

ARGL LIMITED

Reg. Office: B 33 Somdutt Chamber I, 5 Bhikaji Cama Place, New Delhi 110066
CIN: U74899DL1995PLC070717, Website: www.argl.com,
Email Id: compliance.argl@arglltd.com, Ph. 9311026222

NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of **M/s ARGL Limited** (Company) will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Friday, **7th July, 2023 at 10.30 A.M. (IST)** to transact the following business(es):

ORDINARY BUSINESS

Item No.1: Adoption of Financial Statements for the Financial Year ended on 31st March, 2023

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Audited Financial Statements of the Company for the financial year ended on 31st March, 2023, together with the reports of the Board of Directors’ and Auditor’s Report thereon be and are hereby approved and adopted.”

Item No. 2: Re-Appointment of Mr. Rakesh Darbari (DIN: 06596678), Whole Time Director of the Company, who retire by rotation and being eligible offers himself for re-appointment

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rakesh Darbari (DIN: 06596678), Whole Time Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Item No. 3: Reappointment of M/s. Walker Chandiok & Co. LLP (FRN: 001076N) as Statutory Auditor of the Company

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, **M/s. Walker Chandiok & Co. LLP (FRN: 001076N)** be and are hereby appointed /re-appointed as the Statutory Auditors of the Company for the term of 5 (five) years to conduct the Statutory Audit for the financial years commencing from 2023-24 and ending on 2027-28 on such remuneration and out of pocket expenses for the purpose of Statutory Audit as may be mutually agreed between the Board and the Statutory Auditor.”

SPECIAL BUSINESS

Item No. 4: Approval of the Remuneration of the Cost Auditor of the Company for the Financial Year 2023-24

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT consent of the Members be and is hereby accorded to approve / ratify the remuneration amounting to Rs.1,50,000/- (Rupees One Lac Fifty Thousand) plus the payment towards applicable tax and subject to reimbursement of out of pocket expenses incurred in connection with the cost audit, payable to M/s MM& Associates for conducting the Cost Audit of the Company for the financial year 2023-24 and to submit the Cost Audit Report in accordance with the Companies (Audit and Auditors) Rules, 2014, or any amendment thereto from time to time.”

Place : Gurugram

Date : 6th July 2023

By order of the board of directors
For **ARGL Limited**



Rakesh Darbari
(Whole Time Director)
DIN: 06596678

NOTES:

- In view of the COVID-19 guidelines, social distancing is a norm to be followed and pursuant to the Circular(s) issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required and AGM can be held through VC or OAVM. Hence, Members are requested to attend and participate in the ensuing AGM through VC/OAVM.
- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING HELD THROUGH VC / OAVM IS NOT ENTITLED TO APPOINT ANY PROXY TO ATTEND AND VOTE IN THE MEETING. HOWEVER, THE REPRESENTATIVE OF THE MEMBERS MAY BE APPOINTED IN PURSUANCE TO THE SECTION 112 AND SECTION 113 OF THE COMPANIES ACT, 2013 TO ATTEND AND VOTE IN THE MEETING.**
- Corporate Members intending to attend through their authorized representatives pursuant to section 113 of the Companies Act, 2013 are requested to send the same to the undersigned at Email ID compliance.argl@arglltd.com, supported by a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business is annexed hereto.
- The Members of the Company may request the Company for availability of relevant documents, if any, referred to in the explanatory statement by writing to the Company through email at compliance.argl@arglltd.com same will be replied by Company suitably.
- This Notice is being sent to all the Members whose names appear in the Register of Members or in the Register of beneficial owners. Any person who is not a Member of

the Company as on date specified above shall treat the Notice for information purposes only.
- This notice is sent to all the Members at their registered e-mail IDs with depositories / with the Company/ with by email.
- The Members of the Company are requested to attend the AGM through video conferencing using the link shared by the Company Secretary of the Company.
- The facility of joining the meeting will be kept open at least 15 minutes before the time schedule to start the meeting and will remain open till the expiry of 15 minutes after such scheduled time.
- Attendance of Members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- The AGM held through VC or OAVM, will be duly recorded and the recorded transcript of the same shall be maintained in safe custody by the Company.
- Since the AGM will be held through VC / OAVM, the route map is not annexed to this notice.
- In case you have any queries or issues, you may contact to Ms. Chakshu Syal (Company Secretary) at Mobile no. +91 9899908481 or write an email to compliance.argl@arglltd.com.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

The following statements set out all material facts relating to the special businesses mentioned in the accompanying notice:

ITEM NO. 04:

The Board of Directors approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2023-24 at the remuneration of Rs.1,50,000/- (Rupees One Lac Fifty Thousand) (subject to the approval of the members).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved / ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year 2023-24.

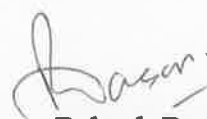
None of the Directors / Key Managerial Personnel & their relatives is, in any way, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members of the Company.

Place : Gurugram

Date : 6th July 2023

By order of the board of directors
For **ARGL Limited**



Rakesh Darbari
(Whole Time Director)
DIN: 06596678