

**SAR TELEVENTURE LIMITED****CIN: L45202UP2019PLC213062**Reg Off.: B-16, First Floor, Sector-2,
Noida-201301, Uttar Pradesh

Contact: +91-8587050050

Email id: info@sartelevventure.comWebsite: www.sartelevventure.com**October 6, 2026**

The Manager,
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051

Symbol: SARTELE
ISIN: INE0PUC01020

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Postal Ballot

Dear Sir/Madam,

This is to inform you that the Company is seeking approval of its Members by way of Postal Ballot for the following item:

1. Approval for disinvestment / sale of 1,28,09,761 equity shares, representing 90.82% of the equity share capital of Fusionnet Web Services Limited to Tikona Communication Limited (previously known as Grand Foundry Limited).

The Notice of Postal Ballot is being sent electronically to the Members whose email addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, October 2, 2026.

A copy of the Notice of Postal Ballot ("Notice") is enclosed herewith. The Notice is also available on the website of the Company at www.sartelevventure.com.

The key dates relating to the Postal Ballot process are set out below:

Particulars	Timeline
Cut-off date for shareholders who are eligible for e-voting	Friday, October 2, 2026
E-voting Begins	Wednesday, October 7, 2026, at 9:00 A.M. (IST)
E-voting Ends	Thursday, November 5, 2026 at 5:00 P.M. (IST)

Thanking You,
Yours faithfully,

MAYANK JAIN
Digitally signed
by MAYANK JAIN
Date: 2026.10.06
11:18:16 +05'30'

For SAR Televenture Limited
Mayank Jain
Company Secretary & Compliance Officer
Membership No. A26620



SAR TELEVENTURE LIMITED

CIN: L45202UP2019PLC213062 Reg Off.: B-16, First Floor, Sector-2, Noida-201301, Uttar Pradesh
Contact: +91-8587050050 Email id: info@sartelevventure.com Website: www.sartelevventure.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

To
The Members of SAR Televenture Limited

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the Rules”) read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations, that the Resolutions appended below are proposed to be passed by the Members of SAR Televenture Limited (“the Company”) as Special Resolution(s) by giving their assent/ dissent by way of Postal Ballot/ E-voting pursuant to the applicable provisions of the Act, the Rules, the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolutions is restricted only to E-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for E-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The E-voting period commences from Wednesday, October 7, 2026, at 9:00 A.M. (IST) and ends on Thursday, November 5, 2026 at 05:00 P.M. (IST).

ITEM NO. 1: APPROVAL FOR DISINVESTMENT / SALE OF 1,28,09,761 EQUITY SHARES, REPRESENTING 90.82% OF THE EQUITY SHARE CAPITAL OF FUSIONNET WEB SERVICES LIMITED TO TIKONA COMMUNICATION LIMITED (PREVIOUSLY KNOWN AS GRAND FOUNDRY LIMITED)

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 23, 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company and such other applicable laws, rules, regulations, circulars, guidelines and approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**“Board”**, which term shall include any Committee thereof and any person authorised by the Board) to sell, transfer and/or otherwise divest 1,28,09,761 equity shares comprising 90.82% (Ninety Point Eight Two Percent) of the equity share capital of Fusionnet Web Services Limited

(“**Fusionnet**”), a material subsidiary of the Company, to Tikona Communication Limited (Previously known as Grand Foundry Limited) (“**TKL**”), for an aggregate consideration of Rs. 256,83,57,080/- (Rupees Two Hundred Fifty-Six Crore Eighty-Three Lakh Fifty-Seven Thousand Eighty Only), to be discharged by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash, redeemable upon completion of 10 (Ten) years from the date of allotment, on such terms and conditions as may be contained in the definitive agreements to be executed between the parties.

RESOLVED FURTHER THAT the Members hereby note that the proposed disinvestment forms part of the Group’s internal restructuring and business reorganisation exercise, pursuant to which the shareholding of the Company in Fusionnet will be transferred to TKL, with the objective of rationalising the Group structure, consolidating telecom and digital infrastructure businesses and facilitating efficient capital allocation within the Group.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver the Share Purchase Agreement, Share Transfer Documents, Share Subscription Agreement, Shareholders’ Agreement, deeds, declarations, undertakings and such other agreements, documents and instruments as may be required in connection with the proposed transaction and to settle and finalise all terms and conditions thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such modifications, variations, additions or alterations to the transaction structure and/or definitive documents as may be required by any statutory, regulatory, governmental or other competent authority, including the Securities and Exchange Board of India and the Stock Exchange(s), provided that such modifications are not materially adverse to the Company and are otherwise permissible under applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute and file all such applications, forms, returns, notices and documents, as may be necessary, desirable or expedient for giving effect to this Resolution and the proposed disinvestment, including completion of all statutory and regulatory compliances and recording the transfer of the shares of Fusionnet.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other officer(s) of the Company as may be considered necessary for implementation of the aforesaid transaction.”

By Order of the Board of Directors of
SAR Televenture Limited

Sd/-
Mayank Jain
Company Secretary & Compliance Officer
Membership No.: A26620

Date: October 1, 2026
Place: Noida

CIN: L45202UP2019PLC213062
Regd. office: B-16, First Floor, Sector-2,
Noida-201301, Uttar Pradesh
Phone: +91-8587050050
E-mail: info@sartelevventure.com
Website: www.sartelevventure.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 and any other applicable provisions of the Act, the Rules made thereunder, SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed Resolutions, forming part of this Notice, is annexed herewith.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on October 2, 2026, Friday and whose e-mail IDs are registered with the Company/ Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given in this Notice.
3. Pursuant to Sections 108 and 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI Circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed Resolutions electronically. The Company has engaged the services of MUFG Intime India Private Limited ("MUFG"), to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
4. Those Members who are holding shares in physical form and have not updated their Email Ids are requested to update the same by submitting a duly filled and signed Form ISR – 1 (Form for registering PAN, KYC details or changes/ updation thereof) along with self-attested copy of the PAN card and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity, Passport, Masked Aadhaar etc.) to the Company's RTA at investor.helpdesk@in.mpms.mufg.com/enotices@in.mpms.mufg.com
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on October 2, 2026, Friday, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on October 2, 2026, Friday, being the cut-off date fixed for the purpose.
6. Members may kindly note that the Notice has also been uploaded on the website of the Company www.sarteleventure.com in the Investor Relations Section under the Shareholder Communications tab. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of MUFG (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
7. The E-voting period commences from Wednesday, October 7, 2026, at 9:00 A.M. (IST) and ends on Thursday, November 5, 2026 at 05:00 P.M. (IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. October 2, 2026, may cast their votes electronically. The E-voting module shall be disabled by MUFG for voting after Thursday November 5, 2026, at 5:00 p.m. (IST). Once the vote on a Resolution is cast by a member, he or she or they will not be allowed to change it subsequently.
8. The Board vide its Resolution passed on October 1, 2026 has appointed Loveleen Gupta, Proprietor of M/s. L. Gupta & Associates, Practising Company Secretaries (Membership No. FCS 5287), as Scrutinizer for conducting the Postal Ballot/ E-voting process in accordance with the law and in a fair and transparent manner.

9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman and Managing Director of the Company or any person authorised by the Chairman. The voting results will be announced not later than 2 working days of the conclusion of the E-voting period on November 5, 2026.

The said Results along with the Scrutinizer's Report shall be placed on the website of the Company www.sarteleventure.com and on the website of MUFG immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-Voting i.e. November 5, 2026.

10. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection by Members at the Registered Office of the Company during normal business hours on any working day up to and including the last date of e-voting i.e. November 5, 2026.

11. Remote E-voting Instructions

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](https://web.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.

- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.

- b) Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”.

(Home page of e-voting will open.

Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
- Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- 6. Enter Image Verification (CAPTCHA) Code.
- 7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpmc.muvg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By Order of the Board of Directors of
SAR Televenture Limited

Sd/-
Mayank Jain
Company Secretary & Compliance Officer
Membership No.: A26620

Date: October 1, 2026
Place: Noida

CIN: L45202UP2019PLC213062
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

1. Background of the Proposed Transaction

SAR Televenture Limited ('the Company') proposes to transfer its entire equity shareholding of 90.82% comprising 1,28,09,761 equity shares in Fusionnet Web Services Limited ("FWSL") to Tikona Communication Limited (Previously known as Grand Foundry Limited) ("TKL") for an aggregate consideration of Rs. 256,83,57,080. The consideration for the proposed transfer shall be discharged by TKL by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares ("RPS") of TKL, having a face value of Rs. 10/- each, at an issue price of Rs. 30/- per RPS, comprising a face value of Rs. 10/- and securities premium of Rs. 20/- per RPS, as consideration other than cash.

The proposed disinvestment is part of the Group's internal restructuring and business reorganisation exercise aimed at rationalising the Group structure, consolidating telecom and digital infrastructure businesses under a focused operating platform and facilitating efficient deployment and allocation of capital.

2. Nature of Relationship

SAR Televenture Limited is the Holding Company of TKL and is a Related Party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the proposed transaction constitutes a Related Party Transaction under Regulation 23 of the SEBI Listing Regulations.

Since the value of the proposed transaction exceeds the prescribed materiality threshold, approval of the Members by way of a Special Resolution is being sought.

3. Regulatory Requirement under Regulation 24(5) of the SEBI Listing Regulations

Fusionnet is treated as a material subsidiary of the Company for the purpose of the proposed transaction. Regulation 24(5) of the SEBI Listing Regulations provides that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding, either on its own or together with other subsidiaries, to less than or equal to fifty percent, or cease to exercise control over such subsidiary, without passing a special resolution in its General Meeting, subject to the exceptions prescribed therein.

Since the proposed transaction involves disposal by SAR of its entire 90.82% shareholding in Fusionnet, resulting in cessation of SAR's direct shareholding and control over Fusionnet, approval of the Members by way of a Special Resolution is being sought in accordance with Regulation 24(5) of the SEBI Listing Regulations.

Upon completion of the proposed transaction, Fusionnet will cease to be a direct subsidiary of the Company and will continue to remain within the SAR group as a step-down subsidiary of the Company, through TKL.

4. Particulars of the Proposed Disinvestment

Particulars	Details
Seller / Transferor	SAR Televenture Limited
Buyer / Transferee	Tikona Communication Limited (formerly known as Grand Foundry Limited) ("TKL")

Target Company	Fusionnet Web Services Limited (“Fusionnet”)
Existing holding of SAR in Fusionnet	1,28,09,761 equity shares (90.82%)
Shares proposed to be transferred	1,28,09,761 equity shares (90.82%) of Fusionnet @ Rs 200.50 per share.
Aggregate consideration	Rs. 256,83,57,080/- (Rupees Two Hundred Fifty-Six Crore Eighty-Three Lakh Fifty-Seven Thousand Eighty Only)
Mode of consideration	Issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL for consideration other than cash.
Valuation / Pricing	Based on the respective Valuation Reports dated October 1, 2026, issued by CA Chandan Bhatia and CMA Manish Chandra, as applicable.
Nature of transaction	One-time disinvestment / sale of shares
Definitive documents	Share Purchase Agreement, Share Transfer Documents and such other ancillary documents as may be required
Result after completion	SAR’s shareholding in Fusionnet will reduce from 1,28,09,761 equity shares (90.82%) to Nil and SAR will cease to exercise control over Fusionnet, subject to completion of the transaction and applicable approvals. Upon completion of the proposed transaction, FWSL will cease to be a direct subsidiary of the Company and will continue to remain within the SAR group as a step-down subsidiary of the Company, through TKL.

5. Rationale for the Proposed Disinvestment

The proposed disinvestment forms part of the Group’s internal restructuring and business reorganisation exercise. The transaction is intended to rationalise the existing holding structure, consolidate the telecom and digital infrastructure businesses under a focused operating platform, enhance operational integration and facilitate efficient allocation of capital and management resources within the Group.

Following completion of the transaction, Fusionnet will be held directly by TKL while remaining within the broader SAR Televenture Group, subject to the final transaction structure and applicable approvals.

6. Consideration and Valuation

The aggregate consideration for the proposed transfer is Rs. 256,83,57,080/- (Rupees Two Hundred Fifty-Six Crore Eighty-Three Lakh Fifty-Seven Thousand Eighty Only). The consideration shall be discharged by issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash.

7. Material Terms and Conditions

- The Company proposes to transfer 1,28,09,761 equity shares (90.82%) of Fusionnet to TKL.
- The transfer shall be subject to execution of definitive transaction documents and satisfaction of applicable conditions precedent.
- The consideration shall be paid/discharged in the manner specified in the definitive transaction documents.
- The Board shall be authorised to finalise the transaction documents, complete the share transfer formalities and make all necessary statutory and regulatory filings.

- The transaction shall be completed in accordance with applicable laws, the SEBI Listing Regulations, the Articles of Association of the Company and the terms approved by the Members.
- Upon completion of the proposed transaction, Fusionnet will cease to be a direct subsidiary of the Company and will continue to remain within the SAR group as a step-down subsidiary of the Company, through TKL.

8. Valuation

The proposed consideration has been determined based on the respective Valuation Reports dated October 1, 2026, issued by CA Chandan Bhatia and CMA Manish Chandra, as applicable, Registered Valuer registered with the Insolvency and Bankruptcy Board of India. The Audit Committee and the Board have reviewed the valuation report, the valuation methodology adopted therein and the commercial terms of the proposed transaction while recommending the transaction for approval of the Members.

9. Voting Restriction

In terms of Regulation 23 of the SEBI Listing Regulations, no Related Party of the Company shall vote to approve the proposed Resolution, irrespective of whether such Related Party is a party to the proposed transaction or not.

10. Audit Committee Review and Recommendation

The Audit Committee of the Company, after considering the proposed transaction, including the valuation report issued by the Registered Valuer, the commercial rationale, the valuation methodology, the pricing mechanism, the financial impact of the proposed transaction, the terms and conditions of the proposed disinvestment, the proposed consideration structure, the draft transaction documents, the applicable regulatory framework and all other relevant documents and information placed before it, reviewed and evaluated the proposed Material Related Party Transaction. Based on its review and evaluation, the Audit Committee was satisfied that the proposed transaction is fair, reasonable and in the best interests of the Company and its shareholders, and accordingly recommended the same to the Board for its approval and further recommendation to the Members for their approval.

11. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the Valuation Report and such other material documents relating to the proposed transaction, shall be available for inspection by the Members during business hours on all working days up to and including the last date of e-voting, i.e. November 5, 2026 at the Registered Office/Corporate Office of the Company. The said documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

12. Interest of Directors, Key Managerial Personnel and their Relatives

Certain Directors and/or Key Managerial Personnel of the Company may also be Directors and/or Key Managerial Personnel of TKL and/or Fusionnet and may accordingly be deemed to be concerned or interested in the proposed transaction to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1.

13. Board's Recommendation

The Board of Directors of the Company, after considering the recommendation of the Audit Committee, the valuation report issued by the Registered Valuer, the commercial rationale, the strategic objectives,

the terms and conditions of the proposed transaction and all other relevant facts and circumstances, is of the opinion that the proposed transaction is fair, reasonable and in the interests of the Company and its shareholders. Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Details as required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable SEBI Circulars and the Industry Standards on "Minimum Information to be provided to the Shareholders for approval of Related Party Transactions

S. No.	Particulars	Information provided by the Management
A(1): Basic details of the related party		
1.	Name of the Related Party	Tikona Communication Limited (formerly known as Grand Foundry Limited) ("TKL")
1.	Country of incorporation of the related party	India
2.	Nature of business of the related party	TKL is engaged in the business of telecom infrastructure, broadband services, digital connectivity solutions, fibre network infrastructure and allied telecom services.
A(2): Relationship and ownership of the related party		
1.	Relationship between the listed entity and the Related Party	SAR Televenture Limited is the Holding Company of TKL and is a Related Party under Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015.
2.	Shareholding of the listed entity in the Related Party	SAR Televenture Limited holds approximately 71% of the equity share capital of TKL and 90.82% of the equity share capital of Fusionnet Web Services Limited. Pursuant to the proposed transaction, Fusionnet Web Services Limited shall become a direct subsidiary of TKL while continuing to remain a part of the SAR Televenture Group.
3.	Capital contribution, where applicable	Not Applicable
4.	Shareholding of the Related Party in the listed entity	Nil
A(3): Details of previous transactions with the related party		
1.	Total amount of transactions during the last financial year	There were no transactions during FY 2025-26
2.	Total amount of transactions during the current financial year up to the quarter immediately preceding the quarter in which approval is sought	There were no transactions during the period April 1, 2026 till June 30, 2026
3.	Default by Related Party, if any	Nil
A(4): Amount of Proposed Transaction(s)		
1.	Amount of proposed transactions	The aggregate consideration for the proposed transfer of 1,28,09,761 equity shares (90.82%) of Fusionnet Web Services Limited by SAR Televenture Limited to TKL is Rs. 256,83,57,080/-. The consideration shall be discharged by way of issuance and

S. No.	Particulars	Information provided by the Management												
		allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash.												
2.	Whether the proposed transaction would be a Material RPT?	Yes												
3.	Value of proposed transactions as % of consolidated turnover	The consolidated turnover of the Company is Rs 52,211.30 Lakhs for FY 2025-26. The proposed transaction will be 49.19% of the company's consolidated turnover for the FY 2025-26.												
4.	Value of proposed transaction as % of Related Party turnover	The value of the proposed transactions will be 2,440.11% of annual turnover of TKL for FY 2025-26												
5.	Financial Performance of Related Party	The key financial parameters of the related parties is provided below <table> <tr> <th>Related Parties</th><th>Particulars- Standalone</th><th>FY 2025-26 (Rs In Lakhs)</th></tr> <tr> <td rowspan="4">TKL</td><td>Turnover</td><td>1,052.56</td></tr> <tr> <td>PAT</td><td>18.13</td></tr> <tr> <td>Net Worth</td><td>-545.34</td></tr> <tr> <td></td><td></td></tr> </table>	Related Parties	Particulars- Standalone	FY 2025-26 (Rs In Lakhs)	TKL	Turnover	1,052.56	PAT	18.13	Net Worth	-545.34		
Related Parties	Particulars- Standalone	FY 2025-26 (Rs In Lakhs)												
TKL	Turnover	1,052.56												
	PAT	18.13												
	Net Worth	-545.34												
A(5): Basic details of the Proposed Transaction														
1.	Specific type of the proposed transaction	SAR Televenture Limited proposes to transfer 1,28,09,761 equity shares (90.82%) of Fusionnet Web Services Limited to TKL. The consideration shall be received by SAR Televenture Limited by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL, having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, as consideration other than cash. The Preference Shares shall be redeemable on completion of 10 years from the date of allotment.												
2.	Details of each type of the proposed transaction													
3.	Tenure	One-time transaction. The equity shares of Fusionnet Web Services Limited proposed to be transferred by SAR Televenture Limited to Tikona Communication Limited shall be transferred on a one-time basis upon completion of the conditions precedent and execution of the definitive transaction documents.												
4.	Whether omnibus approval is being sought	No												
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	The aggregate consideration for the proposed transfer of 1,28,09,761 equity shares (90.82%) of Fusionnet Web Services Limited by SAR Televenture Limited to TKL is Rs. 256,83,57,080/-. The consideration shall be received by SAR Televenture Limited by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL, having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, as consideration other than cash.												

S. No.	Particulars	Information provided by the Management
6.	Justification	The Board of Directors of the Company, after considering the recommendation of the Audit Committee, believes that the proposed transaction is in the best interests of the Company and its shareholders. The proposed disinvestment forms part of the Group's internal restructuring initiative aimed at rationalising and simplifying the existing Group structure, consolidating the telecom and digital infrastructure businesses under a focused operating platform, enhancing operational integration and strengthening management oversight. The transaction is also expected to facilitate efficient deployment and allocation of capital within the Group, provide a stronger platform for future growth and strategic initiatives, and contribute towards sustainable long-term value creation for the Company and its shareholders.
7.	Interest of Directors/KMP	SAR Televenture Limited holds approximately 71% of the equity share capital of Tikona Communication Limited and 90.82% of the equity share capital of Fusionnet Web Services Limited. Pursuant to the proposed transaction, Fusionnet Web Services Limited shall become a direct subsidiary of TKL while continuing to remain a part of the SAR Televenture Group. Certain Directors and/or Key Managerial Personnel of the Company are also Directors and/or Key Managerial Personnel of TKL and/or Fusionnet and may accordingly be deemed to be concerned or interested in the proposed transaction to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes
9.	Other Information relevant for decision making	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013
B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Not Applicable, as the proposed transaction relates to disinvestment / sale of shares by the Company and not an investment made by the Company or its subsidiary.
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable, as the proposed transaction relates to disinvestment / sale of shares by the Company and not an investment made by the Company or its subsidiary.

S. No.	Particulars	Information provided by the Management
3.	Purpose for which funds shall be utilized by the investee company.	Not Applicable, as the proposed transaction relates to disinvestment / sale of shares by the Company and not an investment made by the Company or its subsidiary.
4.	Material terms of the proposed transaction	SAR Televenture Limited proposes to transfer 1,28,09,761 equity shares (90.82%) of Fusionnet Web Services Limited to TKL. The consideration shall be received by SAR Televenture Limited by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL, having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, as consideration other than cash. The Preference Shares shall be redeemable on completion of 10 years from the date of allotment.
C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	The proposed transaction is subject to the approval of the Members of the Company under Regulation 23, 24 (5) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other statutory and regulatory approvals, permissions and consents, if any, as may be required under applicable laws.

Information related to the Related Party Transaction, disclosed to the Shareholder as per SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025

S. No.	Particulars of the Information	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table (Point A1 to A5)
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer above table (Point A1 to A5)
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Executive Director and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval

S. No.	Particulars of the Information	Details
	proposed transaction to the shareholders for approval.	
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	 
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	The Audit Committee and the Board of Directors have reviewed the commercial rationale, valuation report, transaction structure and other relevant factors and are of the view that the proposed transaction is in the interest of the Company and its shareholders.
7.	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

By Order of the Board of Directors of
SAR Televenture Limited

Sd/-
Mayank Jain
Company Secretary & Compliance Officer
Membership No.: A26620

Date: October 1, 2026
Place: Noida

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