# NOTICE

Notice is hereby given that the **5th Annual General Meeting** of the Members of **Ardent Capital Private Limited** will be held on Thursday, 27th day of August 2026 at 11:00 A.M. at the registered office: N. No.55 (O.No.32) 3rd Floor, Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai, Chennai, Tamil Nadu, India, 600024 to transact the following business;

ORDINARY BUSINESS:

1. **Approval and adoption of Audited Financial statements of the Company for the year ended March 31, 2026, along with Auditor's Report and Board Report,**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended as on March 31, 2026, along with report of Board of Directors and Auditor thereon and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Report of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

**APPROVAL OF RELATED PARTY TRANSACTION – LEASE AGREEMENTS**

2. **Approval for entering into lease agreement for the premises used for Registered Office with the related parties pursuant to Section 188 of the Companies Act, 2013**

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 184, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time), the consent of the members of the Company be and is hereby accorded for entering into a lease agreement with Mr. Sudhakar Sivaraman (DIN:08788060) and Mrs. Sivaraman Rajapriya (PAN:BWUPR4114B) of the Company, related parties, for taking the building property situated at "N. No.55 (O.No.32), 3rd Floor, Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai-600024, Tamil Nadu, India" owned by them on

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lease for a period of 11 months commencing from 01.07.2026 for business purposes of the Company, as per the limits specified herein below:

| **Nature of Transaction** | **Duration** | **Maximum transaction Value (P.m.)** |
|---|---|---|
| Taking building property on lease | 11 months commencing from 01.07.2026 | Not exceeding Rs.127640/- including GST and maintenance |

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

3. **Approval for entering into lease agreement for the premises used for Chennai Branch with the related parties pursuant to Section 188 of the Companies Act, 2013**

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 184, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time), the consent of the members of the Company be and is hereby accorded for entering into a lease agreement with Mr. Sudhakar Sivaraman (DIN:08788060) and Mrs. Sivaraman Rajapriya (PAN: BWUPR4114B) of the Company, related parties, for taking the building property situated at N. No.55A (O. No.32), Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai-600024, Tamil Nadu, India" owned by them on lease for a period of 11 months commencing from 01.04.2026 for business purposes of the Company, as per the limits specified herein below

| **Nature of Transaction** | **Duration** | **Maximum transaction Value (P.m.)** |
|---|---|---|
| Taking building property on lease | 11 months commencing from 01.04.2026 | Not exceeding Rs.30,000/- + Applicable GST |

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**Important Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf, and such proxy need not be a member of the Company. The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
   Pursuant to Rule 19(2) of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. In line with the MCA circulars the Notice convening 5th AGM ("the Notice") is available on the Company's Website at https://ardentcapital.in/ and Annual Report of the Company for Financial Year 2025-26 is available on Company's Website at https://ardentcapital.in/Annual_Returns .
3. Since the Company was incorporated on 11th May 2021, the question of transfer of the amount of dividend remaining unclaimed / unpaid for a period beyond seven years to the Investor Education and Protection Fund established by the Central Government under Section 125 of the Companies Act, 2013 does not arise
4. Members are requested to quote their registered Folio/Client DP ID No. & Depository Participant (D.P) ID Number on all correspondence with the Company.
5. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
6. Members are requested to note that the venue of the 5th Annual General Meeting is situated at N.No.55 (O.No.32), 3rd Floor, Ambica Complex, NSK Salai (Arcot Road), Kodambakkam, Chennai-

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600024, Tamil Nadu, India and the route map containing the complete particulars of the venue of the 5th Annual General Meeting is attached to this Notice.

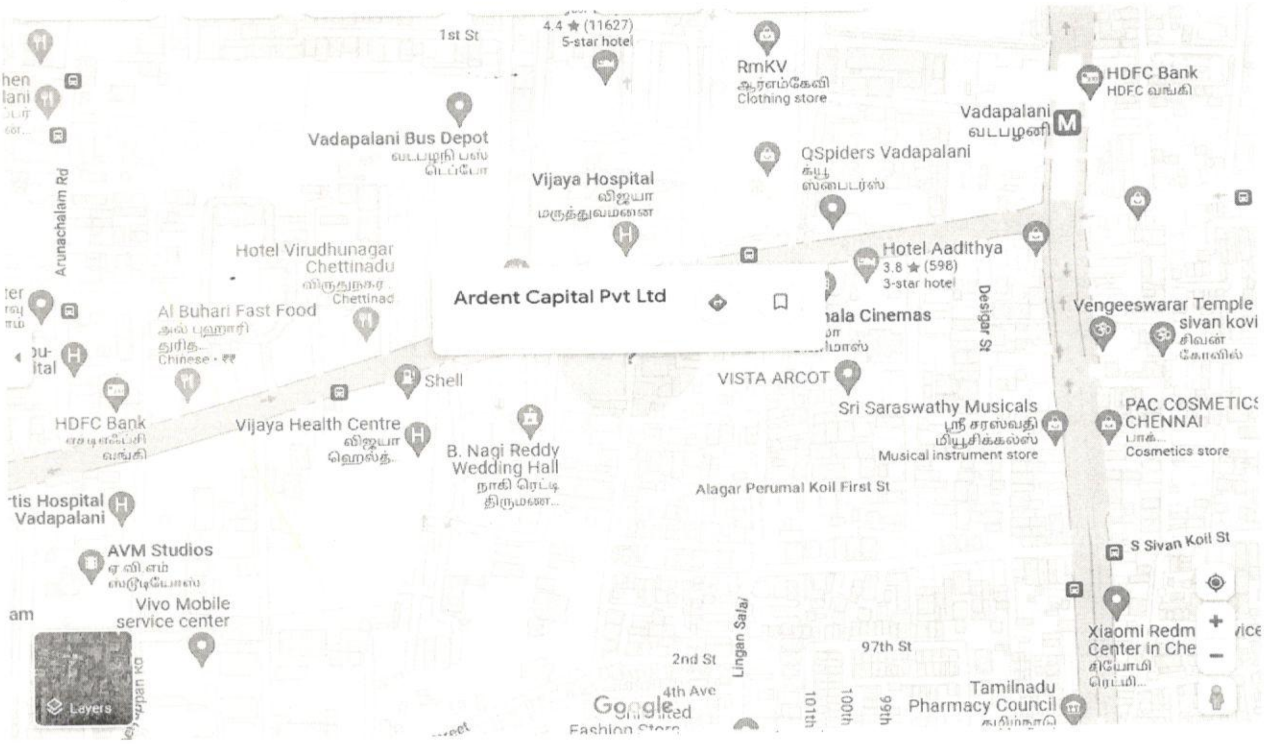
**By order of the Board,**

**For Ardent Capital Private Limited.**

**SUDHAKAR SIVARAMAN**
**MANAGING DIRECTOR**
**DIN: 08788060**

**Date: 05.08.2026**
**Place: Chennai**

**Route Map to the venue of the Annual General Meeting of Ardent Capital Private Limited**



ardent capital pvt ltd

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 8

**ITEM NO. 2 – APPROVAL OF RELATED PARTY TRANSACTION – LEASE OF REGISTERED OFFICE PREMISES**

The Company proposes entering into a lease agreement with Mr. Sudhakar Sivaraman (DIN: 08788060) and Mrs. Sivaraman Rajapriya (PAN: BWUPR4114B) of the Company and related parties, for leasing the property located at: N. No. 55 (O. No. 32), 3rd Floor, Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai-600024, Tamil Nadu, India for use as the Company's Registered Office for a period of 11 months commencing from 01.07.2026, at a monthly rent not exceeding ₹1,27,640/- (Rupees One Lakh Twenty-Seven Thousand Six Hundred and Forty only) inclusive of GST and maintenance.

As the proposed transaction falls within the definition of a "related party transaction" under Section 188 of the Companies Act, 2013, approval of members by way of an Ordinary Resolution is required. The Board recommends passing the resolution.

Mr. Sudhakar Sivaraman and Mrs. Sivaraman Rajapriya are concerned or interested in this resolution. None of the other Directors/KMP or their relatives is concerned or interested.

**ITEM NO. 3 – APPROVAL OF RELATED PARTY TRANSACTION – LEASE OF CHENNAI BRANCH PREMISES**

The Company proposes entering into a lease agreement with Mr. Sudhakar Sivaraman (DIN: 08788060) and Mrs. Sivaraman Rajapriya (PAN: BWUPR4114B), of the Company and related parties, for leasing the property located at: Door No. 32, Ground Floor, Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai-600024, Tamil Nadu, India for use as the Company's Chennai Branch for a period of 11 months commencing from 01.04.2026, at a monthly rent not exceeding 30,000/- (Rupees Thirty Thousand only) plus GST at applicable rates.

As the proposed transaction falls within the definition of a "related party transaction" under Section 188 of the Companies Act, 2013, approval of members by way of an Ordinary Resolution is required.

The Board recommends passing the resolution.

Mr. Sudhakar Sivaraman and Mrs. Sivaraman Rajapriya are concerned or interested in this resolution. None of the other Directors/KMP or their relatives is concerned or interested.
NOTE: The Board of Directors has already approved the above transaction in accordance with the applicable provisions of the Companies Act, 2013. The approval of the members is being sought as an additional governance measure.

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Regd. Office : N. No.55 (O.No.32), 3rd Floor, Ambica Complex, N.S.K. Salai (Arcot Road), Kodambakkam, Chennai – 600024, Tamil Nadu.

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