

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that Thirteenth Annual General Meeting of the members of Ardom Towergen Private Limited (the “Company”) will be held at shorter notice on Monday, 29th September, 2025 at 3:00 P.M. at the Corporate Office of the Company 609B and 610, Sixth Floor, Welldone Tech Park, Sohna Road, Sector 48, Gurugram-122018, Haryana to consider the following businesses:

ORDINARY BUSINESS

ITEM NO. 1 TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2025, THE AUDITORS’ REPORT THEREON AND THE DIRECTORS’ REPORT THERETO

To receive, consider and adopt:-

- (a) the audited Standalone Financial Statement of the Company comprising of Balance Sheet as on 31st March, 2025, Statement of Profit & Loss along with the Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors’ Report thereon and the Directors’ Report thereto; and
- (b) the audited Consolidated Financial Statement of the Company comprising of Consolidated Balance Sheet as on 31st March, 2025, Consolidated Statement of Profit & Loss along with the Consolidated Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, or forming part of any document referred above and the Auditors’ Report thereon.

SPECIAL BUSINESS

ITEM NO. 2 APPROVAL FOR CANCELLATION OF UNISSUED SHARES OF AUTHORISED PREFERENCE SHARE CAPITAL AND INCREASE IN THE AUTHORISED EQUITY SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), and the Articles of Association of the Company (“AOA”), as agreed to by the Board of Directors of the Company (the “Board”), consent of the members of the Company be and is hereby accorded to cancel 675 (Six Hundred Seventy Five) unissued preference shares of face value of INR 1,00,000/- (Rupees One Lakh Only) each and create and increase 67,50,000 (Sixty Seven Lakhs Fifty Thousand) equity shares of face value of INR 10/- (Rupees Ten Only) each thereby diminishing the preference shares capital by an amount of INR 6,75,00,000/- (Rupees Six Crores Seventy Five Lakhs only) and increasing the equity share capital by equivalent amount;

ARDOM TOWERGEN PRIVATE LIMITED

CIN: U40105DL2012PTC293110

Registered Office: - ED-93 First Floor, Tagore Garden, New Delhi -110027(India)

Corporate Office: 609 B & 610, Sixth Floor, Welldone Tech Park, Sohna Road, Gurugram-122018 Haryana [India]

Telephone: +91 124 4937400 Fax: +91 124 4937410 Email: info@ardom.in Web: www.ardom.in



RESOLVED FURTHER THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the companies Act, 2013, Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 81,00,00,000 (Rupees Eighty One Crores Only) divided into 2,47,50,000 (Two Crore Forty Seven Lakh Fifty Thousand) Equity Shares of INR 10/- (Rupees Ten only) each amounting to INR 24,75,00,000/- (Rupees Twenty Four Crore Seventy Five Lakhs) and 5,625 (Five Thousand Six Hundred Twenty Five) Preference Shares of INR 1,00,000 (Rupees One Lakh) each amounting to INR 56,25,00,000 (Rupees Fifty Six Crore Twenty Five Lakhs)."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, all the Directors, and the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports in Form SH-7, Form MGT-14 or such other document as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient to give effect to the above resolution;

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary."

By the order of Board of directors
For Ardom Towergen Private Limited


Suruchi Bamrara
Company Secretary
Membership No.: A60776
Address: 203, Tower 5, Vipul Lavanya Apartments,
Sector 81, Gurugram, Haryana – 122004

Date: 26th September, 2025
Place: Gurugram

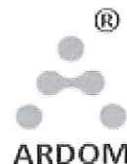
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE VENUE OF THE MEETING LOCATED 609 B & 610, SIXTH FLOOR, WELLDONE TECH PARK, SOHNA ROAD, GURUGRAM-122018 HARYANA [INDIA] OR EMAIL AT CS@ARDOM.CO.IN BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Under the provisions of the Section 101 of the Companies Act, 2013 and Annual General Meeting can be called and held on shorter notice with the consent of not less than 95% of the members entitled to vote thereat. Consent for holding the Thirteenth Annual General Meeting of the company at a shorter notice has been duly obtained from the members of the company.
3. Kindly bring your copies of Notice to the meeting.
4. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting or alternatively sign the attendance register placed at the time of meeting. The Attendance Slips for the Annual General Meeting of the Company is annexed with the notice.
5. Members are requested to notify their change of address, if any to the Company immediately.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business set out in Item No.2 of the notice is enclosed herewith.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 A.M. to 06:00 P.M.) on all working days, upto and including the date of the Annual General Meeting of the Company.
9. Route Map of the Annual General Meeting venue is annexed with this notice.

By the order of Board of directors
For **Ardom Towergen Private Limited**

Suruchi Bamrara

Company Secretary

Membership No.: A60776

Address: : 203, Tower 5, Vipul Lavanya Apartments,
Sector 81, Gurugram, Haryana – 122004

Date: 26th September, 2025

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or reenactments made thereunder, if any, for the time being force (the "Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item number 2 of the accompanying Notice:

ITEM NO. 2: APPROVAL FOR CANCELLATION OF UNISSUED SHARES OF AUTHORISED PREFERENCE SHARE CAPITAL AND INCREASE IN THE AUTHORISED EQUITY SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

The Members are informed that the Company have surplus Preference Share Capital as Authorised Capital of the Company and it foresees a possibility of converting existing Preference Shares into Equity shares in coming months. Therefore, it is appropriate to cancel the portion of the Authorised Preference Share Capital that remains unissued and equivalent addition to Equity Share Capital which will enable effective utilisation of surplus capital of unused preference shares.

To further inform the Members of the Company that as per the provisions of Section 61(1)(e) of the Act, a company may cancel the portion of the Authorised Preference Share capital that remains unissued and equivalent addition to the Authorised Equity Share Capital, by way of passing a resolution in its general meeting for alteration of memorandum. Accordingly, it is proposed to amend the Clause 'V' of the Memorandum of Association (MOA) of the Company.

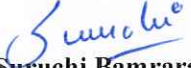
Further, the Members are informed that the Board of Directors of the Company, in their meeting held on 26th September 2025 has proposed the cancellation of 675 (Six Hundred Seventy Five) unissued Preference Shares of face value of INR 1,00,000/- (Rupees One Lakh Only) each and create and increase 67,50,000 (Sixty Seven Lakhs Fifty Thousand) Equity Shares of face value of INR 10/- (Rupees Ten Only) each thereby diminishing the Authorised Preference Share Capital by an amount of INR 6,75,00,000/- (Rupees Six Crores Seventy Five Lakhs only) and increasing the Equity Share Capital by equivalent amount and consequent alteration in the MOA of the Company.

Accordingly, the Board of Directors of the Company has recommended the resolution as set out in the item no.2 of this notice, for approval of the members by way of a Special resolution.

None of the Directors or KMP of the Company, or their relatives are concerned or interested financially or otherwise in the said resolution.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the registered office of the company.

By the order of Board of directors
For **Ardom Towergen Private Limited**


Suruchi Bamrara

Company Secretary

Membership No.: A60776

Address: :203, Tower 5, Vipul Lavanya Apartments,
Sector 81, Gurugram, Haryana – 122004

Date: 26th September, 2025

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Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U40105DL2012PTC293110

Name of the Company: Ardom Towergen Private Limited

Registered office: ED-93 First Floor, Tagore Garden, West Delhi, New Delhi -110027(India)

Name of the Member(s):.....

Registered address:.....

E-mail Id:.....

Folio No/ Client Id:.....

DP ID:

I/We being the member of **Ardom Towergen Private Limited**, holding.....shares, hereby appoint

1. Name:

Address:.....

E-mail Id:.....

Signature:, or failing him

2. Name:

Address:.....

E-mail Id:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of members of the Company, to be held at shorter notice on Monday, 29th September, 2025 at 3:00 P.M. at its corporate office at 609B and 610, Sixth Floor, Welldone Tech Park, Sohna Road, Sector 48, Gurugram-122018, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution Heading
1.	To receive, consider and adopt the Standalone and Consolidated Financial Statement as at 31 st March, 2025, the Auditors' Report thereon and the Directors' Report thereto
2.	Approval for cancellation of unissued shares of Authorised Preference Share Capital and increase in the Authorised Equity Share Capital & consequent amendment to the capital clause in the Memorandum of Association ("MOA") of the Company

Signed this day of ...

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company or email at cs@ardom.co.in before the commencement of the Meeting

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Attendance Slip

Time :
Place :

FULL NAME OF THE FIRST SHAREHOLDER:

Joint Shareholders, if any _____
Father's/Husband name _____
Address in full _____

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----

I/We hereby record my /our attendance at the Thirteenth Annual General Meeting of members of Ardom Towergen Private Limited, to be held at shorter notice on Monday, 29th September, 2025 at 3:00 P.M. at its corporate office at 609B and 610, Sixth Floor, Welldone Tech Park, Sohna Road, Sector 48, Gurugram-122018, Haryana.

Folio No. :
DP ID No.:

No of Shares held:
Client ID No.:

Signature of the Member / Proxy _____.

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CIN: U40105DL2012PTC293110

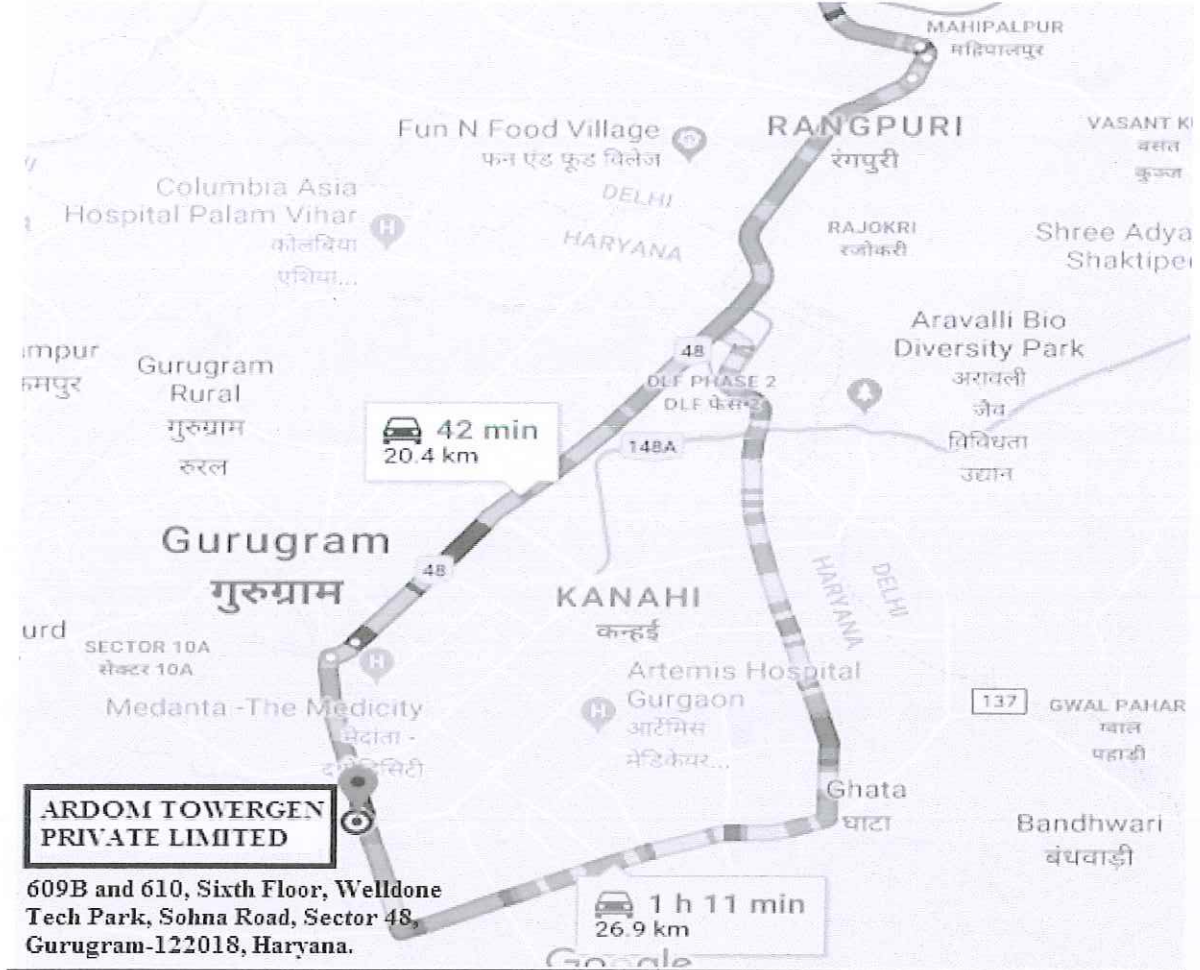
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**ROUTE MAP FOR THE VENUE OF THIRTEENTH ANNUAL GENERAL MEETING OF
ARDOM TOWERGEN PRIVATE LIMITED**



Suruchi

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