

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of Archies Limited will be held at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110 054, on Thursday, the 25th day of September, 2008, at 3.30 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2008 and Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Jagdish Moolchandani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vijayant Chhabra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arun Singhal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Mrs. Ubeoi Sood & Kapoor, Chartered Accountants, New Delhi, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. Increase in Managerial Remuneration:-

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:-

(A) "RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on 29th September, 2006 for the appointment and terms of remuneration of Mr. Anil Moolchandani, Managing Director of the Company, and in accordance with the provisions of sections 198, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory amendment or re-enactment thereof, and subject to such other approvals, as may be necessary, approval of the company be and is hereby accorded for increase in remuneration of Mr. Anil Moolchandani, w.e.f. 1st July, 2008 for the balance period of his existing tenure i.e. upto 30th June, 2011, as set out in the explanatory statement attached to and forming part of notice of AGM."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits, Mr. Anil Moolchandani shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under paragraph 1 (B) of Section III in Part II of Schedule XIII of the Companies Act, 1956, having regard to the effective capital of the company."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

(B) "RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on 29th September, 2006 for the appointment and terms of remuneration of Mr. Jagdish Moolchandani, Executive Director of the Company, and in accordance with the provisions of sections 198, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory amendment or re-enactment thereof, and subject to such other approvals, as may be necessary, approval of the company be and

is hereby accorded for increase in remuneration of Mr. Jagdish Moolchandani, w.e.f. 1st July, 2008 for the balance period of his existing tenure i.e. upto 30th June, 2011, as set out in the explanatory statement attached to and forming part of notice of AGM."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits, Mr. Jagdish Moolchandani shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under paragraph 1 (B) of Section II in Part II of Schedule XIII of the Companies Act, 1956 having regard to the effective capital of the company."

(C) "RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on 25th September, 2007 for the appointment and terms of remuneration of Mr. Pramod Arora, Joint Managing Director of the Company, and in accordance with the provisions of sections 198, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory amendment or re-enactment thereof, and subject to such other approvals, as may be necessary, approval of the company be and is hereby accorded for increase in remuneration of Mr. Pramod Arora, w.e.f. 1st October, 2008 for the balance period of his existing tenure i.e. upto 30th September, 2009 as set out in the explanatory statement attached to and forming part of notice of AGM."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits, Mr. Pramod Arora shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under paragraph 1 (B) of Section II in Part II of Schedule XIII of the Companies Act, 1956 having regard to the effective capital of the company."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

(D) "RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on 29th September, 2004 for the appointment and terms of remuneration of Mr. Vijayant Chhabra, Executive Director and in accordance with the provisions of sections 198, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory amendment or re-enactment thereof, and subject to such other approvals, as may be necessary, approval of the company be and is hereby accorded for increase in remuneration of Mr. Vijayant Chhabra, w.e.f. 21st May, 2008 for the balance period of his existing tenure i.e. upto 20th May, 2009, as set out in the explanatory statement attached to and forming part of notice of AGM."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits, Mr. Vijayant Chhabra shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under paragraph 1 (B) of Section II in Part II of Schedule XIII of the Companies Act, 1956 having regard to the effective capital of the company."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

7. Holding of Office or Place of Profit w/s 314(1B)

to consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

(A) "RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for the appointment of Mr. Vikrant Chhabra, a relative of Mr. Vijayant Chhabra, Executive Director of the Company, to hold office in place of profit under the company as Shop Manager or such other designation as the management may assign in due course and at such remuneration as the Board of Directors may fix or vary in due course subject to a maximum remuneration not exceeding Rs. 50,000/- per month inclusive of basic salary, other monthly allowances, perquisites and benefits in whatsoever form given."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to vary the terms of appointment including remuneration in due course without further approval of the members provided that the total remuneration per month including all perquisites and allowances accruing from such office or place of profit shall not exceed Rs 50,000/-"

(B) "RESOLVED THAT pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded for increase in remuneration of Mr. Raghav Moodchandani, a relative of Mr. Jagdish Moodchandani, Executive Director of the Company, with effect from 1st October, 2008 from his existing remuneration of Rs. 9,500/- per month to such amount as the Board of Directors may fix or vary from time to time subject to a maximum remuneration not exceeding Rs. 50,000/- per month inclusive of basic salary, other monthly allowances and perquisites and benefits in whatsoever form given."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to vary the terms of appointment including remuneration from time to time without further approval of the members provided that the total remuneration including all perquisites and allowances accruing from such office or place of profit shall not exceed Rs. 50,000/- per month."

8. Branch Auditor

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

"RESOLVED THAT M/s Shetty & Thomas, Chartered Accountants, be and are hereby appointed auditors of Ernakulam Branch of the Company in place of M/s Uberoi, Sood & Kapoor, Chartered Accountants, who have expressed their inability to be re-appointed as auditors of Ernakulam Branch of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on a remuneration as may be fixed by the Board of Directors of the Company."

By Order of the Board

R C Jidshi
Company Secretary

Place: Registered Office,

A-17, Narajna Industrial Area, Phase-II
New Delhi - 110 028.

Date: July 31, 2008

NOTES:-**1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The proxy, in order to be effective, must be deposited at the Corporate Office of the Company, C-113, Naraina Industrial Area, Phase-I, New Delhi-110 028, or its Registrar and Share Transfer Agents, M/s Intime Spectrum Registry Limited, A-40, 2nd floor, Naraina Industrial Area, Phase-II, Near Batta Banquet, New Delhi-110 028, not less than **forty eight** hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September to 25th September, 2008 (both days inclusive).
4. Members holding shares in physical form are advised to notify to the Registrar and Share Transfer Agent of the Company of any change in their address immediately.
5. Members holding shares in Demat form are advised to notify to their respective Depository Participants of any changes in their address and particulars of their bank account immediately.
6. Members/ Proxies are requested to produce the attached attendance slip, duly completed and signed, for admission to the meeting hall.
7. Photocopies of attendance slip will not be entertained for issuing entry pass for attending Annual General Meeting.
8. Pursuant to the provisions of Section 205 A of the Companies Act, 1956, any dividend, which remains unpaid or unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend/warrants are requested to send back their warrants for revalidation or lodge their claims to our Registrar and Share Transfer Agent. Members are advised that once the undivided dividend is transferred to the above Fund, no claim shall lie in respect thereof.
9. Details of the Directors seeking re-appointment as per clause 49 of the listing agreement are as under

Name of Director	Mr. Jagdish Moolchandani	Mr. Vijayant Chhabra	Mr. Arun Singh
Age	54 years	43 years	45 years
Expertise in specific functional areas	Over 32 years' management experience in Social Expression Industry and one of the promoters of the Company.	Over 20 years' experience in the field of marketing.	Over 20 years' experience in the fields of Capital Market, Income tax, ROC matters, Company Audits, Bank Audits Insurance Company Audits etc.
Qualifications	B.A.	B.Com (Hons.)	B. Com (Hons.) FCA
List of other Companies in which Directorships held	Archies Online.Com Ltd.	Archies Online.Com Ltd.	Data Base Investment (I) Ltd. Sunita Gupta Share Broker Ltd.
Chairman/Member of Committees of the Board of other Companies in which he is a director	NIL	NIL	NIL