



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@sarteventure.com

August 10, 2024

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

Re: ISIN: INE0PUC01020

Dear Sir/Madam,

Sub: Notice of 05th Annual General Meeting of SAR Televenture Limited

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith a copy of Notice of 05th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 03rd September 2024 at 04:00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means ("OAVM").

You are requested to take the above information on records.

Thanking You
Yours Faithfully

For SAR Televenture Limited
(Formerly Known as SAR Televenture Private Limited)

ABHISH EK JAIN
Digitally signed
by ABHISHEK JAIN
Date: 2024.08.10
16:05:25 +05'30'

Abhishek Jain

Company Secretary & Compliance Officer
Mem No. F11940

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting ("AGM") of members of SAR TELEVENTURE LIMITED (formerly known as SAR Televenture Private Limited) ("the company") will be held on Tuesday, September 3, 2024 at 04.00 p.m. through Video Conferencing (VC) / Other Audio- Visual Means ("OAVM") to transact the following business:

The proceedings of the 5th Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at P. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurgaon, Gurugram, Haryana, India, 122016 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon:
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon:
3. To consider appointment of Mr. Chandra Prakash Srivastava, who retires by rotation and being eligible, offers himself for re-appointment as a Director
4. Re appointment of Statutory Auditors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Raheja & Co., Chartered Accountants, having Firm Registration No. 022859N be and are hereby reappointed as the Statutory Auditors of the Company for a term of five years, from the conclusion of this 5th Annual General Meeting till the conclusion of the 10th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts, deed and things as may be necessary, to give effect to this resolution.

SPECIAL BUSINESS:

5. To appoint Mr. Pankaj Kumar Nagpal as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of Articles of Association of the Company,), Mr. Pankaj Kumar Nagpal (DIN: 08469672), appointed as an Additional Director, designated as Whole Time Director by the Board of Directors, at its Meeting held on 7th August, 2024, based on the recommendation of the Nomination & Remuneration Committee and who holds office as such, up to the next General Meeting and in respect of whom, the Company has received a Notice in writing under Sec. 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as Whole Time Director of the Company for a period of 5 (five) years effective from 7th August, 2024 at a remuneration and upon such terms and conditions as stated below and the period of his office shall be liable to retire by rotation.

1. Period: From August 7, 2024 to August 6, 2029
2. Remuneration : In consideration of the performance of his duties to the Company, Mr. Pankaj Kumar Nagpal shall be entitled to the following remuneration subject to applicable taxes
3. Salary and perquisites : Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;
4. Reimbursement of expenses: The Company will reimburse all expenses done by Mr. Pankaj Kumar Nagpal on behalf of the company such as accommodation and travelling expenses,

payments made on behalf of the company, reasonably and properly incurred and documented.

5. Overall Remuneration: The aggregate of the remuneration payable to Whole Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.
6. Minimum Remuneration: In event of the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole Time Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.
7. Confidentiality: All information acquired during the tenure of appointment is confidential to the Company and should not be disclosed either during the appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.
8. Intellectual Property: If any new or advanced method of improving designs/ processes/ formulae/ systems, etc. in relation to the business/ operations of the Company is conceived by him, such developments will be fully communicated to the Company and will be, and remain, the sole right/ property of the Company.
9. Responsibilities & Duties: His work in the Company will be subject to the rules and regulations of the organization as laid down in relation to conduct, discipline and other matters. He will always be alive to responsibilities and duties attached to his office in accordance with the Companies Act, 2013 and conduct accordingly. He must effectively perform to ensure results.
10. Termination of employment : Upon termination of employment, he will immediately hand over to the Company all correspondence, specifications, formulae, books, documents, market data, cost data, drawings, affects or records belonging to the Company or relating to its business and shall not retain or make copies of these items. Upon termination of employment, he will also return all Company property, which may be in his possession.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or increase from time to time the terms of appointment and remuneration of Whole Time Director from time to time to the extent the Board of Directors may deem appropriate. provided that such alteration variation or increase, as the case may be, shall not exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including an) statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, returns, forms and writings as may be necessary and incidental to give effect to the aforesaid resolution.”

6. To appoint Mr. Vikas Tandon, CFO as Non-executive director cum CFO and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Vikas Tandon (DIN : 08001501), who was appointed as an Additional Director of the Company with effect from August 7, 2024 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company cum CFO, liable to retire by rotation and shall be entitled to remuneration of Rs. 1,50,000/- per month.”

“RESOLVED Further That the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

7. Increase in Authorized Share Capital and Consequent Alteration in the Capital Clause of Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force if any, the consent of the Members of the Company be and is hereby accorded for the increase in existing Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore Only) to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) by creation of 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby and replaced with the following Clause V:

“V. “The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two Only)”.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

8. Approval for increasing the borrowing limit under section 180(1)(c) of the Companies Act 2013

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT in supersession of resolution passed earlier on the subject matter and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of INR 2000 Crores (Indian Rupees Two Thousand Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

9. Approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT in supersession of resolution passed earlier on the subject matter and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded, to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body Corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate up to an aggregate amount not exceeding INR 2000 Crores (Indian Rupees Two Thousand Crores only) notwithstanding that the aggregate of the loans or guarantees or securities so far

given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

10. To approve the payment of managerial remuneration in excess of the limits prescribed under the act.

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

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to recommendation of Nomination and Remuneration Committee and board, approval of the members of the Company be and is hereby accorded to pay the managerial remuneration to the following directors till their term of appointment in respect of any financial year which may exceed the limit given in Section 197 (in case of profit) or Schedule V (in case of no profit or inadequate profit) of the Companies Act, 2013 or any such amendment thereto, but subject to maximum remuneration payable are as under:

Name & Designation	Maximum remuneration payable for any financial year
Mr. Rahul Sahdev, Chairman and Managing Director	₹ 1,50,000/- p.m. or any such revision made from time to time by the Board/Members

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in this resolution, be paid as minimum remuneration to the above mentioned directors even if it exceeds the various stipulated limits prescribed in the various provisions of the Companies Act, 2013 or the rules related thereto during any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.

11. Issue of warrants, convertible into equity shares to person(s) belonging to promoter category and to person(s) belonging to non-promoter category on preferential basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s),

permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 71,40,000 (Seventy One Lakhs Forty Thousand Only) Convertible Warrants ("**Warrants**") of Rs. 2/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one equity share of face value of Rs. 2/- (Rupees Two only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice at a price of Rs. 242/- (Rupees Two Hundred Forty Two Only) (including premium of Rs. 240/- each) (**hereinafter referred to as the "Warrant Issue Price"**) or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group and Non-Promoters entities (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the "Proposed Allottees" as detailed herein below:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
A	Promoters Group	
1	Mr. Sanidhya Garg	53,00,000
Total (A)		53,00,000
B	Public – Individuals/HUF/LLP/Body Corporate	
2	Mr. Rahul Sachdev	4,00,000
3	Ms. Anoushka Anand	14,40,000
Total (B)		18,40,000
Grand Total (A+B)		71,40,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The "**Relevant Date**" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is **Friday, 2nd August, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Tuesday, 3rd September, 2024**.

b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into equity shares would be 75% of the total consideration.

c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The equity shares allotted on conversion of the warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares and perform all such

actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.

g) In case the Warrant holder does not apply for the conversion of the outstanding warrants into equity shares of the company within 18 (eighteen) months from the date of allotment of the said warrants, then the amount paid on each of the said outstanding warrants shall be forfeited and all the rights attached to the said warrants shall lapse automatically.

h) The said warrants by itself, until exercise of conversion option into equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the company.

i) The warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

j) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.

m) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the relevant stock exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said warrants and that equity shares shall be subject to the provisions of the Articles of Association of the company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing equity shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the warrants and/ or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

12. To approve the Issuance of Equity Shares on Preferential Basis

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 99,65,000 (Ninety Nine Lakhs Sixty Five Thousand Only) equity shares of the Company of the face value of Rs. 2/- (Rupees Two Only) each (“Equity Shares”) at a price of Rs. 242/- (Rupees Two Hundred Forty Two Only), which includes a premium of Rs. 240/- (Rupees Two Hundred Forty Only) per equity share (hereinafter referred to as the “Issue Price”) or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board for consideration other than cash, to the following “Proposed Allottee” as detailed herein below:

Sr. No.	Name of Proposed Allottee	Category	Maximum Number of Equity shares proposed to be allotted	Consideration
1	India Inflection Opportunity Fund	Non-Promoter	2490000	Consideration other than Cash
2	Vishdaksh Trades (OPC) Private Limited	Non-Promoter	4186000	Consideration other than Cash
3	Opulant Commodities (OPC) Private Limited	Non-Promoter	3289000	Consideration other than Cash
	Total		9965000	

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares is **Friday, 2nd August, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Tuesday, 3rd September, 2024**.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) Allotment of Shares shall only be made in dematerialized form.
- (ii) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.

- (iii) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, split of share or other reorganization of capital structure of the Company, as the case may be, the number of equity shares proposed to be allotted shall be reasonably adjusted and in case of sub-division or consolidation of shares, the number of shares and the issue price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of abovementioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of Any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors of
SAR Televenture Limited
(Formerly known as SAR Televenture Pvt Ltd)

Sd/-

(Abhishek Jain)
Company Secretary & Compliance Officer
Membership No.: F11940

Date: 7th August,, 2024

Place: Noida

CIN: L45202HR2019PLC080514

**Regd office: Plot No. 346 A, 2nd Floor, Udyog Vihar,
Phase-4, Gurugram-122016 Haryana**

Phone: +91-8587050050

E-mail: info@sartelevventure.com

Website: www.sartelevventure.com

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated 25th September 2023 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as '**Circulars**') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this AGM Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of M/s LinkIntime India Private Limited., a SEBI registered Registrar and TransferAgent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday 02nd August, 2024. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Tuesday 27th August, 2024 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
4. In compliance with the aforesaid circulars the Notice of the AGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this AGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at info@sartelevventure.com or to the RTA at enotices@linkintime.co.in.
 - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
6. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	31st August, 2024 at 9:00 A.M. IST
End of remote e-voting	02nd September, 2024 at 5:00 P.M. IST
7. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
8. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
SAR Televenture Limited	www.sartelevventure.com
NSE Limited	www.nseindia.com
Agency for providing the Remote e-Voting facility	https://instavote.linkintime.co.in/

- All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Abhishek Jain, Company Secretary & Compliance Officer of the Company at info@sartelevventure.com
- The Board of Directors of the Company has appointed Ms. Loveleen Gupta, Proprietor of (Membership No. FCS 5287 of M/s. L. Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to Mr. Abhishek Jain, Company Secretary & Compliance Officer of the Company at info@sartelevventure.com
- The Scrutinizer shall, immediately after the conclusion of the AGM, count the votes cast through e-Voting at the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e NSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.sartelevventure.com and on the website of NSDL at www.evoting.nsdl.com.
- The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the AGM.

Instructions:

- Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 28th August, 2024 to Tuesday, 03rd September, 2024 (both day inclusive).
- The remote e-voting period begins on 31st August 2024 at 9.00 A.M. and ends on 02nd September 2024 at 5.00 P.M. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27th August 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27th August 2024.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) 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>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► 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).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 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.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) 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).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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".

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

By Order of the Board of Directors of
SAR Televenture Limited
(Formerly known as SAR Televenture Pvt Ltd)

Sd/-

(Abhishek Jain)
Company Secretary & Compliance Officer
Membership No.: F11940

Date: 7th August,, 2024

Place: Noida

CIN: L45202HR2019PLC080514

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

Phone: +91-8587050050

E-mail: info@sartelevventure.com

Website: www.sartelevventure.com

ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on Tuesday day the 03rd September, 2024

Name of Director	Chandra Prakash Srivastava
Date of Birth	22/09/1966
DIN	10209076
Age	57
Date of Appointment	30/06/2023
Qualification & Experience	A Telecom Sourcing & Business Development Veteran, having worked with most of the Telecom Companies in India at the Senior Management level. Have been a part of Telecom Evolution & Revolution in the Country. Post leaving the regular jobs, Chandra Prakash Srivastava has moved into an entrepreneurial role & has been providing the consulting services to various companies associated with Telecom.
Number of shares held in the Company	0
Relationship with other Directors, Manager and other Key Managerial Personnel	NA
Number of Board meeting attended during the financial year 2023-24	17
Directorships held in other Companies (Excluding Private Companies and Foreign companies)	None
Chairman/Member of the Committee of the Board of Directors of the Company	Stakeholders' Relationship Committee Nomination and Remuneration Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 5 to 12

The following statement set out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Pankaj Kumar Nagpal (DIN: 08469672) as an Additional Director of the Company under Section 161(1) of the Act with effect from August 7, 2024. He has also been nominated as the Whole Time Director from that date.

In terms of Section 161(1) of the Act, Mr. Pankaj Kumar Nagpal holds office only up to the date of the forthcoming AGM or the last date on which annual general meeting is to be held whichever is earlier and is eligible for appointment as a Director. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pankaj Kumar Nagpal for the office of Whole Time Director of the Company. The Board has also appointed Mr. Pankaj Kumar Nagpal as the Whole Time Director of the Company for a period of Five years w.e.f. August 7, 2024 subject to approval of the Members. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Pankaj Kumar Nagpal has vast knowledge and varied experience and will be of great value to the Company and has recommended the Resolution at this Item of the Notice relating to his appointment as Whole Time Director of the Company.

Mr. Pankaj Kumar Nagpal is interested in the resolution set out at Item No.5 of the Notice.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

Details of Directors:

Name	Mr. Pankaj Kumar Nagpal
Age	44 years
Qualifications	B.E Electronics & Comm
Experience & Brief profile	• He offers 21 years of enlightened career in Internet depicting effective leadership, managerial, business and technical capabilities in driving benchmark-setting business growth and expansion while managing business operations and risk; optimizing business productivity, profitability (P&L) & performance; leading different business units; team building; organizational restructuring and developing strategic alliances. • Started journey in network & technology profile with Telco's Reliance Infocom, Bharti Airtel, VSNL (Tata Communications) and further apart from technology enhance my CTO profile in other areas like CSD, Billing, Business Development & Operations, Sales & Marketing as the Key Roles of Business Head & COO. • Excels in handling a portfolio of projects with responsibilities including project planning, scheduling, and negotiations with the client for service level agreements, project progress monitoring and delivery as per quality and time norms. • Expert in developing and implementing strategic and operating plans to build a powerful growth culture, focusing on customer acquisition and revenue. • Expert in strategically managing service functions, streamlining the working standards operating system for project rollout, design & development of solutions, and identifying risks/issues that could affect the project and putting in place effective solutions. • Critical thinker applies exemplary analytical and business acumen to develop, conduct, and coordinate high level analyses that facilitates business decision-making; entrepreneurial attitude, driven by a visceral desire to succeed and excel in every endeavor. • Transformational leader, and a people engagement specialist, adept in managing large teams to work in sync with the set parameters & motivating them to achieve business and individual goals
Terms and conditions of re- appointment	Defined in Resolution

Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	NIL
Remuneration proposed to be paid	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
Date of first appointment on the Board	7 th August 2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the financial year 2023-24	NA
Directorships of other Boards as on March 31, 2024	2
Chairmanship of Committees of other Boards as on March 31, 2024	Nil
Listed entities from which the Director has resigned in the past three years	Nil

ITEM NO. 6

The Board of Directors has appointed Mr. Vikas Tandon as Chief Financial Officer (CFO) and Additional- Non Executive Director of the Company w.e.f. 7th August 2024

A brief profile of Mr. Vikas Tandon and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Vikas Tandon is interested in the Ordinary Resolution set out at Item No. 6 with respect to his said appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Details of Directors:

Name	Vikas Tandon
Age	38
Qualifications	Chartered Accountant
Experience & Brief profile	He is a Commerce Graduate from Delhi University and a Chartered Accountant He possesses vast experience in the field of Finance & accounts.
Terms and conditions of re- appointment	He is appointed as Non executive director cum CFO
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	NIL
Remuneration proposed to be paid	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.
Date of first appointment on the Board	7 th August 2024
Shareholding in the Company including shareholding as a beneficial owner as on	NIL

March 31, 2024	
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the financial year 2023-24	NA
Directorships of other Boards as on March 31, 2024	2
Chairmanship of Committees of other Boards as on March 31, 2024	Nil
Listed entities from which the Director has resigned in the past three years	Nil

ITEM NO. 7

The Members may take note that presently the Authorized share capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) Consisting of 5,00,00,000 (Five Crore Only) Equity Shares of Re. 2/- (Rupee Two) each. In view of the proposal to issue further up to maximum of 71,40,000 number of convertible warrants convertible in to 71,40,000 equity shares of face value of Rs 2/- each and 99,65,000 equity share, by way of preferential allotment to the proposed allottee as proposed at Item No. 11 and 12 respectively of this AGM Notice and other business requirements of raising funds from time to time, the company proposes to increase its Authorized Share Capital to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two Only)

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 7 of the AGM Notice.

A Copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. Monday, 2nd September, 2024 except all national holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM 8:

In accordance with the provisions of 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business,

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time,

The Board of Directors of the Company proposes to increase the limits to borrow money from Rs. 500 Crore (Rupees Five Hundred Crores Only) to Rs. 2000 Crores (Rupees Two Thousand Crores). It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends resolution as set out in item No. 6 for approval of the members of the Company by way of passing a Special Resolution.

ITEM NO. 9

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

The shareholders of the company have already approved to provide loans, guarantees and make investments up to a sum of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time, but in view of expansion of the company, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 2000 Crores (Rupees Two Thousand Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends resolution as set out in item No. 9 for approval of the members of the Company by way of passing a Special Resolution.

ITEM NO. 11 & 12:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of warrants convertible in to equity shares ("Warrants") and equity shares to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the convertible warrants and equity shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 7th August, 2024, had approved the issue of convertible warrants and equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 71,40,000 number of convertible warrants at a price of Rs. 242/- (Rupees Two Hundred and Forty Two Only) each and 9965000 number of equity shares for consideration other than cash at an issue price of Rs. 242/-, to the entities belonging to Promoter

Group and Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The amount proposed to be raised by way of issuance of 71,40,000 number of convertible warrants at a price of Rs. 242/- aggregating to Rs. 172,78,80,000/- (Rupees One Hundred Seventy Two Crore Seventy Eight Lakhs and Eighty Thousand Only) in terms of preferential allotment shall be utilized as under:

Sr. No.	Particulars	Amount (Rs. In Crore)	Tentative Time Period under which the amount shall be utilized.
1	To meet working capital requirement of the company and its subsidiaries	87.79	2 Years
2	To infuse funds in subsidiaries	50.00	2 Years
3	Other General Corporate Purposes.	35.00	2 Years
TOTAL		172.79	

Till the time the issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments, if applicable.

Further with respect to issuance of 99,65,000 number of equity shares at an issue price of Rs 242/- aggregating to Rs 241.15 Crore, no consideration shall be received by the issuer company as the same shall be adjusted against purchase consideration with respect to acquisition of 100% stake of M/s Fusionnet Web Services (P) Limited from its respective shareholders and accordingly 99,65,000 number of equity shares are being issued for consideration other than cash.

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this notice authorize the Board to issue up to 71,40,000 number of convertible warrants and 99,65,000 number of equity shares at a price of Rs. 242/- including premium of Rs. 240/- as per the table specified below:

For Convertible Warrants

SR. NO.	NAME OF THE ALLOTEES	CATEGORY	NO. OF CONVERTIBLE WARRANTS PROPOSED TO BE ALLOTTED
1	Mr. Sanidhya Garg	Promoter Group	5300000
2	Mr. Rahul Sachdev	Key Managerial Personnel	400000
3	Ms. Anoushka Anand	Non-Promoter Group	1440000

For Equity Shares

S. NO.	NAME OF THE ALLOTEES	CATEGORY	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED AGAINST PART OF PURCHASE CONSIDERATION OF SHAREHOLDING OF FUSIONNET WEB SERVICES (P) LIMITED
1	India Inflection Opportunity Fund	Non-Promoter Group	2490000

2	Vishdaksh Trades (OPC) Private Limited	Non-Promoter Group	4186000
3	Opulant Commodities (OPC) Private Limited	Non-Promoter Group	3289000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the Warrants is **Friday, 2nd August, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the Price has been arrived

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the company are listed on National Stock Exchange of India Limited ("NSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid convertible warrants and equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date i.e 2nd August, 2024.
- the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date i.e 2nd August, 2024.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide any method for determination of fair value of shares.

Provided Further that in terms of Regulation 166A(1) of SEBI ICDR Regulations, 2018, Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the issue price.

"Stock Exchange" for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date

"Frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and are frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations read with Regulation 166A(1) of SEBI ICDR Regulations, the Issue Price has been computed as Rs. 242/- including premium of Rs. 240/-.

A Certificate regarding arriving at minimum issue price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended, has been taken from Ms. Loveleen Gupta, Practicing Company Secretary (FCS 5287 | CP 4531), proprietor of L. Gupta & Associates, confirming the minimum issue price of Rs. 238.06 for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is also higher than the fair value per share of Rs. 216.04 as recommended by Mr. Sanjeet Kumar Sharma, Independent Registered Valuer, IBBI Registration No. IBBI/RV/02/2020/13091 through valuation report dated 7th August, 2024, in terms of requirement under provision of

Regulation 166A(1) of SEBI ICDR Regulations, 2018. Both report(s) has been made available on the website of the company at www.sarteleventure.com

The allotment of warrants and equity shares are subject to the Investor(s) not having sold any equity shares during the 90 trading days preceding the Relevant Date.

The Company, its Promoters and Directors are not declared as wilful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the warrants and equity shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees*.

*Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

(vi) Amount which the Company intends to raise by way of such convertible warrants and equity shares.

The amount to be raised by way of issuance of 71,40,000 number of convertible warrants at an issue price of Rs 242/- aggregates to Rs 172,78,80,000/- (Rupees One Hundred Seventy Two Crore Seventy Eight Lakhs and Eighty Thousand Only).

Further with respect to issuance of 99,65,000 number of equity shares at an issue price of Rs 242/- aggregating to Rs 241.15 Crore, no consideration shall be received by the issuer company as the same shall be adjusted towards purchase consideration with respect to acquisition of 100% stake of M/s Fusionnet Web Services (P) Limited from its respective shareholders and accordingly 9965000 number of equity shares are being issued for consideration other than cash.

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

The following person(s) belonging to Promoter and Promoter Group and Key Managerial Personnel have shown their intention to subscribe to the proposed issue:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	Mr. Sanidhya Garg	Promoter Group	5300000
2	Mr. Rahul Sachdev	Key Managerial Personnel	400000

Apart from the above, no convertible warrants and equity shares are being proposed for person belonging to Promoter and Promoter Group and Key Managerial Personnel of the Company.

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, the equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of warrants, the allotment of warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of warrants and equity shares on fully diluted basis is given as under.

S.No	Category	Pre -Issue		Post Issue	
		No. of Shares Held	% of shareholding	No. of Shares Held	% of shareholding post Preferential/Full y Diluted Capital#
A	Promoter's holding:				
1	Indian	0	0	5300000	9.77
	Individuals/ HUF	0	0	0	0
	TOTAL	0	0	5300000	9.77
	Bodies Corporate	21233225	57.17	21233225	39.14
	Trust	0	0	0	0
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	21233225	57.17	26533225	48.91
B	Non-Promoters' holding:				
1	Institutional Investors	0	0	0	0
	Mutual Funds	0	0	0	0
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	1175000	3.16	3665000	6.77
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors	2449000	6.60	2449000	4.51
	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Provident Funds/Pension Funds	0	0	0	0
	Any Other (Specify)	0	0	0	0
	Trust	0	0	0	0
2	Central Government/State Government(s)/ President of India	0	0	0	0

3	Non-Institution Investors				
	Directors and their relatives (excluding independent directors and nominee directors)	100000	0.27	500000	0.92
	Relatives of promoters (other than 'immediate relatives of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	7519000	20.24	7519000	13.86
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1940275	5.22	3380275	6.23
	NBFCs Registered with RBI	48000	0.13	48000	0.09
	Employee Trusts	0	0	0	0
	Any Other	0	0	0	0
	Non- Resident Indians	490500	1.32	490500	0.90
	HUF	579000	1.56	579000	1.07
	Bodies Corporate	1446500	3.90	8921500	16.44
	Clearing Member	0	0	0	0
	Trust	97500	0.26	97500	0.18
	Body Corp-Ltd Liability Partnership	64500	0.17	64500	0.12
	Sub Total (B)	15909275	42.83	27714275	51.09
	TOTAL (A+B)	37142500	100.00	54247500	100.00
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	37142500	100.00	54247500	100.00

Notes:

1. # The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of 7140000 warrants to be allotted and allotment of 9965000 equity shares under the present issue.
2. The pre-preferential shareholding pattern is prepared on the basis of 2nd August, 2024.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.

Sr. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre-Issue Shareholding ²		No of Equity Shares to be allotted	No of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue/Fully Diluted Capital Shareholding ³	
				No. of equity shares	% age			No. of equity shares	% age ⁴
A	Promoter Group								
1	Mr. Sanidhya Garg	CQUPG2680N	NA	Nil	NA	Nil	5300000	5300000	9.77
B	Non-Promoter								
2	Mr. Rahul Sachdev	ADZPS6656G	NA	100000	0.27	Nil	400000	500000	0.92
3	Ms. Anoushka Anand	BBPPA5192L	NA	Nil	NA	Nil	1440000	1440000	2.65
4	India Inflection Opportunity Fund (AIF)	AABTI6679Q	NA*	362000	0.97	2490000	Nil	2852000	5.26
5	Vishdaksh Trades (OPC) Private Limited	AAKCV3516F	Ms. Neha	Nil	NA	4186000	Nil	4186000	7.72
6	Opulant Commodities (OPC) Private Limited	AAECO4634K	Mr. Pradeep Narain Srivastava	Nil	NA	3289000	Nil	3289000	6.06

* This is an Alternative Investment Fund Category II is registered with SEBI and there are no natural person, who shall be identified as ultimate beneficial owner of the proposed allottee.

- The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
- Pre issue shareholding is as on 2nd August, 2024.
- Post Preferential Shareholding and percentage has been calculated assuming full conversion of 7140000 warrants to be issued under the said issue and allotment of 9965000 equity shares.
- There shall not be any change in control consequent to the present preferential issue of convertible warrants.

(xii) Lock-in Period

The equity shares to be issued and allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The equity shares 9965000 in number proposed to be allotted by way of consideration other than cash. The issuer company in its meeting of the Board of Directors held on 7th August, 2024 have decided to acquire 100% stake of M/s Fusion Net Web Services Private Limited (FWSPL/FUSION) and accordingly enter in to share purchase agreement for acquisition of entire shareholding of FWSPL from its respective shareholders.

The Board has also decided to adjust purchase consideration with respect to acquisition of entire shareholding of FWSPL from its respective shareholders through combination of cash and allotment of fresh equity shares of M/s SAR Televenture Limited of the same value along with part of cash consideration payable to respective shareholders of M/s Fusion Net Web Services Private Limited (FWSPL).

The details of equity shares to be allotted and cash consideration payable are as under:

Name of Shareholders of Fusion Net Web Services (P) Limited	No of shares held in FUSION (A)	Fair Value Per Share of Fusion (B) (Rs.)	Total Sale Consideration payable C=(A*B)	Fair Value of Shares of SAR Televenture Limited (D)	Number of equity share to be issued to the Sellers against sale consideration E=C/D	Number of shares of SAR to be allotted in lot size of 500 (F)	Cash Consideration Payable (In Rs.) G=(E-F)*D
India Inflection Opportunity Fund	2976	202612.00	602973312.00	242.00	2491625	2490000	393312.00
Vishdaksh Trades (OPC) Private Limited	5000	202612.00	1013060000.00	242.00	4186198	4186000	48000.00
Opulant Commodities (OPC) Private Limited	3929	202612.00	796062548.00	242.00	3289517	3289000	124548.00
Total	11,905		2412095860.00			9965000	565860.00

Brief Business Profile of M/s Fusion Net Web Services Private Limited are as under:

M/s Fusion Net Web Services Pvt. Ltd is a Broadband Service Provider in India. It provides services on FTTx, and Wi-Fi hotspots with affordable rates. It offers FTTH (Fiber to the Home) technology solutions on GPON (Gigabit passive optical network).

Key Revenue drivers include:

- Internet Lease Lines (Service for Business User).
- Broad Band (Service for Home User).
- Bundled with Broadband Service (Hotspot).
- Other Value-added Services like Firewall Solutions, Cloud Services etc.

OTHER KEY HIGHLIGHTS.

1. FWSPL has Retail customer base of 75438 as on July 2024
2. FWSPL has Enterprise base (Leased Line) of 567 count as on March 2024.

3. FWSPL also holds entire shareholding (i.e. 29221 Equity shares) of M/s Parametrique Electronic Solutions Private Limited which an IP-1 License holder from the Department of Telecommunications.
4. Parametrique Electronic Solutions Private Limited (PESPL) provides integrated and innovative network solutions which allow the transmission of the network through the medium of our optic fiber i.e. FTTH.

The Revenue Segment of FWSPL is summarized as under:

FTTH: Under this, the company has base of 160261 home passes which accounts for around 50% of the total revenue.

Sale of Equipment: Under this, the product portfolio includes ONTs, Smart Energy Meter, CCTVs, Boom Barrier, VDPs etc. These are sold to various developers of the various residential products. This segment accounts for 30% of the total revenue.

Maintenance Charges: Under this, PESPL recovers maintenance charges of Intercoms and Smart Energy Meters. The charges are part of FTTH business only as specified in the agreement pertaining to FTTH. This accounts for 25% of the total business.

KEY RATIONALE BEHIND THE TRANSACTION

SARTELE expects to create significant value by leveraging combined capabilities and unlocking synergies.

- The acquisition of FWSPL with their existing and potential business is expected to lead to a larger market share, enhancing competitive positioning and reducing competition for the Company on a consolidated basis especially in Delhi and NCR.
- The acquisition is expected to provide immediate access to its existing customer base, market share, and brand recognition, accelerating market entry and presence without the need for extensive marketing efforts.
- Existing revenue stream and customer contracts of these companies shall provide immediate cash flows for SAR Televenture Limited on Consolidated Basis.

(xiv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
A	Promoter Group		
1	Mr. Sanidhya Garg	Not holding any shares	Promoter Group
B	Non-Promoter Group		
2	Mr. Rahul Sachdev	Non-Promoter (Key Managerial Personnel)	Non-Promoter (Key Managerial Personnel)
3	Ms. Anoushka Anand	Not holding any shares	Non-Promoter
4	India Inflection Opportunity Fund	Non-Promoter	Non-Promoter
5	Vishdaksh Trades (OPC) Private Limited	Not holding any shares	Non-Promoter
6	Opulant Commodities (OPC) Private Limited	Not holding any shares	Non-Promoter

(xv) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The allotment of equity shares and warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** The Company has taken report from Independent Registered Valuer Mr. Subodh Kumar having IBBI Registration No. IBBI/RV/05/2019/11705 dated 7th August, 2024 for allotment of equity shares being made for consideration other than cash.

(xvii) Practicing Company Secretary's Certificate

The Certificate from Ms. Loveleen Gupta , Practicing Company Secretary (FCS 5287| CP 4531), Proprietor of L. Gupta & Associates, Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at <https://www.sarteleventure.com>.

(xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity shares and warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 11 and 12 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

SAR Televenture Limited

Mr. Rahul Sahdev,, Managing Director of the Company is concerned or interested to the extent of his shareholding if any.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

**By Order of the Board of Directors of
SAR Televenture Limited
(Formerly known as SAR Televenture Pvt Ltd)**

**Sd/-
(Abhishek Jain)
Company Secretary & Compliance Officer
Membership No.: F11940**

Date: 7th August,, 2024

Place: Noida

CIN: L45202HR2019PLC080514

**Regd office: Plot No. 346 A, 2nd Floor, Udyog Vihar,
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