereby accorded to the Board of Directors to enter into a transaction with related party Mr. Darshan Kumar Agarwal, Joint Managing Director of the Company against lorry hire charges to the tune of Rs. 12,00,00,000/- (Rupees Twelve Crores only) for F.Y. 2019-20.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to take necessary corporate action and compliances.”

**3. To approve the transaction upto Rs. 15,84,000/- (Rupees Fifteen Lacs Eighty Four Thousand Only) plus taxes with TCG Media Limited, a related party for publication of advertisement for F.Y. 2019-20.**

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 188 and other applicable provisions, if any, of Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members is hereby accorded to the Board of Directors to enter into an agreement with related party TCG Media Limited for advertisement of the Company in their various publications at annual consideration of Rs. 15,84,000 (Rupees Fifteen Lacs Eighty Four Thousand) plus Taxes for the period 01.04.2019 to 31.03.2020 payable at the time of execution of agreement.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to evaluate the benefit from the publication of advertisement in periodical manner.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to take necessary corporate action and compliances.”

**4. To pass resolution for payment of Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2019-20.**

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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) 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 2019-20 and for the period upto Annual General Meeting to be held on or before 30.09.2020 in F.Y. 2020-21 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, Plot No. 55P  
Sector-44, Institutional Area  
Gurugram, Haryana 122003

**By order of the Board of Directors of  
CJ Darcl Logistics Limited**

Date: 11.04.2019  
Place: Gurugram (Gurgaon)

Sd/-  
(Apoorva Kumar)  
Company Secretary  
FCS -4905

**NOTES: - 1 to 12 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. Members are requested to send their queries, if any, to the Company Secretary ([cs@cjdarc.com](mailto:cs@cjdarc.com)).
10. Notice is available on the website of the Company [www.cjdarc.com](http://www.cjdarc.com)
11. Route Map of Venue is attached.
12. 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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# **CJ DARCL LOGISTICS LIMITED**

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Phone: 9015202121, 0124-4303876; Fax No. - 0124 4034162

**CIN: U60222HR1986PLC068818**

## **ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING SCHEDULED ON 03.05.2019.**

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

#### **Item No. 1.**

The Company has entered into an agreement with CJ Logistics Corporation with the objective to expand the business activities of the Company at national and international levels. It was that by joining hands with CJ the Company can take benefits of CJ expertise to diversify into various activities. Now the Company is diversifying into different business segments, to diversify into different areas these should be part of objects of the Company as per Memorandum of Association of the Company. To include such activities as object of the Company alteration is required in object clause of Memorandum of Association of the Company. As Company has entered in warehousing & distribution business the main object clause of MOA is to be altered. Similarly, as Company has given its office building on rent and generating rent income, Object clause is to be altered by incorporating the new business areas of the Company.

It is proposed to amend the Memorandum by inserting the following object clauses

12. To carry on business of warehousing and distribution and all other allied activities in the Company.

13. To provide on lease of the surplus office space of company owned properties on bareshell or furnished basis and also to provide maintenance facility and other amenities in respect thereof.”

The Board of Directors of the Company in their meeting held on 08.04.2019 has approved the amendment in Object clause of Memorandum subject to approval by the Shareholders.

Accordingly, the Special Resolution at Item No.1 is intended for this purpose for the consideration and approval of members

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

#### **Item No. 2**

The Company has been awarded work order by M/s. Western Coalfields Limited at Nagpur and Company has been executing the work order for last 2 years effective from March, 2016. As per the work order terms, our Company is required to deploy Loader and Tipper for local movement ranging 1-3 Kms. Company is executing these work orders through hired vehicles.

In respect of Financial Year 2018-19, the Board of Directors in their meeting dated 23.03.2018 and Shareholders in their meeting held on 23.04.2018 approved the transaction with Mr. Darshan Kumar Agarwal upto Rs. 7.50 crores. As per the report reviewed by the Board of Directors for the period April 2018 to February 2019 the Company is likely to execute business of Rs. 14 Crores approx. out of which vendor payment on account of Mr. D.K. Agarwal is estimated at around Rs. 6.50 Crore against Board approval of Rs. 7.50 Crores. It is expected to execute the business of Rs. 18 Crores approx (as per work order in hand) in F.Y. 2019-20 plus short period coming tender in current year on time to time.

Based on the work orders in hand and short period likely tenders in F.Y 2019-20, Mr. D.K. Agarwal, JMD has requested to increase the transaction limit for F.Y. 2019-20 from existing approved limit of Rs. 7.50 Crore to Rs. 12 Crore towards lorry hire (Freight) payment as related party transaction. Mr. D.K. Agarwal,

JMD has also proposed that he will bear the cost if net margin is not at committed level in range between 2-3%. Administrative responsibility including timely billing will be undertaken by local branch at Nagpur/at WCL Site under his guidance and he will ensure timely Bill Submission and Payment Collection thereof. Labour Payment Certificate (LPC) compliance for WCL will be ensured by his team in respect of drivers and allied staffs. Any penalty to be imposed by WCL to the company in respect of fleet deployed by him will be borne by him in order to protect interest of company.

The Board of Directors in their meeting held on 08.04.2019 allowed him to deploy the vehicles in his own name specifically in this contract and recommended the resolution for transaction with Mr. Darshan Kumar Agarwal, Joint Managing Director as lorry hire charges upto Rs. 12,00,00,000 (Rupees Twelve crores) during F.Y. 2019-20.

Accordingly, the Special Resolution at Item No.2 is intended for this purpose for the consideration and approval of members.

Mr. Darshan Kumar Agarwal, Joint Managing Director is interested in this resolution and no other Directors/key managerial personnel are in any way interested in this resolution.

### **Item No. 3**

The Company engages TCG Media Ltd. for advertisement of Company in various Publication Magazine and Newspapers being published by M/s. TCG Media Limited under erstwhile name of TCG House of Publication Private Limited. The last approval was sought in the Audit Committee Meeting dated 23.03.2018 & Board Meeting dated 23.03.2018 which was valid for 1 year at rate of Rs. 14.40 lacs plus applicable taxes as per provisions of Companies Act 2013. The last Agreement was entered with M/s. TCG Media Limited which was valid upto 31.01.2019.

The publication of M/s. TCG Media are TransReporter-a Logistics magazine, L' Officiel, FHM and Diabetic Living. Other three magazines (other than TransReporter) are not related to Logistics business. Hence, Company has been advertising in TransReporter magazine. TransReporter Magazine is an English bi-monthly magazine covering all the spheres of Logistics industry. The target readers for this product are the people from Top level management, other professionals directly or indirectly associated with the Logistics industry and the new generation who are rapidly taking interest as their career in this industry. It has on an average 36,000 subscriptions/circulations on bi-monthly basis. It has nearly 50% print circulation and 50% E copy circulation. Being a bi-monthly magazine, 6 (Six) full page advertisement of CJ DARCL at prominent location (prime position) is covered like Back side, Back Inside or Front inside position. August-September 2017 issue of TransReporter featured JV transaction in Front Cover with detailed coverage (over 12 pages) as cover story inside the Magazine besides regular advertisement. It also makes advertisement of Transrail-a wholly owned subsidiary on regular basis. e-TransReporter is an e-paper format to the national and international readers through its website [www.TransREporter.com](http://www.TransREporter.com)

Besides advertisement in TransReporter Magazine, TCG Media widely publicize by way of digital advertisement of CJ DARCL Logistics through its website [www.TransREporter.com](http://www.TransREporter.com) wherein CJ DARCL Logo appears along with vehicle image in all news in its Website.

In addition to the above advertisement, TCG Media Limited has tie up with select Petrol Pumps wherein advertisement of magazines front page is displayed and TCG Media Limited will make front cover featuring the Company and the same will be used for advertisement at select Petrol pump giving brand promotion of our company.

As M/s. TCG Media Limited is run by Mr. Nitin Agarwal, Vice President and who is son of Mr. D.K. Aggarwal, Joint Managing Director the transaction will be related party transaction and therefore as per provisions of Companies Act, 2013 the request was placed before the Audit Committee & Board in its meeting held on 08.04.2019. The Audit Committee and the Board in their meeting held on 08.04.2019, subject to the approval of Shareholders has approved the annual transaction upto Rs. 15,84,000 (Rupees

Fifteen Lacs Eighty Four Thousand) plus Taxes with TCG Media for the period 01.4.2019 to 31.03.2020 subject to yearly review. The transaction made will be subject to review by the Audit Committee and Board from time to time.

The transaction made will be subject to review by the Audit Committee time to time.

Accordingly, the Special Resolution at Item No.3 is intended for this purpose for the consideration and approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise except Mr. Darshan Kumar Agarwal, Joint Managing Director of the Company, is interested in this resolution.

#### **Item No. 4**

The members of the Company at their Extra Ordinary General Meeting held on June 23, 2017 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. 2017-18 & 2018-19. Pursuant to Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 and taking into account the roles and responsibilities of the Non-Executive Directors, and their tenure of appointment it is proposed that the Non-executive directors be paid for F.Y. 2019-20 and for the period upto Annual General Meeting to be held on or before 30.09.2021 in F.Y. 2020-21 as may be decided by the Board, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The Board of Directors has approved the same subject to approval of shareholders in their meeting held on 08.04.2019. This remuneration is proposed to be distributed amongst all or some of the Non-executive Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. 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. 4 of the Notice.

All the Independent Directors of the Company 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 CMD, JMD's, Non-Executive Directors, KMP's of the Company or their relatives are interested in this resolution.

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

Darcl House, Plot No. 55 P  
Sector- 44, Institutional Area  
Gurugram, Haryana 122003  
Date: 11.04.2019  
Place: Gurugram (Gurgaon)

**By order of the Board of Directors of  
CJ Darcl Logistics Limited**

Sd/-  
(Apoorva Kumar)  
Company Secretary  
FCS 4905

# CJ 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 Extra Ordinary General Meeting of the Company to be held on Friday, 3<sup>rd</sup> May, 2019 at 11:00 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
<b>Special Business</b>			
1	To consider and approve the alteration in Memorandum of Association of the Company.		
2	To approve the transaction upto Rs. 12,00,00,000 (Rupees Twelve Crores) with Mr. Darshan Kumar Agarwal, Joint Managing Director against lorry hire charges being related party for F.Y. 2019-20.		
3	To approve the transaction 14,40,000 (Rupees Fourteen Lacs Forty Thousand) plus Taxes with TCG Media Limited, a related party for publication of advertisement for F.Y. 2019-20.		
4	To pass resolution for payment of Commission upto 1% of net profit to Non-Executive Directors for F.Y. 2019-20.		

Signed this.....day of .....2019

Signature of shareholder.....

Signature or Proxy holder(s).....

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. 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.
4. Please complete all details including details of member(s) in above box before submission.



**CJ DARCL LOGISTICS LIMITED**

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Phone: 9015202121, Fax No. - 0124 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 3rd day of May 2019 at its Registered office 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

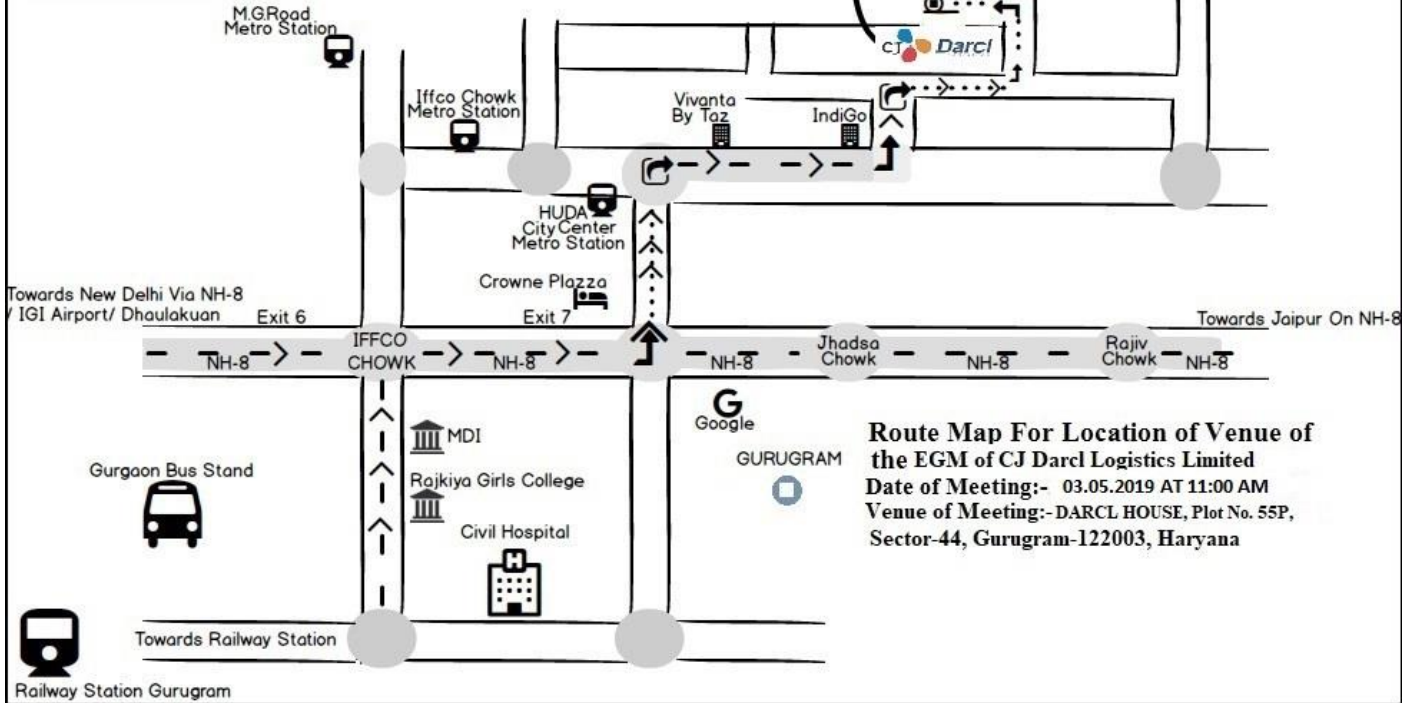
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Member's/Proxy's signature

NOTE : Please fill in this attendance slip and hand it over at the ENTRANCE





**CJ DARCL LOGISTICS LIMITED**  
Darcl House, Plot No. 55P, Sector-44,  
Gurugram-122003, Haryana



**Route Map For Location of Venue of  
the EGM of CJ Darcl Logistics Limited**  
Date of Meeting:- 03.05.2019 AT 11:00 AM  
Venue of Meeting:- DARCL HOUSE, Plot No. 55P,  
Sector-44, Gurugram-122003, Haryana