

NOTICE OF TENTH ANNUAL GENERAL MEETING

Notice is hereby given that Tenth Annual General Meeting of the members of Ardom Towergen Private Limited (the “**Company**”) will be held at shorter notice on Wednesday, 14th September, 2022 at 4:00 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, 2022, 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, 2022, 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, 2022, Consolidated Statement of Profit & Loss for the year ended on that date along with the Consolidated Cash Flow Statement as at 31st March, 2022 and the Explanatory Notes annexed to, or forming part of any document referred above and the Auditors’ Report thereon.

ITEM NO. 2 TO RE-APPOINTMENT M/S DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS 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 provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to re-appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W100018) as the Statutory Auditors of the Company;

RESOLVED FURTHER THAT M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W100018) shall hold office for a period of five financial years commencing from the conclusion of the Tenth Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting of the Company to be convened in the financial year 2027-28 for conducting the statutory audit of the Company from the financial year 2022-23 to the financial year 2026-27, on such remuneration as may be mutually agreed upon between Mr. Ajit Shankar, Managing Director of the Company and Statutory Auditors plus reimbursement of travelling and out of pocket expenses, if any.”

ARDOM TOWERGEN PRIVATE LIMITED

CIN: U40105DL2012PTC293110

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SPECIAL BUSINESS:

ITEM NO. 3 TO APPROVE BUY-BACK OF 1200 CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES (17% CCCPS)

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

“RESOLVED THAT pursuant to the provisions of Section 68 of the Companies Act, 2013, read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014 (**“Buy-Back Rules”**) and applicable provisions of Articles of Association of the Company, the consent of shareholders of the Company be and is hereby accorded to Buy-Back upto 1,200 (One Thousand Two Hundred Only) Cumulative Compulsorily Convertible Preference Shares (**17% CCCPS**) of the face value of INR 1,00,000/- (Indian Rupees One Lac Only) each at a price not exceeding INR 1,00,000/- (Indian Rupees One Lac Only) per CCCPS (the **“Maximum Buy-Back Price”**) for a total consideration not exceeding INR **12,00,00,000/- (Indian Rupees Twelve Crores only)** (the **“Maximum Buy-Back Size”**) representing approx 20.07 % of the aggregate of total paid-up capital and free reserves of the Company, which is less than 25% of the aggregate paid-up capital and free reserves of the Company as per the audited financial statements of the Company for the Period from 1st April, 2021 to 31st March, 2022 as prescribed under the Buy-Back Rules;

RESOLVED FURTHER THAT the said buy back would be from L&T Infra Investment Partners, (the **“Investor / Preference Shareholder”**) the only Preference Shareholders of the Company whose names appear in the Register of Members of the Company as on the date of this meeting i.e. 9th September, 2022 being the specified date;

RESOLVED FURTHER THAT the Company may implement the Buy-Back as it may consider appropriate, out of free reserves or by such other mechanism as permitted under sub section (1) of Section 68 of Companies Act, 2013 and that the Buy-Back be made in any of the modes prescribed, envisaged or allowed by the Act and the rules made there-under and on such terms and conditions as may be prescribed;

RESOLVED FURTHER THAT the said Buy-Back shall be completed within a period of one year from the date consent received from the Shareholders of the Company in form of a special resolution passed in this Annual General Meeting;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buy-Back, including but not limited to:

- i. preparation, finalization, alteration, modification, issuance, re-issuance and filing with the appropriate authorities, of the resolutions, confirmations, intimations and declaration, including the Letter of Offer, Declaration of Solvency certificate, as may be required in relation to the Buy-Back;
- ii. making of all necessary applications, providing all necessary information and documents to, and representing the Company before the Registrar of Companies, & other relevant regulatory authorities and / or third parties, including statutory auditors, in relation to the Buy-Back;

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- iii. opening, operation and closure of all necessary accounts including bank accounts as per applicable law;
- iv. taking all actions for obtaining all necessary certificates and reports from the Statutory Auditors and other third parties as required under applicable law;
- v. taking all actions for make application to NSDL so as to extinguish the shares so bought back in dematerialization form, within seven days of last date of completion of Buy-Back;
- vi. proposing and accepting any change(s) or modification(s) in the Buy-Back mechanism and the documents connected with the said Buy-Back including accepting additional shares offered by the shareholders, over and above their respective limits, subject to the Maximum Buy-Back Shares and Maximum Buy-Back size, declaring a reduction / extension of the Buy-Back offer period, as may be deemed fit and necessary in compliance with applicable law; and
- vii. Delegation of all or any of the authorities conferred above, to any other director(s) or executive(s) / officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT Mr. Ajit Shankar, Managing Director, Mr. Pankaj Sharma, Whole Time Director and Mr. Ravdeep Singh, Whole Time Director of the Company be and is hereby severally authorized to make payments to shareholders who tender their shares for Buy-Back;

RESOLVED FURTHER THAT pursuant to the provisions of Section 69 of the Companies Act, 2013, a sum equal to the nominal value of CCCPS bought back be transferred to the Capital Redemption Reserve Account of the Company;

RESOLVED FURTHER THAT any Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to take necessary Certificates/reports etc. in respect of the compliance(s) in the matter of Buy-back of the shares as above, to sign and file requisite e-Forms with the Registrar of Companies, NCT of Delhi and Haryana (the “**ROC**”) including but not limited to e-Form MGT-14, e-Form SH-8, e-Form SH-9 and e-Form SH-11, Form SH-15 and to make necessary entries in the statutory registers of the Company in SH-10 and to do all such acts, deeds and things as may be necessary and incidental to give effect to the said resolution.”

ITEM NO. 4 TO APPROVE DRAFT OF LETTER OF OFFER FOR BUY-BACK OF 1200 CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES (17% CCCPS)

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

“**RESOLVED THAT** pursuant to the provisions of Section 68 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014 including any other statutory modification(s) or amendment(s) made thereto, from time to time, the approval of the Shareholders of the Company, be and is hereby accorded to approve the draft Letter of Offer (“**LOO**”) for the Buy-Back of upto 1,200 (One Thousand Two Hundred Only) Cumulative Compulsorily Convertible Preference Shares (17% CCCPS) of face value of INR 1,00,000/- (Indian Rupees One Lac Only) each, for a total consideration not exceeding INR **12,00,00,000/- (Indian Rupees Twelve Crores Only)** as submitted before the members duly initialed by the Chairman for identification purpose;

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RESOLVED FURTHER THAT Mr. Ajit Shankar, Managing Director and any one of Mr. Pankaj Sharma, Whole Time Director or Mr. Ravdeep Singh, Whole Time Director, be and are hereby jointly authorized to sign and file the e-Form SH-8 with the Registrar of Companies, NCT of Delhi and Haryana (the “**ROC**”) and to do all such acts, deeds and things as may be necessary to give effect to the said resolution;

RESOLVED FURTHER THAT any Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to dispatch the LOO to the existing Preference Shareholders of the Company immediately, after filing the same in e-Form SH-8 with ROC but not later than 20 days of such filing.”

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

Swati Popli
Company Secretary
Membership No.: 27777
Address: D-830, Malviya Nagar,
Jaipur, Rajasthan-302017

Date: 14th September, 2022

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 SWATI.POPLI@ARDOM.CO.IN BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Kindly bring your copies of Notice to the meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
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.
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. 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.

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

Swati Popli
Company Secretary
Membership No.: 27777
Address: D-830, Malviya Nagar,
Jaipur, Rajasthan-302017

Date: 14th September, 2022
Place: Gurugram

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD AT SHORTER NOTICE ON WEDNESDAY, 14TH SEPTEMBER, 2022 at 4:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITAUTED AT 609B AND 610, SIXTH FLOOR, WELLDONE TECH PARK, SOHNA ROAD, SECTOR 48, GURUGRAM-122018, HARYANA

Item No. 3

APPROVAL OF BUY-BACK OF 1200 CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES (17% CCCPS)

In order to provide partial exit to the only existing preference shareholder of the Company i.e. L&T Infra Investment Partners (the “Investor”/ the “Preference Shareholder”), it is proposed to Buy-Back upto a maximum no. of 1,200 (One Thousand Two Hundred only) 17% CCCPS of face value INR 1,00,000/- (Indian Rupees One Lac Only) each of the Company from the Investor, through Private Offer in accordance with Section 68 of the Companies Act, 2013 (“the Act”) read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014. The Buy-Back is proposed at face value of INR 1,00,000/- (Indian Rupees One Lac Only) per 17% CCCPS (“offer price”), payable in cash aggregating to approx. INR 12,00,00,000/- (Indian Rupees Twelve Crores Only) (“Offer Size”) which is representing approx. 20.07% of the aggregate of total paid-up capital and free reserves of the Company as on 31st March, 2022.

To further inform the members that such Buy-Back is authorized by the Articles of Association of the Company and does not exceed 25% of the total paid up share capital & free reserves of the Company, as per the audited financial statements of the Company, not older than six months from the date of approval of offer document, as pre the provisions of Section 68 of the Act.

The following are relevant details in pursuance of Section 68 of the Act, read with Rule 17 of Companies (Share Capital & Debentures) Rules, 2014:

(i) Full & Complete disclosure of material facts:

As per Section 68(2)(c) of the Companies Act, 2013, the maximum permissible amount, which can be applied for Buy-Back is limited to 25% or less of the aggregate paid-up capital and free reserves of the Company.

The paid-up share capital of the Company as per the latest audited balance sheet of the Company as on 31st March, 2022 is INR 36,69,26,610/- (Indian Rupees Thirty Six Crores Sixty Nine Lacs Twenty Six Thousand Six Hundred and Ten Only) divided into 1,51,92,661 (One Crore Fifty One Lacs Ninety Two Thousand Six Hundred and Sixty One) fully paid-up Equity shares of INR 10/- (Indian Rupees Ten Only) each and 2,150 (Two Thousand One Hundred and Fifty) fully paid-up CCCPS of INR 1,00,000/- (Indian Rupee One Lac Only). The ‘Free Reserves’ of the Company including the aggregate balance of Security Premium and Profit and Loss Account as on 31st March, 2022 amounted to INR 23,10,76,051/- (Indian Rupees Twenty Three Crores Ten Lacs Seventy Six Thousand and Fifty One Only). Therefore, total paid-up capital and free reserves as per Audited Financial Statements as on 31st March, 2022, stands at INR 59,80,02,661/- (Indian Rupees Fifty Nine Crores Eighty Lacs Two Thousand Six Hundred and Sixty One

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Only). Consequently, the maximum permissible total paid up capital and free reserves that can be utilized for this Buy-Back is INR 14,95,00,665/- (Indian Rupees Fourteen Crores Ninety Five Lacs Six Hundred and Sixty Five Only). Therefore, the Buy-Back of 1200 CCCPS resulting in an outlay of INR 12,00,00,000 (Indian Rupees Twelve Crores Only) is in accordance with limits prescribed by Section 68 of the Companies Act, 2013. The funds required for the Buy-Back will be met out of free reserves.

(ii) Necessity and Object of the Buy-Back

The management wishes to provide partial exit to the Investor through Buy-Back of 1,200 (One Thousand Two Hundred Only) Cumulative Compulsorily Convertible Preference Shares (17% CCCPS) at the face value of INR 1,00,000/- (Indian Rupees One Lac Only) each, for a total consideration not exceeding INR 12,00,00,000/- (Indian Rupees Twelve Crores Only) from their total investment. The Company has enough reserves and will not require any further infusion of fresh capital in near future.

Further, considering the financial position of the Company and keeping in view the limits laid down by the Companies Act, 2013, it is proposed to Buy-Back not more than 1,200 (One Thousand Two Hundred Only) 17% CCCPS from the Investor who are the only existing Preference Shareholder of the Company.

(iii) The date of the Board Meeting at which the proposal for Buy-Back was approved by the Board of Directors of the company

Pursuant to the provisions of Section 68 and other applicable provisions if any, of the Companies Act, 2013 and Articles of Association of the Company and subject to shareholders' approval, the Board of Directors of the Company in its meeting held on 9th September, 2022, resolved to Buy-Back upto 1,200 (One Thousand Two Hundred Only) Cumulative Compulsorily Convertible Preference Shares (17% CCCPS) at the face value of INR 1,00,000/- (Indian Rupees One Lac Only) each, at a price not exceeding INR 1,00,000/- (Indian Rupees One Lac only) per CCCPS (the "**Maximum Buy-Back Price**") for a total consideration not exceeding INR 12,00,00,000/- (Indian Rupees Twelve Crores Only) (the "**Maximum Buy-Back Size**") representing approx. 20.07% of the aggregate of total paid-up capital and free reserves of the Company as per the audited financial statements of the Company for the Period from 1st April, 2021 to 31st March, 2022

(iv) The class of shares or other securities and number of securities intended to be purchased under the Buy-Back:

The Company proposed to Buy-Back upto 1,200 (One Thousand Two Hundred Only), 17% CCCPS at Face value of INR 1,00,000/- (Indian Rupees One Lac Only) each for a total consideration not exceeding INR 12,00,00,000/- (Indian Rupees Twelve Crores only).

(v) The maximum amount to be paid for the Buy-Back and the sources of funds from which the Buy-Back would be financed:

The maximum amount required under the Buy-Back will be INR 12,00,00,000/- (Indian Rupees Twelve Crores only). The Buy-Back would be financed out of own funds of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the 17% CCCPS bought back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

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(vi) The time-limit for the completion of Buy-Back:

The special resolution approving the Buy-Back will be valid for a maximum period of 1 year from the date of passing of the special resolution. The exact time table for Buy-Back shall be decided by the Board of Directors within the above time limits.

(vii) The aggregate shareholding of the promoters and of the directors of the promoter, where the promoter is a company and of the directors and key managerial personnel as on the date of the notice convening the general meeting:

S. No	Name of the Shareholder	No. of Shares	Percentage (%)
Equity Shares			
1.	Mr. Ajit Shankar	296	0.0019
2.	*Ardom Holdings Private Limited	1,18,33,985	77.8928
3.	L&T Infra Investments Partners	33,58,380	22.1053
	TOTAL	15,192,661	100
Preference Shares (CCCPS)			
1.	L&T Infra Investments Partners	2,150	100
	TOTAL	2,150	100

*Mr. Ajit Shankar also holds 18.98% shareholding in Ardom Holdings Private Limited

There was no sale/purchase of CCCPS by the persons mentioned above to/from any outsider.

(viii) The basis of arriving at the Buy-Back price:

The Buy- Back of 1,200 (One Thousand Two Hundred Only) 17% CCCPS is proposed at the face value of INR 1,00,000/- (Indian Rupees One Lac Only) per share being the Buy-Back Offer Price payable in cash aggregating to approx. INR 12,00,00,000/- (Indian Rupees Twelve Crores Only). Since, the Buy-Back is proposed to be made at face value the Company is not mandatorily required to obtain valuation report for offering the proposed Buy-Back of 17% CCCPS.

(ix) Confirmation that there are no defaults subsisting in the repayment of any term loans or interest payable thereon to any financial institution or banking company:

The Board of Directors confirms that there are no defaults subsisting in repayment of term loans to any financial institutions or banks.

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(x) Confirmation that the Board of Directors has made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after Buy-Back will continue to be able to meet its liabilities and will not be rendered insolvent:

The Board of Directors of **Ardom Towergen Private Limited** bearing CIN U40105DL2012PTC293110 and having its registered office at 1st Floor, 386, FIE Patparganj Industrial Area, East Delhi, Delhi 110092, have made the full inquiry into the state of affairs and prospects of the Company and that based on the Audited Financial Statement of the Company as on 31st March, 2022 (which is not more than 6 months old from the proposed date of issuance of offer document) and projected Financial Statements of the Company for period ending on 31st March, 2023 and 31st March 2024, have formed the opinion –

- (i) Immediately following the date on which the Annual General Meeting will be convened, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the date on which the Annual General Meeting is convened, that having regard to the Board's intentions with respect to the management of the Company's business during that year, and to the amount and character of the financial resources, which will in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- (iii) in forming its opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act.

(xi) Report by the Company's auditors stating that-

The Board of Directors have received a report dated 13th September, 2022 from the Statutory Auditors of the Company, in terms of the requirement of Rule 17(1)(n) of the Companies (Share Capital and Debentures) Rules, 2014, stating that:

Based on enquiries conducted and our performance of aforementioned procedures, we report as follows:

1. We have inquired into the state of affairs of the Company and referred to its audited standalone financial statements as at and for the year ended 31st March, 2022; which has been approved by the Board of Directors of the Company on 9th September, 2022;
2. The amount of permissible capital payment towards Buy-Back of preference shares as detailed herein (as provided in the Annexure A of the Solvency Certificate issued by Auditor) is, in our view, properly determined as per Section 68(2)(c) of the Act. The amounts of paid-up share capital, free reserves and security premium have been extracted from the audited financial statements of the Company as at and for the year ended March 31, 2022:

Particulars		Amount in ₹
Paid up equity capital as at March 31, 2022	(a)	15,19,26,610/-
Paid up Preference Share Capital as at March 31, 2022	(b)	21,50,00,000/-

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Total paid-up Share Capital as at March 31, 2022	(c)	36,69,26,610/-
Free reserves as at March 31, 2022:		
- Securities Premium		2,05,31,16,978/-
- Deficit in the Statement of Profit and loss		(1,65,67,07,000)/-
- Reserve on Amalgamation		(16,53,33,927)/-
Total Free Reserves	(d)	23,10,76,051/-
Total of paid-up capital and free reserves	(e) = (c) + (d)	59,80,02,661/-
Maximum Permissible amount of capital payment for Buy-Back @ 25% of the total paid up share capital and free reserves	@	14,95,00,665/-

- The audited standalone financial statements on the basis of which calculation with reference to Buy-Back is done is not more than six months old from the proposed date of issuance of this offer document, which we understand from the management of the Company to be 14th September, 2022; and
- The Board of Directors of the Company in their meeting held on 9th September, 2022 have formed their opinion, as specified in Rule 17(1)(m) of the Buy-Back Rules and on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of approval of proposal of Buy-Back by the Board based on the assumptions considered by the Company as explained in Note 3 of the Annexure A of the Solvency Certificate issued by Auditor ;

Therefore, the Board of Directors recommends the resolution at Item No. 3 of the Notice for your approval as a Special Resolution.

The copy of the aforesaid declaration given by the Board of Directors under clause (m) and report of the Company's Auditor's under clause (n) as above are available for inspection by members at the registered office of the Company between working hours on usual working days.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company is not required to appoint any person as a 'Manager' in terms of the provisions of Section 2(53), therefore the Company is not required to mention about the nature of concern or interest, financial or otherwise, of the Manager for this agenda item.

Item No. 4

APPROVAL OF DRAFT OF LETTER OF OFFER FOR BUY-BACK OF 1200 CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES (17% CCCPS)

Pursuant to the provisions of Section 68 and other applicable provisions if any, of the Companies Act, 2013 and Articles of Association of the Company and subject to shareholders' approval, the Board of Directors of the Company in its meeting held on 9th September, 2022, approved the draft of Letter of Offer for Buy-Back of 1,200 (One Thousand Two Hundred Only) 17% CCCPS at a face value of INR 1,00,000/- (Indian Rupees One Lac only) each, amounting to INR 12,00,00,000/- (Indian Rupees Ten

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Crores Only), representing approx. 20.07% of the total paid up share capital and free reserves of the Company as on 31st March, 2022.

As detailed in item no. 3 above the proposed Buy-Back is aimed to provide partial exit to the Investor i.e. L&T Infra Investment Partners, who are the only Preference Shareholder of the Company. Therefore, it is proposed to Buy-Back the CCCPS, through Private Offer to the Investor in accordance with Section 68 of the Companies Act, 2013 read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014.

The Letter of offer has been enclosed herewith along with this notice of Annual General Meeting and the board proposes passing of this resolution set in Item No. 4 as a special resolution.

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

Swati Popli
Company Secretary
Membership No.: 27777
Address: D-830, Malviya Nagar,
Jaipur, Rajasthan-302017

Date: 14th September, 2022

Place: Gurugram

ARDOM TOWERGEN PRIVATE LIMITED

CIN: U40105DL2012PTC293110

Registered Office: - 386, First Floor, F.I.E. Patparganj Industrial Area, Delhi-110092[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



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: 1st Floor, 386, FIE Patparganj Industrial Area, East Delhi-110092, Delhi

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 Tenth Annual General Meeting of members of the Company, to be held at shorter notice on Wednesday, 14th, September, 2022 at 4:00 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
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Standalone and Consolidated Financial Statement as at 31st March, 2022, the Auditors' Report thereon and the Directors' Report thereto
2.	To re-appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company
SPECIAL BUSINESS	
3.	To approve Buy-Back of 1,200 Cumulative Compulsorily Convertible Preference Shares (17% CCPS)
4.	To approve draft of letter of offer for Buy-Back of 17% CCCPS

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 swati.popli@ardom.co.in before the commencement of the Meeting

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



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 Tenth Annual General Meeting of members of the Company, to be held at shorter notice on Wednesday, 14th September, 2022 at 4:00 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 _____.

ARDOM TOWERGEN PRIVATE LIMITED

CIN: U40105DL2012PTC293110

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



Swati

ARDOM TOWERGEN PRIVATE LIMITED

CIN: U40105DL2012PTC293110

Registered Office: - 386, First Floor, F.I.E. Patparganj Industrial Area, Delhi-110092[India]

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