

# ARGL LIMITED

Reg. Office: B 33 Somdutt Chamber I, 5 Bhikaji Cama Place, New Delhi 110066

CIN: U74899DL1995PLC070717, Website: [www.argl.com](http://www.argl.com),

Email Id: [compliance.argl@arglltd.com](mailto:compliance.argl@arglltd.com), Ph. 9311026222

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## **NOTICE**

**NOTICE** is hereby given that the **30<sup>th</sup> Annual General Meeting** of **M/s ARGL Limited** (Company) will be held through Video Conferencing (VC) on **18<sup>th</sup> June 2025 (Wednesday)** at **11:30 am** to transact the following business(es):

### **ORDINARY BUSINESS**

**Item No.1: Adoption of Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March 2025.**

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 31<sup>st</sup> March 2025, together with the reports of the Board of Directors’ and Auditor’s Report thereon be and are hereby approved and adopted.”

### **SPECIAL BUSINESS**

**Item No. 2: Appointment of Mr. Rakesh Darbari (DIN: 06596678) as Whole Time Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provision of Section 149, 152, 196, 197, 198, 203 of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Companies Act, 2013, and other rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) Mr. Rakesh Darbari (DIN: 06596678), who was appointed as Whole Time Director of the Company on 18.06.2020 and was regularized at the Annual General Meeting held on 20.10.2020 to hold the office of Whole Time Executive Director for the term of 5 years w.e.f.18<sup>th</sup> June 2020 be and is hereby re-appointed as Whole Time Executive Director cum Chief Executive Officer of the Company for the term of 5 (five) years commencing from 18.06.2025 and ending on 17.06.2030 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or / & Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

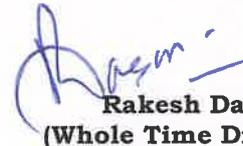
**Item No. 3: Approval of the Remuneration of the Cost Auditor of the Company for the Financial Year 2025-26.**

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 lakh 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. M M & Associates** (FRN 000454) for conducting the Cost Audit of the Company for the financial year 2025-26 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

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



**Rakesh Darbari**  
**(Whole Time Director)**  
DIN: 06596678

## **NOTES:**

- 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 CORPORATE MEMBERS MAY BE APPOINTED IN PURSUANCE TO 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@argltd.com](mailto:compliance.argl@argltd.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@argltd.com](mailto:compliance.argl@argltd.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@argltd.com](mailto:compliance.argl@argltd.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. 02:**

Mr. Rakesh Darbari was appointed as Whole Time Executive Director by the Board on 18.06.2020 and his appointment was regularized at the Annual General Meeting held on 20.10.2020.

Pursuant to the provisions of Section 161 of the Act, Mr. Rakesh Darbari holds office till 17<sup>th</sup> June, 2025. The Board had consented for the appointment of Mr. Rakesh Darbari as Whole-time Director of the Company for the period of Five (5) years commencing from 18.06.2025 and ending on 17.06.2030 on such remuneration and terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or an amendments thereto or any re-enactment thereof as may be agreed between the Board of Directors and Mr. Rakesh Darbari.

- i. Monthly Salary as may be reviewed / revised by the Board from time to time.
- ii. He shall be entitled to use the Company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iii. He shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the Company may establish from time to time.
- iv. His entitlement for reimbursement of medical and hospitalization expenses for him and his family shall be in accordance with the Company's Policy.
- v. Annual Bonus shall be at the discretion of the Board.
- vi. Reimbursement of expenses incurred by him on account of Business of the Company will be in accordance with the Company Policy.
- vii. Reimbursement of any other expenses properly incurred by him will be in accordance with the rules and policies of the Company.
- viii. He shall also be entitled to such increment from time to time as the Board may, in its discretion, determine.

Other than Mr. Rakesh Darbari, none of the Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolutions at Nos. 2 of the Notice.

Mr. Rakesh Darbari does not hold any shares in the Company.

Mr. Rakesh Darbari is not related to any other Director of the Company. The Board recommends this Ordinary Resolution set out at Item Nos. 2 of the notice for approval of members of the Company.

**ITEM NO. 03:**

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 2024-25 at the remuneration of Rs. 1,50,000/- (Rupees One lakh 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, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year 2025-26.

None of the Directors / Key Managerial Personnel & their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members of the Company.

**Place** : Gurugram  
**Date** : 26.05.2025

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



**Rakesh Darbari**  
**(Whole Time Director)**  
**DIN: 06596678**