

**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**Date: 23rd January, 2025**

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Subject: Reply to your Email dated 22nd January, 2025 regarding Clarification for Financial results.

This is with reference to the captioned subject, we have already submitted the reply on NEAPS portal on 13.12.2024 in response to your original email dated 10.12.2024.

We are enclosing herewith the copy of reply filed on 13.12.2024 with this letter and its screenshot.

Further, we are enclosing copy of Monitoring Agency Report for the quarter ending 30th September 2024 for your record.

Kindly take the same at your record.

Thank You

For SAR Televenture Limited

SAR TELEVENTURE LIMITEDDigitally signed by
VIKAS
TANDON
Date: 2025.01.23
14:02:49 +05'30'

Vikas Tandon

Director

DIN-08001501

**VIKAS
TANDON**

Resubmit

Back

Quick Result Details		Company Response List	Exchange Remarks	History	System Details	Digital Signature Details	
Announcement Seq No.	Broadcast Date time	Broadcast Text	Letter Type	Company Reply Date	Company Reply Text	Company Attachment	Response Status
106081251	10-Dec-2024	SARTELE : The Exchange has	Clarification	13-Dec	Submission of financial results as on	LegibleFinancialResults.pdf	Select
106081251	10-Dec-2024	SARTELE : The Exchange has	Clarification				Select

**SAR TELEVENTURE LIMITED**

Reg Off.: B-16, First Floor, Sector-2,

Noida- 201301- UP

Contact: +91-8587050050

Email id: info@sartelevventure.com

Website: www.sartelevventure.com

CIN: L45202UP2019PLC213062

December 13, 2024

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

Symbol: NSE: SARTELE

Re: ISIN: INE0PUC01020

Subject: Submission of Financial Results as on September 30, 2024 in a Machine Readable Form/Legible Copy.

Ref: Your Email dated December 10, 2024.

Dear Sir/Madam,

With reference to the above captioned subject and our earlier intimation dated November 11, 2024, enclosing herewith the financial results as on September 30, 2024 in a Machine readable form and also Board Meeting Resolution wherein Mr. Pankaj Nagpal, Whole Time Director of the company has been authorised to sign the unaudited financial results (Standalone & Consolidated) for the quarter ended 30th September 2024.

The above intimation is given to you for your record.

Thanking You

For SAR Televenture Limited

VANDANA
KAUSHIK

Digitally signed by
VANDANA KAUSHIK
Date: 2024.12.13
13:52:02 +05'30'

Vandana Kaushik
(Company Secretary & Compliance Officer)



SAR TELEVENTURE LIMITED
Formerly Known as Sar Televenture Pvt. Ltd.
Reg Off.: Plot No. 346 A, 2nd Floor, Udyog Vihar,
Phase-4, Gurugram-122016 Haryana
Contact: +91-8587050050
Email id: info@sartelevventure.com
CIN: L45202HR2019PLC080514

EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SAR TELEVENTURE LIMITED IN THE MEETING HELD ON MONDAY 11TH NOVEMBER, 2024 AT CORPORATE OFFICE OF THE COMPANY AT B-16, FIRST FLOOR, SECTOR-2, NOIDA-201301, U.P AT 04.30 P.M.

“RESOLVED THAT as per Regulation 33 of SEBI(LODR) Regulations, 2015, unaudited Financial results (standalone and consolidated) for the quarter ended 30th September 2024 along with the Limited Review Report of M/s RAHEJA & CO. Chartered Accountants, Statutory Auditor, as recommended by the Audit Committee and placed before the meeting be and are hereby approved and Mr. Pankaj Nagpal (DIN 08469672), Whole Time Director of the company, be and is hereby authorised to sign the same also to do all other acts, deeds and things as may be required for giving effect to the resolution.”

Certified true copy

For and on behalf of the Board of Directors

SAR TELEVENTURE LIMITED

For SAR TELEVENTURE LIMITED


Director/Auth. Signatory

Vikas Tandon

Director

DIN: 08001501

Add- A3/1503, Krishna Apra
Gardens, Vaibhav Khand, Near
Shipra Mall, Indirapuram,
Ghaziabad- 201014.



CIN: L45202HR2019PLC080514

SAR TELEVENTURE LIMITED

Formerly Known as Sar Televenture Pvt. Ltd.

Reg Off.: Plot No. 346 A, 2nd Floor, Udyog Vihar,
Phase-4, Gurugram-122016 Haryana

Contact: +91-8587050050

Email id: info@sartelevventure.com

November 11, 2024

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

Symbol: NSE: SARTELE

Re: ISIN: INEOPUC01020

Subject: Outcome of the Board Meeting held on Monday 11th November, 2024.

Dear Sir/Madam,

The decisions and outcome of the Meeting of the Board of Directors of the Company duly held on Monday 11th November, 2024 which began at 04:30 P.M and concluded at 08:30 P.M. are as follows:

The Board of Directors of the Company at its meeting held today, inter alia, considered and approved:

- Unaudited Financial Results both Standalone and Consolidated for the half year ended on 30th September, 2024 as reviewed and recommended by the 'Audit Committee along with Limited Review Report issued by the auditors of the Company.

The said outcome and results shall be uploaded on the website of Stock Exchange and on the website of the Company.

The copy of unaudited financial results, along with Limited Review Report with regard to the above financial results is enclosed herewith.

You are requested to take the above information on records.

Thanking You

For SAR Televenture Limited

VANDANA Digitally signed by
KAUSHIK VANDANA KAUSHIK
Date: 2024.11.11
20:39:44 +05'30'

Vandana Kaushik
(Company Secretary & Compliance Officer)

LIMITED REVIEW REPORT

Review Report to
The Board of Directors,
M/s SAR Televenture Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results of M/s SAR Televenture Limited (the "Company") for the quarter ended 30th September, 2024 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This statement which is the responsibility of the Company's Management and approved by the Company's Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as conducted in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For RAHEJA & CO.
Chartered Accountants
FRN: 022859N



Place: Gurugram
Date: 11/11/2024

CA JATIN RAHEJA
Partner
M. No. 513861
UDIN: 24513861BKDICK5625

SAR TELEVENTURE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN : U45202HR2019PTC080514

Unaudited Standalone Financial Results for the Half Year ended on 30th September, 2024

(Rs. in Lacs)

Sr. No.	Particulars	6 Months Ended on			Year Ended	
		30.09.24	30.09.23	31.03.24	31.03.24	31.03.23
		Unaudited	Unaudited	Audited	Audited	Audited
	PART I					
I.	Revenue from Operations	426.55	320.23	320.74	640.97	642.99
II.	Other income	111.91	1.71	1.79	3.50	2.78
III.	Total Revenue (I+II)	538.46	321.94	322.53	644.47	645.77
IV.	Expenses :					
	(a) Cost of materials consumed	19.78	-	-	-	-
	(b) Purchases of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
	(d) Employee benefits expenses	34.68	37.34	39.43	76.77	92.53
	(e) Financial Costs	0.64	16.40	6.00	22.40	45.39
	(f) Depreciation and amortisation expenses	120.68	80.80	41.43	122.23	88.81
	(g) Other expenses	183.97	133.17	142.85	276.02	301.31
	Total Expenses (IV)	359.74	267.70	229.72	497.42	528.04
V.	Profit / (Loss) before exceptional items and tax(III-IV)	178.72	54.23	92.81	147.04	117.73
VI.	Exceptional items	-	-	-	-	-
VII.	Profit / (Loss) before tax (V-VI)	178.72	54.23	92.81	147.04	117.73
VIII.	Tax expense					
	(1) Current tax	45.32	14.10	24.13	32.88	35.53
	(2) Deferred Tax	(8.69)	(0.94)	8.51	7.56	3.42
	(3) Income Tax of earlier yea	-	-	-	-	-
IX.	Profit / (Loss) for the period from continuing operations (VII-VIII)	142.09	41.08	60.17	106.61	78.78
X.	Net Profit / (Loss) for the period	142.09	41.08	60.17	106.61	78.78
XI.	Other Comprehensive Income	-	-	-	-	-
XI.	Total Comprehensive income/loss for the period (IX+X) (Comprising profit and Other Comprehensive Income/loss for the period)	142.09	41.08	60.17	106.61	78.78
XII.	Paid -up Equity Share Capital (Face value of Rs. 10/- each)	742.85	210.00	300.00	300.00	65.29
XIII.	Earnings per equity share					
	Basic	0.38	0.52	0.41	0.73	18.47
	Diluted	0.38	0.52	0.41	0.73	18.47

Notes:

1	The above Unaudited Financial Results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 11th November, 2024
2	The above Unaudited financial results have been prepared in accordance with Accounting Standards (AS), the provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").
3	There are no reportable segments , which signify or in the aggregate qualify for separate disclosure as per provisions of the relevant Accounting Standards. The Management does not believe that the information about segments which are not reportable under Accounting Standards, would be useful to the users of these financial statements.
4	EPS for 6 months ended on 30.09.2024 has been calculated by taking basis of weighted average no. of shares.
5	Figures has been rounded off and regrouped / re-arranged wherever necessary.

For SAR TELEVENTURE LIMITED

Director/ Auth. Signatory

(Rs. In Lacs)

Sr. No.	Particulars	Year Ended 30/09/2024	Year Ended 31/03/2024
		Unaudited	Audited
A	EQUITY AND LIABILITIES		
	(1) Shareholders' funds		
	(a) Share Capital	742.85	300.00
	(b) Reserves and Surplus	49 795.67	5 128.89
	Sub-Total - Shareholders' funds	50 538.52	5 428.89
	(2) Share application money, pending allotment	-	-
	(3) Non-current Liabilities	-	-
	(a) Long-term borrowings	900.40	17 787.41
	(b) Deferred Tax Liabilities	10.58	10.09
	(c) Other Long Term Liabilities	-	149.12
	(4) Current Liabilities		
	(a) Short-term borrowings	-	-
	(a) Trade Payables		
	Total outstanding dues of Micro Enterprise & Small Enterprise	228.55	0.38
	Total Outstanding dues of creditors other than micro enterprise & small enterprise	-	-
	(c) Other current liabilities	172.01	9.29
	(d) Short-term provisions	374.92	47.72
	Sub-Total - Current Liabilities	1 686.46	18 004.01
	Total - Equity and Liabilities	52 224.98	23 432.90
B	ASSETS		
	(1) Non-current Assets		
	(a) Fixed Assets		
	(i) Tangible Asset	1 028.82	954.76
	(ii) Intangible Asset	-	-
	(iii) Capital Work in Progress		
	(iv) Intangible Asset under Development		
	(b) Non-current investments	7 582.78	82.78
	(c) Deferred Tax Assets (Net)		
	(d) Long-term loans and advances	-	-
	(e) Other non-current assets	2 056.84	31.17
	Sub-Total - Non Current Assets	10 668.44	1 068.71
	(2) Current Assets		
	(a) Inventories		
	(b) Trade Receivables	303.66	106.98
	(c) Cash and bank balances	1 125.82	61.44
	(d) Short term loans and advances	40 126.70	22195.76
	(e) Other current assets	0.36	-
	Sub-Total - Current Assets	41 556.54	22 364.18
	Total - Assets	52 224.98	23 432.90

For RAHEJA & CO.
RAHEJA & CO. Accountants
Chartered Accountants
CA. JATIN RAHEJA
Partner
MRN: 513861

Place: Haryana
Date: 11-11-2024

For SAR PELEVENTURE LIMITED

Pankaj Nagpal
Director/ Auth. Signatory
(DIN : 08469672)

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: #346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: L45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 30TH SEPTEMBER 2024

(Amount in Lakhs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of 31/03/2024
A. Cash flow from Operating Activities		
Net Profit before tax as per statement of profit & loss	178.72	147.04
Add/(less): Adjustment for non-cash/ other items		
Provision for Tax	44.15	32.88
Depreciation	120.68	122.23
Finance cost	0.64	22.40
Prior Period Adjustments	32.88	5.23
Operating profit before working capital changes	377.06	329.79
Adjustment for working capital		
(Increase)/ decrease in other non-current assets	(2 025.67)	(27.85)
(Increase)/ decrease in trade receivables	(496.68)	28.10
(Increase)/ decrease in other current assets	(0.35)	-
(Increase)/ decrease in short term loans & advances	(17 665.32)	(21 353.63)
Increase/(decrease) in trade payables	228.18	(74.99)
Increase/(decrease) in other current liabilities	152.49	(75.89)
Increase/(decrease) in short term provision	263.18	(43.76)
Cash generated from operations	(19 167.12)	(21 218.25)
Direct taxes paid	(44.15)	(32.88)
Net Cash flow from Operating Activities (A)	(19 211.27)	(21 251.13)
B. Cash flow from Investing Activities		
Sale/ (Purchase) of Property, Plant & Equipment	(194.74)	(262.11)
Sale/ (Purchase) of Investment	(7 500.00)	10.79
Net Cash flow from Investing Activities (B)	(7 694.74)	-251.32
C. Cash flow from Financing Activities		
Net proceeds from issue of share capital	442.85	234.71
Net proceeds from short term borrowings	6.63	-
Net proceeds from long term borrowings	(16 887.00)	17 345.18
Net proceeds from other long term liabilities	(149.12)	(245.48)
Securities Premium	44 556.40	4 193.93
Interest Paid	0.64	(22.40)
Net Cash flow from Financing Activities (C)	27 970.40	21505.93
Net cash flow during the year (A + B + C)	1 064.39	3.49
Add: Opening cash and cash equivalents	61.43	57.94
Closing cash and cash equivalents	1 125.82	61.43
Components of cash and cash equivalents		
Cash in hand	10.59	10.46
Deposit with banks in current accounts	1 115.23	50.97
Total cash and cash equivalents (Note 14)	1 125.82	61.43

For M/s RAHEJA & CO.
Chartered Accountants
CA. JATIN RAHEJA
Partner
MRN: 513861

For SAR TELEVENTURE LIMITED
Director/ Auth. Signatory
Pamela Nagpal
Director
DIN:- 08469672

LIMITED REVIEW REPORT

Review Report to
The Board of Directors,
M/s SAR Televenture Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results of M/s SAR Televenture Limited (the "Company") for the quarter ended 30th September, 2024 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This statement which is the responsibility of the Company's Management and approved by the Company's Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as conducted in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For RAHEJA & CO.
Chartered Accountants
FRN: 022859N



Place: Gurugram
Date: 11/11/2024

CA JATIN RAHEJA
Partner
M. No. 513861
UDIN: 24513861BKDICL6262

SAR TELEVENTURE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN : U45202HR2019PTC080514

Consolidated Unaudited Financial Results for the Half Year ended on 30th September, 2024

(Rs. In Lacs)

Sr. No.	Particulars	6 Months Ended on			Year Ended	
		30-09-2024	30-09-2023	31-03-2024	31-03-2024	31-03-2023
		Unaudited	Unaudited	Unaudited	Audited	Audited
	PART I					
I.	Revenue from Operations	11701.63	3 578.03	8 833.68	12411.71	3 246.17
II.	Other income	111.91	3.46	1.80	5.26	5.46
III.	Total Revenue (I+II)	11 813.54	3 581.49	8 835.48	12 416.97	3 251.63
IV.	Expenses :					
	(a) Cost of materials consumed	9 571.94	2 758.17	7 210.21	9 968.37	2 115.35
	(b) Purchases of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
	(d) Employee benefits expenses	89.21	67.71	80.53	148.24	136.85
	(e) Financial Costs	0.64	16.40	6.01	22.40	45.39
	(f) Depreciation and amortisation expenses	121.67	88.38	48.70	137.08	103.15
	(g) Other expenses	394.44	231.80	302.46	534.27	423.57
	Total Expenses (IV)	10 177.90	3 162.45	7 647.91	10 810.37	2 824.31
V.	Profit / (Loss) before exceptional items and tax(III-IV)	1 635.64	419.03	1 187.57	1 606.60	427.32
VI.	Exceptional items	-	-	-	-	-
VII.	Profit /(Loss) before tax (V-VI)	1 635.64	419.03	1 187.57	1 606.60	427.32
VIII.	Tax expense					
	(1) Current tax	45.32	14.10	18.79	32.88	35.53
	(2) Deferred Tax	(8.69)	(0.94)	8.50	7.56	3.43
	(3) Income Tax of earlier yea	-	-	-	-	-
IX.	Profit / (Loss) for the period from continuing operations (VII-VIII)	1 599.01	405.88	1 160.29	1 566.16	388.36
X.	Net Profit / (Loss) for the period	1 599.01	405.88	1 160.29	1 566.16	388.36
XI.	Other Comprehensive Income	-	-	-	-	-
XI.	Total Comprehensive income/loss for the period (IX+X) (Comprising profit and Other Comprehensive Income/loss for the period)	1 599.01	405.88	1 160.29	1 566.16	388.36
XII.	Paid -up Equity Share Capital (Face value of Rs. 2/- each)	742.85	210.00	300.00	300.00	65.29
XIII.	Earnings per equity share					
	Basic	4.31	5.09	11.94	16.12	91.08
	Diluted	4.31	5.09	11.94	16.12	91.08

Notes:

- The above Unaudited Financial Results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 11th November, 2024.
- The above Unaudited financial results have been prepared in accordance with Accounting Standards (AS), the provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").
- There are no reportable segments, which signify or in the aggregate qualify for separate disclosure as per provisions of the relevant Accounting Standards. The Management does not believe that the information about segments which are not reportable under Accounting Standards, would be useful to the users of these financial statements.
- EPS for 6 months ended on 30.09.2024 has been calculated by taking basis of weighted average no. of shares.
- Figures has been rounded off and regrouped / re-arranged wherever necessary.

For SAR TELEVENTURE LIMITED

Director/Auth. Signatory

For M/s RAHEJA & CO.
Chartered Accountants
CA. JATIN RAHEJA
Partner
MRN: 513861

(Rs. In Lacs)

Sr. No.	Particulars	Year Ended 30/09/2024	Year Ended 31/03/2024
		Unaudited	Audited
A	EQUITY AND LIABILITIES		
	(1) Shareholders' funds		
	(a) Share Capital	742.85	300.00
	(b) Reserves and Surplus	53 068.71	6 880.43
	Sub-Total - Shareholders' funds	53 811.56	7 180.43
	(2) Share application money, pending allotment	-	-
	(3) Non-current Liabilities	-	-
	(a) Long-term borrowings	900.40	17 787.41
	(b) Deferred Tax Liabilities	10.58	10.09
	(c) Other Long Term Liabilities	4.54	149.12
	(4) Current Liabilities		
	(a) Short-term borrowings	-	-
	(a) Trade Payables		
	Total outstanding dues of Micro Enterprise & Small Enterprise	-	-
	Total Outstanding dues of creditors other than micro enterprise & small enterprise	2 153.55	1 425.90
	(c) Other current liabilities	221.97	29.84
	(d) Short-term provisions	374.92	59.09
	Sub-Total - Current Liabilities	3 665.96	19 461.45
	Total - Equity and Liabilities	57 477.52	26 641.88
B	ASSETS		
	(1) Non-current Assets		
	(a) Fixed Assets		
	(i) Tangible Asset	1 037.40	964.32
	(ii) Intangible Asset	-	-
	(iii) Capital Work In Progress		
	(iv) Intangible Asset under Development		
	(b) Non-current investments	7 582.78	-
	(c) Deferred Tax Assets (Net)		-
	(d) Long-term loans and advances		-
	(e) Other non-current assets	2 056.81	31.17
	Sub-Total - Non Current Assets	10 676.99	995.49
	(2) Current Assets		
	(a) Inventories	421.43	419.21
	(b) Trade Receivables	3 736.46	2 150.64
	(c) Cash and bank balances	1 553.52	466.15
	(d) Short term loans and advances	41 088.77	22 195.77
	(e) Other current assets	0.35	414.62
	Sub-Total - Current Assets	46 800.53	25 646.39
	Total - Assets	57 477.52	26 641.88

For RAHEJA & CO.
Chartered Accountants
CA. JATIN RAHEJA
Partner
MRN: 513861

Place: Haryana
Date: 11-11-2024

FOR SAR TELEVENTURE LIMITED
For SAR TELEVENTURE LIMITED

Pankaj Nagpal
Director/ADDITIONAL DIRECTOR
(DIN : 08469672)

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: #346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: L45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2024

(Amount in Lakhs)

Particulars	Figures end as at 30/09/2024	Figures as at the end of 31/03/2024
A. Cash flow from Operating Activities		
Net Profit before tax as per statement of profit & loss	1 599.01	1 606.60
Add/ (less): Adjustment for non- cash/ other items		
Provision for Tax	45.32	32.88
Depreciation	121.67	137.08
Finance cost	0.64	22.40
Prior Period Adjustments	32.88	5.23
Operating profit before working capital changes	1 799.52	1 804.20
Adjustment for working capital		
(Increase)/ decrease in other non- current assets	(3 243.67)	(27.85)
(Increase)/ decrease in trade receivables	(1 585.82)	28.10
(Increase)/ decrease in other current assets	414.27	-
(Increase)/ decrease in short term loans & advances	(18 892.99)	(21 353.63)
(Increase)/ decrease in INVENTORY	(2.22)	-
Increase/(decrease) in trade payables	727.66	(74.99)
Increase/(decrease) in other current liabilities	109.34	(75.89)
Increase/(decrease) in short term provision	306.50	(43.76)
Cash generated from operations	(20 367.42)	(19 743.84)
Direct taxes paid	(45.32)	(32.88)
Net Cash flow from Operating Activities (A)	(20 412.74)	(19 776.72)
B. Cash flow from Investing Activities		
Sale/ (Purchase) of Property, Plant & Equipment	(194.74)	(262.11)
Sale/ (Purchase) of Investment	(7 500.00)	10.79
Net Cash flow from Investing Activities (B)	(7 694.74)	-251.32
C. Cash flow from Financing Activities		
Net proceeds from issue of share capital	442.85	234.71
Net proceeds from short term borrowings	-	-
Net proceeds from long term borrowings	(16 887.00)	17 345.18
Net proceeds from other long term liabilities	(144.57)	(245.48)
Securities Premium	46 188.28	4 193.93
Interest Paid	-	(22.40)
Net Cash flow from Financing Activities (C)	29 599.55	21 505.93
Net cash flow during the year (A + B + C)	1 492.07	3.49
Add: Opening cash and cash equivalents	61.43	57.94
Closing cash and cash equivalents	1 553.50	61.43
Components of cash and cash equivalents		
Cash in hand	16.64	10.46
Deposit with banks in current accounts	1 536.86	50.97
Total cash and cash equivalents (Note 14)	1 553.50	61.43

For M/s RAHEJA & CO.
Chartered Accountants
CA. JATIN RAHEJA
Partner
MRN: 513861

For and on behalf of the Board of Directors of
SAR TELEVENTURE LIMITED

Director/ Auth. Signa
Pankaj Nagpal
Director
DIN:- 08469672



CIN: L45202HR2019PLC080514

SAR TELEVENTURE LIMITED

Formerly Known as Sar Televenture Pvt. Ltd.

Reg Off.: Plot No. 346 A, 2nd Floor, Udyog Vihar,

Phase-4, Gurugram-122016 Haryana

Contact: +91-8587050050

Email id: info@sartelevventure.com

Date: 14th November 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: NSE: SARTELE

Re: ISIN: INEOPUC01020

Sub: Monitoring Agency Report for the quarter ended on September 30, 2024 in relation to the Composite issue ("FPO & Right Issue").

Dear Sir/Madam,

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we are enclosing herewith Monitoring Agency Report issued by Infomerics Valuation and Rating Private Limited, Monitoring Agency, for the quarter ended on September 30, 2024 in respect of utilization of proceeds of the Composite issue ("FPO & Right Issue") of the Company.

The same will be hosted on the website of the Company at www.sartelevventure.com

Kindly take the same on record.

Yours faithfully,

For SAR Televenture Limited

VANDANA Digitally signed by
KAUSHIK VANDANA KAUSHIK
Date: 2024.11.14
23:35:33 +05'30'

Vandana Kaushik
Company Secretary & Compliance Officer
M.No – A31054

Monitoring Agency Report for SAR Televenture Limited for the quarter ended September 30, 2024

Monitoring Agency Report

Nov 14, 2024

To SAR Televenture Limited

B-16, First Floor

Sector -2

Noida – 201301

Uttar Pradesh

Dear Sir,

Monitoring Agency Report for the quarter ended Sep 30, 2024 - in relation to the Composite issue (“FPO & Right Issue”) of SAR Televenture Limited (“The Company”)

We write in our capacity of Monitoring Agency for the composite Issue for the amount aggregating to Rs.450.00 crore of the Company and refer to our duties cast under 82 of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended Sep 30, 2024 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated July 01, 2024.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of Infomerics Valuation and Rating Private Limited

OM PARKASH JAIN
Digitally signed by OM PARKASH JAIN
Date: 2024.11.14 22:48:02 +05'30'

Om Parkash Jain

(Director - Ratings)

Opjain@infomerics.com

Report of the Monitoring Agency

Name of the Issuer: SAR Televenture Limited

For quarter ended: Sep 30, 2024

Name of the Monitoring Agency: Infomerics Valuation and Rating Private Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Nil

Indicate range of percentage deviation from the amount of issue proceeds earmarked for objects. For example, up to 10%, 10 – 25%, 25-50%, 50-75%, 75-100%, not ascertainable etc.

* Range of Deviation may be computed by taking weighted average of financial deviation of each object in the ratio of issue proceeds allocated for it. Non-financial deviation may be indicated separately by way of notes.

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses.

We declare that we do not have any direct / indirect interest in or relationship with the issuer/promoters/directors/management and also confirm that we do not perceive any conflict of interest in such relationship / interest while monitoring and reporting the utilization of issue proceeds by the issuer.

We further declare that this report provides true and fair view of the utilization of issue proceeds.

OM
PARKASH
H JAIN

Digitally signed
by OM PARKASH
JAIN
Date: 2024.11.14
22:46:47 +05'30'

Signature:

Name of the Authorized Person/Signing Authority:

Designation of Authorized person/Signing Authority:

Seal of the Monitoring Agency:

Date: Nov 14, 2024

Om Parkash Jain

Director - Ratings

1) Issuer Details:

Name of the issuer: SAR Televenture Limited

Names of the promoters of the issuer: M. G Metalloy Private Limited

Industry/sector to which it belongs: SAR Televenture Limited, is engaged in providing telecommunication solutions to telecom network operators for telecom industry in India

2) Issue Details: Composite Issue (Further Public Offer cum Rights Issue)

Further Public Offer Period

Issue Period: July 22, 2024 – July 24, 2024

Type of issue (public/rights): Public

Type of specified securities: Equity share

Right Issue Period

Issue Period: July 16, 2024 – July 22, 2024

Type of issue (public/rights): Right

Type of specified securities: Equity share

Grading:NA

Issue size (Rs in Crores): Rs. 450.00.00 crores (Note No. 1)

Note 1

The Offer comprising of a further public offer of upto 71,42,500 Equity Shares of ₹2 each, aggregating to ₹150.00 Crore (“Further Public Offer”) and rights issue of 1,50,00,000 Equity Shares of ₹2 each, aggregating to ₹ 300.00 Crore (“Rights Issue”) (the Rights Issue and Further Public Offer together forming the “Composite Issue” by SAR Televenture Limited (the “Company”).

Particulars	Remarks
Total shares issued and subscribed as part of Composite issue	2,71,42,500
Total subscriptions towards composite issue (in Rs. Crore)	450.00*
Details of expenses incurred related to issue (in Rs. Crore)	34.90**
Net Proceeds of composite issue (Rs. Crore)	415.10

*Amount received in monitoring account was ₹224.13 crore. The shortfall of Rs. ₹ 225.87 crore was due to conversion of unsecured loan from the promoter by way of loan agreement dated January 22, 2024. The terms of the said Loan Agreement, inter alia, provide for adjustment of said unsecured loan against application money payable by M.G. Metalloy Private Limited for the issue and allotment of Rights Equity Shares by the Company to M.G. Metalloy Private Limited towards its subscription (in part or full, as the case may be) or subscription to additional Rights Equity Shares (as the case may be) in the Rights Issue and consequently, no fresh proceeds would be received by our Company to that extent.

*As per the letter of offer, the estimated issue related expenses were Rs. 31.81 crores out of which company has incurred Rs. 34.90 crores till quarter September 2024 any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purpose.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of Board of Directors
Whether all the utilization is as per disclosure in Offer Document?	Yes	Bank Statement, CA Certificate, Offer Document, and Invoices	Net proceeds received from composite issue is utilized towards respective objective.	No Comments Required
Whether Shareholder approval is obtained in case of material deviations from expenditures disclosed in Offer Document?	Not Applicable	-	No Material Deviation^	No Comments Required
Whether means of finance for disclosed objects of the Issue has changed?	No	Not applicable	Not applicable	No Comments Required
Any major deviation observed over the earlier monitoring agency reports?	No	Not applicable	No Deviation**	No Comments Required
Whether all Government / Statutory approvals related to the object(s) obtained?	Yes	Listing approval from BSE & NSE	No Comments	No Comments Required

Whether all arrangements pertaining to technical assistance/collaboration in operation?	Not Applicable	Not applicable	Not Applicable	No Comments Required
Any favourable events improving object(s) viability	No	Not applicable	Nil	No Comments Required
Any unfavourable events affecting object(s) viability	No	Not applicable	Nil	No Comments Required
Any other relevant information that may materially affect the decision making of the investors	No	Not applicable	Nil	No Comments Required

* The above details are verified by Raheja & Co. Chartered Accountants (Membership Number: 513861) vide its CA certificate dated Nov 08, 2024.

**Auditor's remark: No deviations from expenditure disclosed in the Offer document.

^ Material Deviation would mean

a) deviation in the objects or purposes for which the funds have been raised

b) deviation in the amount of funds actually utilised by more than 10% of the amount projected in the offer document

During Q2FY25, SAR Televenture Limited transferred the issue proceeds from its Monitoring account to its Current account to execute some of the transactions in line with the objectives. SAR Televenture Limited has provided bank statements, along with necessary supporting documents and CA Certificate to Monitoring agency, to track the spending.

4) Details of object(s) to be monitored:

(i) Cost of object(s)-

Sl. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of Monitoring Agency	Comments of Board of Directors		
						Reason of cost revision	Proposed financing option	Particulars of firm arrangements made
1	Funding setting up of Fiber-to-the-Home (FTTH) network solutions for 3,00,000 Home Passes	CA Certificate, Letter of offer, Third Part Confirmation, bank statement	273.00	273.00	The gross proceeds have been utilised in accordance with the objects of the issue.			
2	Funding setting up of an additional 1000 number of 4G/5G telecom towers	CA Certificate, Letter of offer, Third Part Confirmation, bank statement	42.50	42.50		Nil	Nil	Nil
3	Funding incremental working capital requirement of our Company	CA Certificate, Letter of offer	30.00	30.00			Nil	Nil

4	General Corporate Expenses	CA Certificate, Letter of offer, Bank statement	72.68	69.60*			Nil	Nil
5	Issue Related Expense	CA Certificate, Letter of offer, bank statement, Invoices	31.82	34.90				
	TOTAL		450.00	450.00				

* Any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards General corporate purpose

(ii) Progress in the object(s)-

(Give Item by Item Description for all the Objects Stated in Offer Document separately in the following format)

Sl. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount raised till Sep 30, 2024 (Rs. crore)	Amount utilized			Unutilised amount in Rs. crore	Comments of Monitoring Agency	Comments of Board of Directors	
					As at Beginning of the quarter	During the quarter	At the end of the quarter			Reason of idle funds	Proposed Course of Action
1	Funding setting up of Fiber-to-the-Home (FTTH) network solutions for	Offer Document, Bank Statement, CA Certificate Third Party Confirmation,	273.00	273.00	-	270.36	270.36	2.64	The company has made advance payment to the vendor.	No Comments Required	-

	3,00,000 Home Passes										
2	Funding setting up of an additional 1000 number of 4G/5G telecom towers	Offer Document, Bank Statement, CA Certificate, invoices	42.50	42.50	-	36.16	36.16	6.34	The company has made advance payment to the vendor.	No Comments Required	-
3	Funding incremental working capital requirement of our Company	Offer Document, Bank Statement, CA Certificate, invoices	30.00	30.00	-	-	-	30.00	The company has not utilised the amount towards this object.		
4	General corporate purpose	Offer Document, Bank Statement, CA Certificate.	69.60	69.60	-	28.80	28.80	40.80	The company has utilised the amount towards the repayment of loan to	No Comments Required	-

									the Promoter.		
5	Issue Related Expense	Offer Document, Bank Statement, CA Certificate, Invoices	34.90	34.90	-	34.90	34.90	Nil	Refer Note		
TOTAL			450.00	450.00	-	370.22	370.22	79.78			

* any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards General Corporate Purpose.

* The above details are verified by Raheja & Co. Chartered Accountants (Membership Number: 513861) vide its CA certificate dated Nov 08, 2024.

***Brief description of Object(s):**

S.no	Name of the object(s)	Brief description of the object(s)
1	Funding setting up of Fiber-to-the-Home (FTTH) network solutions for 3,00,000 Home Passes	The Company is proposing to provide Fiber-to-the-Home (FTTH) network solutions. FTTH is a technology used to deliver communication signal over optical fiber from the operator's switching equipment to a home or business thereby replacing existing copper cables. FTTH technology connects to the home directly through fiber optic cables, which allows a substantial improvement in the amount of bandwidth offered to customers. The Company has estimated an amount of ₹ 273.00 Crore to fund the setting up of Fiber-to-the-Home (FTTH) network solutions for projected 3,00,000 Home Passes.
2	Funding setting up of an additional 1000 number of 4G/5G telecom towers	The Company has capability to construct 4G/5G towers which are onward leased to telecom service providers. The Company is registered with DoT and having IP1 license with permission to lease out own build sites i.e. GBT/RTT/Pole sites and ODSC. The Company has already installed 108, 140 and 40 number of towers in Fiscal 2022, 2023 and 2024 respectively, which are leased onward to telecom service providers. The Company has entered into term sheets with certain telecom service provider companies for the same.
3	Funding incremental working capital requirement of our Company	The business requires significant amount of working capital, and they fund the working capital requirements in the ordinary course of business from internal accruals, financing from banks and financial institutions and unsecured loans. Accordingly, they propose to utilise the Net Proceeds in order to meet such working capital requirements. The deployment of net proceeds shall be over the course of Fiscal 2025, in accordance with the working capital requirements of our Company.

4	General corporate purpose	The general corporate purposes for which our Company proposes to utilise the Net Proceeds include strategic initiatives, business development initiatives, funding growth opportunities, capital expenditure, including towards expansion/ development/ refurbishment/ renovation of our assets; working capital requirements, branding and marketing initiatives, meeting exigencies and expenses incurred by our Company in the ordinary course of business, as may be applicable. The quantum of utilisation of funds towards any of the above purposes will be determined by the Board and management, based on the amount actually available under this head and the business requirements of the Company, from time to time.
5	Issue Related Expense	The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees

(iii) Deployment of unutilized IPO proceeds-

Sl. no.	Type of instrument where amount invested*	Amount invested (in Crores)	Maturity date	Earnings	Return on Investment (ROI %)	Market Value as at the end of quarter**
1	ICICI bank Fixed Deposit	25.00	July 31, 2025	1.90	7.40%	26.90

2	HDFC Money Market direct - Growth	7.50	-	-	-	7.58
3	ICICI Pru Money Market Direct - Growth	7.50	-	-	-	7.58
4	Kotak saving Direct - Growth	7.50	-	-	-	7.58
5	Nippon India Liquid Direct - Growth	15.00	-	-	-	15.15
6	SBI Magnum ultra Short duration direct - Growth	5.00	-	-	-	5.05
7	Tata Money market Direct - Growth	7.50	-	-	-	7.58
8	ICICI Bank Right Issue account - 003105044192	2.67	-	-	-	2.67

9	ICICI Bank FPO Account - 003105044187	2.11	-	-	-	2.11
	TOTAL	79.78				

Comments: As per ICDR guidelines the net issue proceeds pending utilization (for the stated objects) shall be deposited only in the scheduled commercial banks. However, the company has parked the part of unutilised interim proceeds in Debt mutual funds amounting to Rs. 50.00 crores.

Board Comments : The unutilised portion of the funds have been parked in Debt Funds maintained by Scheduled Commercial Banks.

(iv) Delay in implementation of the object(s)-

Object(s) Name	Completion Date		Delay (No. of days/ months)	Comments of Board of Directors	
	As per Offer Document	Actual *		Reason of delay	Proposed Course of Action

Funding setting up of Fiber-to-the-Home (FTTH) network solutions for 3,00,000 Home Passes	FY2024-2025	Ongoing	Nil	No Comments	No Comments
Funding setting up of an additional 1000 number of 4G/5G telecom towers	FY2024-2025	Ongoing	Nil	No Comments	No Comments
Funding incremental working capital requirement of our Company	FY2024-2025	Ongoing	Nil	No Comments	No Comments
General corporate purpose	FY2024-2025	Ongoing	Nil	No Comments	No Comments
Issue Related Expense	FY2024-2025	Q2FY25	Nil	No Comments	No Comments

5) Details of utilisation of Proceeds stated as General Corporate Purpose (GCP) amount in the offer document :

S.No	Item Head	Amount in Rs. Crore	Source of Information/Certifications Considered by the Monitoring agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Re-payment of Debt	28.80	Bank Statement, CA Certificate*	The Gross proceeds have been utilised in accordance with the objects of the issue.	None

* The above details are verified by Raheja & Co. Chartered Accountants (Membership Number: 513861) vide its CA certificate dated Nov 08, 2024.

DISCLAIMERS:

- This Report is prepared by Infomerics Valuation and Rating Private Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors/independent chartered accountant appointed by the Issuer believed by it to be accurate and reliable.
- Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors, lawyers, chartered engineers or other experts, and relies on in its reports
- The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.
- The MA report is intended for the jurisdiction of India only. This report does not constitute an offer of services. Without limiting the generality of the foregoing, nothing in the report is to be construed as MA providing or intending to provide any services in jurisdictions outside India, where it does not have the necessary licenses and/or registration to carry out its business activities referred to above.
- Access or use of this report does not create a client relationship between MA and the user.
- MA is not aware that any user intends to rely on the report or of the manner in which a user intends to use the report. In preparing this report, MA has not taken into consideration the objectives or particular needs of any particular user.
- It is made abundantly clear that the report is not intended to and does not constitute an investment advice. The report is not an offer to sell or an offer to purchase or subscribe for

any investment in any securities, instruments, facilities or solicitation of any kind to enter into any deal or transaction with the entity to which the report pertains.

➤ The report comprises professional opinion of MA as of the date they are expressed, based on the information received from the issuer and other sources considered reliable by MA. Any opinions expressed here are in good faith, are subject to change without notice, and are only current as of the stated date of their issue. The report does not constitute statements of fact or recommendations to purchase, hold or sell any securities/instruments or to make any investment decisions.

➤ Neither MA nor its affiliates, third-party providers, as well as their directors, officers, shareholders, employees or agents guarantee the accuracy, completeness or adequacy of the report, and shall not have any liability for any errors, omissions or interruptions therein, regardless of the cause, or for the results obtained from the use of any part of the report. MA and each aforesaid party disclaims any and all express or implied warranties, including but not limited to any warranties of merchantability, suitability or fitness for a particular purpose or use or use. In no event shall MA or any aforesaid party be liable to any user for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including, without limitation, lost income or lost profits and opportunity costs) in connection with any use of any part of the report even if advised of the possibility of such damages.

➤ MA has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with the preparation of this report. MA has in place a code of conduct and policies for managing conflict of interest.

➤ Unless required under any applicable law, this report should not be reproduced or redistributed to any other person or in any form without prior written consent from MA.

➤ By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.