

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 OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting of **CJ Darcl Logistics Limited** will be held on Monday the 28th February, 2022 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 (6th Floor Conference room) or through video conferencing/ other audio video means to transact the following businesses. This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder (“**Companies Act, 2013**”) in accordance with the Articles of Association of the Company.

SPECIAL BUSINESS

- 1. To pass a resolution to increase the Borrowing Power limit of the Board of Directors from Rs. 850 crores to Rs. 1000 Crores.**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at their meeting held on 17.10.2020, consent of the Members be and is hereby accorded pursuant to the provision of Section 180(1)(c) and any other applicable provision of the Companies Act, 2013 {including any statutory modification(s) thereof and any rules there under for the time being in force} authorized to borrow money from time to time up to a limit not exceeding in the aggregate Rs. 1,000 Crores (Rupees One Thousand Crores Only) notwithstanding that money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution”.

- 2. 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, 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 subject to 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.

16. To engage in business of Trading of Goods and Materials.

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. Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary of the Company be and are hereby severally and individually authorized for all corporate action to give effect to this Resolution.”

Regd. Office: -

Darcl House, Plot No. 55P Sector-44, Institutional Area
Gurugram, Haryana 122003
Date: 05.02.2022

Place: Gurugram (Gurgaon)

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

Sd/-
(Aarti Bhargava)

Joint Company Secretary
ACS-22992

NOTES: - 1 to 17 as under:-

1. 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 has permitted the Companies to hold their EGM through Video Conferencing/other Audio Visual Means (OAVM) upto June 30, 2022.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. 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. While Proxy is required to be received at least 48 hours prior to the meeting, the Company will accept the proxy even prior the meeting as being held at Shorter notice. The Proxy will not be accepted in case the meeting is attended through Video conferencing or other audio visual means. However representative as per section 112 & 113 of the Act may be appointed for purpose of attending meeting through VC or OAVM.**
3. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
4. 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. 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. 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.
6. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
7. Members may avail the nomination facility in respect of shares held by them in the Company.
8. 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.
9. Members 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 meeting is held through VC or OAVM.
10. Notice is available on the website of the Company www.cjdarcl.com

11. Route Map of Venue is attached. However, in case meeting is attended through VC or OAVM, the same will be of no use.
12. 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.
13. 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 28th February, 2022. The facility to join the meeting shall be kept open atleast 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after scheduled time.
14. 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.
15. In terms of Articles of Association of the Company, Meeting will be conducted based on Poll. Mr. Dhananjay Shukla & Associates has been appointed as Scrutinizer for smooth conduct of Poll during the meeting.
16. In case the counting of votes requires time, the meeting can be adjourned and called later to declare the results.
17. Members are requested to send their queries, if any, to the Company Secretary (cs@cjdarcl.com).

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Email: cs@cjdarcl.com ; Website: www.cjdarcl.com

Phone: 9015202121, Fax No. - 0124 4034162

CIN: U60222HR1986PLC068818

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF CJ DARCL LOGISTICS LIMITED TO BE HELD ON 28TH FEBRUARY, 2022 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 INDIA AND AUDIO VIDEO MEANS

Resolution No. 1

The Shareholders of the Company had passed Resolution on 17th October, 2020 authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 850 crore (Rupees Eight Hundred Fifty Crore Only) over and above the paid up capital of the Company and its free reserves, for the business of the Company. The overall borrowing level is near to the approved limit of Rs. 850 Crore till now. However, in view of proposed business expansion, the company is planning to increase Capital expenditure and working capital limits, pursuant to which the borrowing limits will increase. Thus, it is required to have power to borrow money accordingly. Pursuant to Section 180 (1) (C) of the Companies Act 2013 the Company need to take consent of the members by way of special resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Your Board of Directors in Meeting held on 21.12.2021 has recommended to increase the current Borrowing Power limit from Rs. 850 Crore to Rs. 1,000 Crore (Rupees One Thousand Crores) and pass the Resolution as Special Resolution.

Hence, the Special Resolution at Item No. 1 is intended for this purpose.

None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution as set out in item no 1 of the Notice..

Resolution No. 2

As part of tapping new business opportunities so as to offer total logistics solution to the Customers as Logistics Service Provider, there are the transportation related opportunities where trading of goods is also involved and such business opportunities are given to those Logistics Service Providers who are ready to accept composite offer. Your Company is proposing to explore such new business opportunities as well for which object clause of Memorandum of Association of the Company requires amendment. Keeping in view the business plan of the Company, the Board of Directors in their meeting held on 21.12.2021 approved subject to approval of Shareholders the addition of new object clause in Clause III of the Memorandum of Association adding new business activity "To engage in business of Trading of Goods and Materials as part of Main object.

Thus item no. 2 is placed for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution as set out in item no 2 of the Notice.

Regd. Office: -

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

Date: 05.02.2022

Place: Gurugram (Gurgaon)

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

Sd/-

(Aarti Bhargava)
Joint Company Secretary
ACS 22992

CJ DARCL LOGISTICS LIMITED

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(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) ofshares of the above named Company hereby appoint:

(1)Name.....Address:.....
Email Id.....Signatureor falling him;

(2)Name.....Address:.....
Email Id.....Signatureor falling him;

(3) Name.....Address:.....
Email Id.....Signatureor 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 Monday, 28th February at 11:00 AM at Darcl House, Plot No. 55-P, Sector-44, Institutional Area, Gurugram, Haryana-122003 and Audio Video Mode and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	RESOLUTIONS	Optional*	
		For	Against
	Special Business		
1	Resolution for increase in borrowing power from Rs. 850 crores to Rs. 1000 crores.		
2	Resolution for amendment in Memorandum Association of the Company.		

Signed this.....day of 2022

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 RegisteredOffice 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.

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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 Monday, the 28th Day of February 2022 at its Registered office at Darcl House, Plot No. 55P, Sector-44. Institutional Area, Gurugram, Haryana-122003

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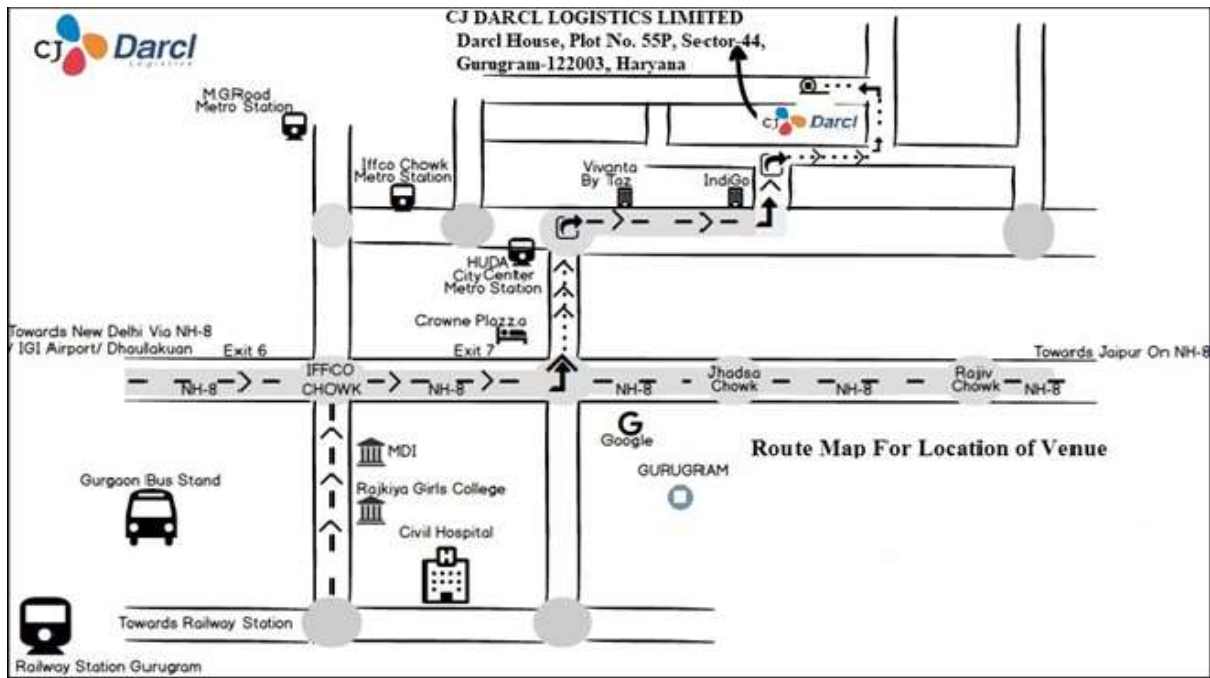
Member's/ Proxy's name in block letters

.....

Member's/ Proxy's signature

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

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



NAME OF THE COMPANY	CJ DARCL LOGISTICS LIMITED (U60222HR1986PLC068818)
MEETING VENUE	DARCL HOUSE, 55P, 6 TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA, PINCODE-122003
DATE OF THE MEETING	28.02.2022 (MONDAY)
TIME OF THE MEETING	11:00 A.M.
LINK TO REACH	https://www.google.com/maps/place/CJ+Darcl+Logistics+Ltd./@28.4528015,77.0698358,15z/data=!4m5!3m4!1s0x0:0x2ef9ca181b7f906d!8m2!3d28.4528015!4d77.0698358