

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

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

SHORTER NOTICE be and is hereby given that an Extraordinary General Meeting of **CJ Darcl Logistics Limited** will be held on Thursday the 28th October, 2021 at 3:00 p.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. Passing of resolution for Raising of capital through an initial public offering

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 Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (“**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (“**GoI**”), Securities Exchange Board of India (“**SEBI**”) or Reserve Bank of India (“**RBI**”), Department for Promotion of Industry and Internal Trade (“**DIPP**”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the Memorandum of Association, the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares of face value of ₹ [10] of the Company (“**Equity Shares**”) are proposed to be listed (“**the Stock Exchanges**”), and subject to any approvals from the GoI, the Registrar of Companies, NCT of Delhi and Haryana at New Delhi (“**RoC**”), the Securities and Exchange Board of India (“**SEBI**”), RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (“**DEA**”), Ministry of Commerce and Industry, Government of India, DIPP and all other appropriate statutory authorities and departments (the “**Regulatory Authorities**”), and such other approvals, consents, waivers, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, the consent and approval of the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer, allot and/or transfer in the Offer (*as defined below*) such number of equity

shares of face value of ₹ [10] each of the Company (the “**Equity Shares**”) comprising of a fresh issue of up to 58,00,000 (Fifty Eight Lacs) Equity Shares aggregating up to ₹ 5,000 million by the Company (“**Fresh Issue**”) The Fresh Issue along with an offer for sale by certain existing shareholders of our Company (collectively, the “**Selling Shareholders**” and such offer for sale, the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), will be at a price to be determined by the Company and the Selling Shareholders, in consultation with the book running lead managers appointed in respect of the Offer (“**BRLMs**”), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholders of the Company as the Board may decide in consultation with the BRLMs, including anchor investors and qualified institutional buyers, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the “**Investors**”) by way of the Offer, and in one or more tranches in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer, with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the Board is hereby authorized on behalf of the Company, that it may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company and the Selling Shareholders in consultation with the BRLMs and Selling Shareholders (to the extent applicable), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document

or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation) and transferred pursuant to the Offer for Sale shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.”

“**RESOLVED FURTHER THAT**, the approval of the shareholders of the Company is hereby accorded to the Board and any other committee thereof, to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- i. constituting a committee for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws);
- iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- v. appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- vi. seeking, if required, any approval, consent or waiver from the Company’s lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company and its subsidiaries have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company and its subsidiaries, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and

approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

- vii. deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- viii. deciding, negotiating and finalizing, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- ix. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer for Sale;
- x. approving the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- xi. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
- xii. settling in questions, difficulties or doubts that may arise in relation to the Offer;
- xiii. seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, and other intermediaries;
- xiv. appointing, in consultation with the BRLMs, the registrar, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- xv. finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- xvi. authorizing of the maintenance of a register of holders of the Equity Shares;
- xvii. finalizing of the basis of allotment of the Equity Shares;
- xviii. issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- xix. approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
- xx. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws; and

- xxi. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

RESOLVED FURTHER THAT the powers of the Board and any other committee thereof set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

2. Resolution for Appointment of Mr. Sachchida Nand Agrawal as Independent Director

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 Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions thereof, if any, Mr. Sachchida Nand Agrawal (DIN: 08194608) be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the “**Board**” or “**Board of Directors**”), who shall hold office for a term of one year commencing on 19th October, 2021, and not be liable to retire by rotation. Mr. Sachchida Nand Agrawal (DIN: 08194608) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman and Managing Director, Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Sachchida Nand Agrawal as an Independent Director of the Company.”

3. To pass resolution approving the elevation of designation of Mrs. Mahima Agarwal, Vice President to President of the Company.

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

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mrs. Mahima Agarwal, who is Daughter-in-law of Mr. Krishan Kumar Agarwal, Chairman and Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as

President of the Company as approved by the Board of Directors at their meeting held on 18.10.2021 at existing remuneration as approved by the Shareholders in their meeting held on 01.06.2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

4. To pass resolution approving the elevation of designation of Mr. Nitin Agarwal, Vice President to President of the Company.

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

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mr. Nitin Agarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as President of the Company as approved by the Board of Directors at their meeting held on 18.10.2021 at existing remuneration as approved by the Shareholders in their meeting held on 01.06.2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

5. To pass resolution approving the elevation of designation of Mr. Ishant Agarwal, Vice President to President of the Company.

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

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the designation of Mr. Ishant Agarwal, who is Son of Mr. Roshan Lal Aggarwal, Joint Managing Director and holding the office of Vice President in the Company be and is hereby elevated to act as President of the Company as approved by the Board of Directors at their meeting held on 18.10.2021 at existing remuneration as approved by the Shareholders in their meeting held on 01.06.2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.

Regd. Office: -

Darcl House, Plot No. 55P Sector-44, Institutional Area
Gurugram, Haryana 122003
Date: 26.10.2021

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. 20/2020 dated May 05, 2020, and circular no. 2/2021 dated January 13, 2021 has permitted the Companies to hold their AGM through Video Conferencing/other Audio Visual Means (OAVM) for the year 2021.

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. Shareholders 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 required to be conducted 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 October, 2021. 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).

CJ DARCL LOGISTICS LIMITED

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

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 OCTOBER, 2021 AT 3:00 P.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 Company intends to list its equity shares of face value of ₹ [10] each (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company’s equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares (the “**Offer**”) by way of fresh issue of Equity Shares and certain existing shareholder(s) (“**Selling Shareholders**”) may offer certain of their respective eligible Equity Shares in the offer for sale portion of the Offer. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Offer and subject to applicable regulatory approvals.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to issue and allot such number of Equity Shares in the Offer aggregating up to ₹ 5,000 million on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company (the “**Board**”), or a duly authorised committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised inter alia for Repayment of loan, purchase of vehicles, issue expense and for meeting requirements of funds for general corporate purposes of the Company or as decided by the Board.

The Equity Shares are proposed to be listed on BSE Limited, National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, the directors (except who are promoters or part of the promoter group or are independent directors) or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

[Furthermore, in the event that Equity Shares are allotted to investors pursuant to pre-IPO placement of Equity Shares prior to filing of the red herring prospectus relating to the Offer with the Registrar of Companies, NCT of Delhi and Haryana at New Delhi, price at which such pre-IPO placement shall be

made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead managers to the Offer and Selling Shareholders]

Other than through their participation in the Offer as mentioned above none of the directors or managers or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No.1 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution [to the extent of their shareholding in the Company and their proposed participation in the offer for sale in the Offer and, to the extent shares may be subscribed for and allotted in their names.

Resolution No. 2

Pursuant to the provisions of Sections 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Sachchida Nand Agrawal was appointed as an additional director of the Company pursuant to resolution of the board of directors passed in the meeting held on 18.10.2021

Mr. Sachchida Nand Agrawal is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) each as amended, in connection with the Offer of the Equity Shares. In this connection, the Board is of the opinion that Mr. Sachchida Nand Agrawal fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Sachchida Nand Agrawal is independent of the management of the Company.

The Company has received a declaration from Mr. Sachchida Nand Agrawal confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors has recommended the appointment of Mr. Sachchida Nand Agrawal as an Independent Director for a term of one year subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

Except Mr. Sachchida Nand Agrawal and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no 2 of the Notice.

Resolution No. 3.

The Shareholders of the Company has approved increase in remuneration of Mrs. Mahima Agarwal, Vice President of the Company who is Daughter in law of Mr. Krishan Kumar Agarwal, CMD in its meeting held on 01.06.2020 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 18.10.2021 approved the elevation in designation of Mrs. Mahima Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit, the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.3 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Krishan Kumar Agarwal is in any way, concerned or interested in the said resolution.

Resolution No. 4.

The Shareholders of the Company has approved increase in remuneration of Mr. Nitin Agarwal, Vice President of the Company who is son of Mr. Darshan Kumar Agarwal, JMD in its meeting held on 01.06.2020 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 18.10.2021 approved the elevation in designation of Mr. Nitin Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit, the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.4 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Darshan Kumar Agarwal is in any way, concerned or interested in the said resolution.

Resolution No. 5.

The Shareholders of the Company has approved increase in remuneration of Mr. Ishant Agarwal, Vice President of the Company who is son of Mr. Roshan Lal Agarwal, JMD in its meeting held on 01.06.2020 pursuant to the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders. The Board in its meeting held on 18.10.2021 approved the elevation in designation of Mr. Ishant Agarwal from Vice President to President keeping in view his work profile.

Being the related party holding the place of profit, the resolution is required to be approved from the members. Hence, the Ordinary Resolution at Item No.5 is intended for this purpose.

None of the Directors, Key Managerial Persons or their relatives, except Mr. Roshan Lal Agarwal is in any way, concerned or interested in the said resolution.

Regd. Office: -

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

Date: 26.10.2021
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

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

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

Phone: 9015202121, Fax No. - 0124 4034162

CIN: U60222HR1986PLC068818

(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 Thursday, 28th October at 3:00 PM 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
1	Resolution for Raising of capital through an initial public offering		
2	Resolution for Appointment of Mr. Sachchida Nand Agrawal as Independent Director		
3	Resolution approving the elevation of designation of Mrs. Mahima Agarwal, Vice President to President of the Company.		
4	Resolution approving the elevation of designation of Mr. Nitin Agarwal, Vice President to President of the Company.		
5	Resolution approving the elevation of designation of Mr. Ishant Agarwal, Vice President to President of the Company.		

Signed this.....day of 2021

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.

CJ DARCL LOGISTICS LIMITED

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

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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 3:00 P.M on Thursday, the 28th Day of October 2021 at its Registered office at Darcl House, Plot No. 55P, Sector-44. Institutional Area, Gurugram, Haryana-122003

.....

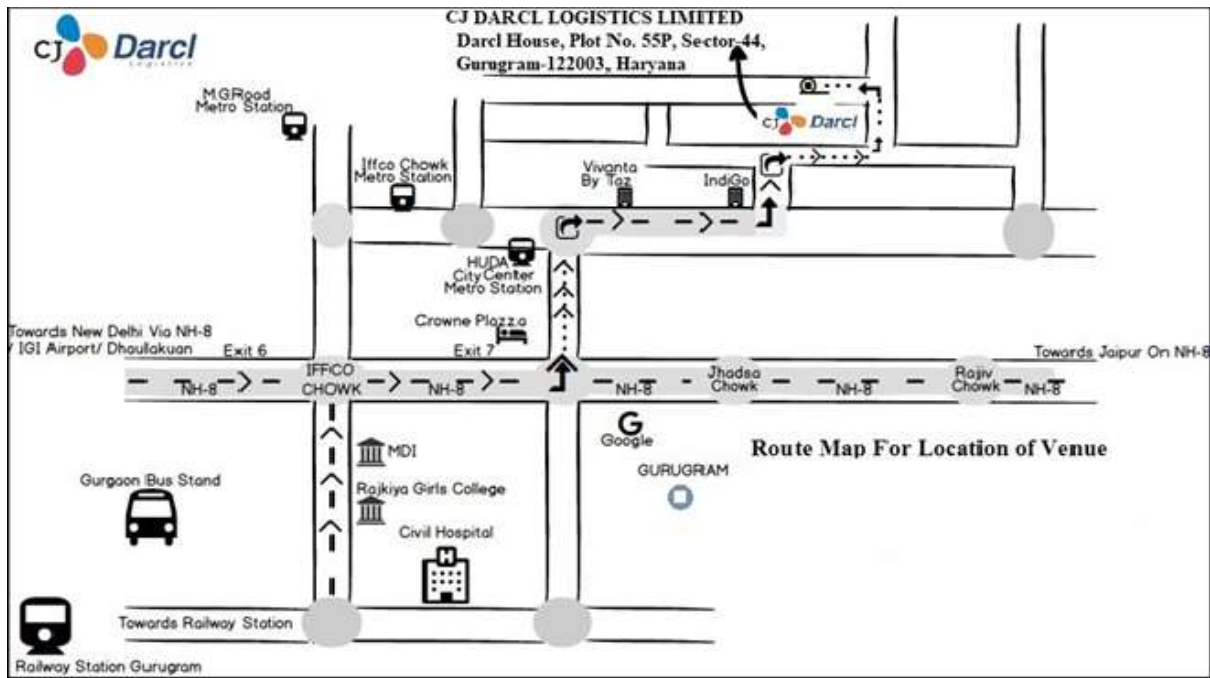
Member's/ Proxy's name in block letters

.....

Member's/ Proxy's signature

NOTE: Please fill in this 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	28.10.2021 (THURSDAY)
TIME OF THE MEETING	3:00 P.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