



CIN: U45202HR2019PLC080514

SAR TELEVENTURE LIMITED

Formerly Known as Sar Televenture Pvt. Ltd.

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

Contact: +91-8587050050

Email id: info@sartelevventure.com

January 23, 2024

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

Re: ISIN: INE0PUC01020

Dear Sir/Madam,

Sub: Submission of Notice of the Extra Ordinary General Meeting (EGM) scheduled to be held on Thursday, 15th February, 2024 through VC/OAVM.

This is in furtherance to our earlier letters dated 20th January 2024 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of the 05/2023-24 Extra Ordinary General Meeting of the Company, along with Explanatory Statement and e-voting instructions ("EGM Notice"), scheduled to be held on Thursday, 15th February, 2024 at 03:00 p.m (IST), through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance with various Circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The EGM Notice is being sent only by email to all the shareholders of the Company whose names are registered with the Company or Depository Participants and whose names appears in the register of members as on the close of the business hours of Friday, 19th January 2024.

Further, we wish to inform that pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide to its members, the facility to vote on resolutions proposed to be passed at the EGM by electronic means through remote e-voting or through voting at the EGM (Instapoll).

The members whose names are registered with the Company/ Depository Participants and whose names appears in the register of members as on the cut-off date i.e Thursday, 08th February, 2024 shall be entitled to vote on the resolutions proposed to be passed at the EGM.

The EGM Notice along with explanatory statements and e-voting instructions is available on the website of the Company i.e www.sartelevventure.com, as well as on the website of the stock exchanges i.e NSE Limited at www.nseindia.com and on the website of the NSDL, at www.evoting.nsdl.com

We request you to kindly take the same on records.

Thanking You
Yours Faithfully

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

Abhishek Jain
Company Secretary & Compliance Officer
Membership No: F11940

ABHISH EK JAIN
Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:35:28 +05'30'

Website: www.sartelevventure.com

Corporate Office: B-16, First Floor, Sector-2, Noida-201301, UP



CIN: U45202HR2019PLC080514

SAR TELEVENTURE LIMITED

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

NOTICE

Notice is hereby given that (05/2023-24) Extra-Ordinary General Meeting ("EGM") of SAR Televenture Limited (formerly known as SAR Televenture Private Limited) is scheduled to be held on Thursday, 15th February 2024 at 03:00 PM (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses. The venue of the EGM shall be deemed to be the registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

SPECIAL BUSINESS:

ITEM 1: Appointment of Mr. Pulkit Rastogi (DIN: 01350162) as Whole Time Director

To appoint Mr. Pulkit Rastogi as Whole Time Director and in this regard, to consider and if thought fit, to pass the following resolution as a **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. Pulkit Rastogi (DIN: 01350162) appointed as an Additional Director, designated as Whole Time Director by the Board of Directors, at its Meeting held on 20TH January 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 20th January, 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.

- I. **Period:** From January 20, 2024 to January 19, 2029
- II. **Remuneration :** In consideration of the performance of his duties to the Company, Mr. Pulkit Rastogi shall be entitled to the following remuneration subject to applicable taxes
Salary and perquisites : Rs. 50,000/- (Rupees 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;
- III. **Reimbursement of expenses:** The Company will reimburse all expenses done by Mr. Pulkit Rastogi on behalf of the company such as accommodation and travelling expenses, payments made on behalf of the company, reasonably and properly incurred and documented.
- IV. **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.
- V. **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

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:35:47 +05'30'



Website: www.sartelevventure.com

Corporate Office: B-16, First Floor, Sector-2, Noida-201301, UP

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.

- VI. **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.
- VII. **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.
- VIII. **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.
- IX. **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.”

ITEM 2: 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. 5,00,00,000/- (Rupees Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each to 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) by creation of 2,50,00,000 (Two 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

**ABHISH
EK JAIN** Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:36:00 +05'30'



of the Company be and is hereby and replaced with the following Clause V:

"V. "The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 02/- (Rupees Two Only) each".

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."

ITEM 3. Raising of Capital of the Company by way of Issuance of Securities.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Debt Instruments) Regulations, 2019, Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 as amended, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India as amended from time to time, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India (the "RBI"), the Registrar of Companies, the stock exchanges where the securities of the company are listed, the Securities and Exchange Board of India (the "SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and in accordance with the provisions of the Memorandum and Articles of Association of the company and subject to approvals, consents, permissions and sanctions as might be required from various regulatory authorities (including those noted above) and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the shareholders of the Company, be and is hereby accorded to the Board to create, offer, issue and allot (including with the reservation on firm allotment and/or competitive basis of such part of the issue and for such categories of persons as may be permitted by law then applicable) from time to time in one or more tranches, with or without green shoe option, by way of a rights issue to the existing members of the Company (whether resident or non-resident), further public offer ("FPO"), and/or a composite issue (i.e., a public-cum-rights issue) and a combination thereof of equity shares of Rs. 2/- each (the "Equity Shares") or through an issuance of Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN

Date: 2024.01.23
12:36:12 +05'30'



institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, Qualified Institutional Buyers as defined under the ICDR Regulations ("QIBs"), foreign investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), Foreign Corporate Bodies (FCBs)/Companies/Mutual Funds/Pension Funds/Insurance companies/Venture Capital Funds/Banks, to all or any other category of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively the "Investors"), through one or more prospectus and/or letter of offer or circular or placement document or any other issue documents as may be permitted, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary for an amount not exceeding in the aggregate ₹450.00 Crore (Rupees Four Hundred Fifty Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the lead manager and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and condition like number of securities to be issued, face value, number of equity shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law."

"RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

"RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:36:25 +05'30'



Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts as permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant banker, lead manager, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements, including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement, and filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges, including RBI and sign all deeds, documents and writings and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, 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.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members of the Company, the members shall be deemed to have given their approval thereto expressly by the authority of this resolution to the Board or Committee of Directors be and is hereby authorized for and on behalf of the members of the Company:

- a) The offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- b) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue (within the limit approved by the shareholders), as it may deem expedient;
- c) To appoint, enter into and execute all such arrangements, as the case may be, with any lead manager, merchant bankers, managers, market makers, underwriters, bankers, financial institutions, credit rating agency registered with SEBI, solicitors, advisors, guarantors, depositories, registrars, transfer agents, custodians, trustees, lawyers, chartered accountants, company secretaries, consultants, syndicate members and such other intermediaries (“the Agencies”) as may be necessary and to remunerate any of the agencies in any manner including payment of commission, brokerage or fee for their services or otherwise and reimburse expenses that may be incurred by them in relation to their services to the Company.

ABHISH
EK JAIN

Digitally signed
by ABHISHEK
JAIN

Date: 2024.01.23
12:36:41 +05'30'



- d) To seek, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- e) To issue, directly or through any agency duly authorised depository receipt(s)/certificates of shares or other securities to afford a proper title to the holder thereof and to enable such holder to trade in the securities or underlying securities as such person may require to the extent lawfully permitted in India or in any other country where the securities have been issued subject to statutory regulations in India or in any other country and in accordance with the norms and practices prevailing in India or any other country.
- f) To issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking pari passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue of such securities and in the offer document.
- g) To approve offer document, circulars, notice and such other documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager, underwriters, and/ or advisors in accordance with applicable laws, rules, regulations and guidelines and to take decisions to open the issue, decide bid opening and closing date, the issue price, the number of Equity Shares to be allotted and the basis of allotment of Shares, flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount ("ASBA") and payment of balance amount on allotment of Securities as the Board deems fit.
- h) To dispose of the unsubscribed portion of the shares or securities to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/foreign portfolio investors (FPIs)/foreign corporate bodies (FCBs)/companies/mutual funds/pension funds/venture capital funds/banks and/or employees and business associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company.
- i) To retain over subscription up to such percentage as may be permitted by the applicable regulations and by relevant authorities.
- j) To obtain listing of all or any of its new shares/existing shares or other securities in any stock exchange in India subject to such statutory compliances as may be necessary in India and further subject to such conditions as the stock exchanges may require.
- k) To agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient.
- l) To do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, banking and custodian arrangements and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties, doubts that may arise in regard to such offer(s) or issue(s) or allotment(s), as it may, in its, absolute discretion, deem fit and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/offer(s) or allotment(s) or otherwise.
- m) To delegate from time to time, all or any of the powers conferred herein upon the Board or Committee of Directors or the Director/s or any other Officer/s of the Company.
- n) The Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final Prospectus/offer document(s)/Letter of Offer, or offering circular, as the case may be, execution of various

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:36:54 +05'30'



transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT, subject to compliance of all applicable provisions of the Companies Act, 2013, the applicable provisions of the Companies Act, 1956, the FEMA, and the rules, circulars and guidelines issued there under from time to time, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Debt Instruments) Regulations, 2019, Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, as amended, the Consolidated FDI Policy Circular of 2017, as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, from time to time, the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the ICDR Regulations, the regulations, guidelines, circulars issued by the Reserve Bank of India, the Listing Regulations and any other applicable provisions of law if any, the Board, any of the Directors, any member of the duly authorized committee, Managing Director & CEO and Chief Financial Officer are jointly and severally authorised, on behalf of the Company to make necessary applications, letters, filings to any regulatory authority including but not limited to Securities and Exchange Board of India/Stock Exchanges including the Reserve Bank of India, Ministry of Finance, as may be required for the purpose of giving effect to the foregoing."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or, subject to applicable law, any Director(s) or any one or more executives of the Company to give effect to the above resolutions."

ITEM 4: Shifting of Registered office from one State to another State

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

"RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company and subject to the approval of the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs New Delhi, on application (to whom the powers of Central Government are delegated), shifting of the registered office from the state of Haryana (i.e. from the jurisdiction of Registrar of Companies, Delhi & Haryana) to Uttar Pradesh (i.e. to the jurisdiction of Registrar of Companies, Kanpur) be and is hereby approved and clause II of the Memorandum of Association of the company be and is hereby altered by substituting it with the following clause:

II. The Registered office of the company will be situated in the state of Uttar Pradesh

"RESOLVED FURTHER THAT the amended draft copy of the Memorandum of Association as laid before the members and duly initiated by the Chairman for the purpose of identification, be and is hereby adopted."

"RESOLVED FURTHER THAT the board of Directors be and are hereby severally authorized to do all such act(s), deed(s), and things as they may deem necessary towards undertaking the shift in the registered office of the company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to provide a certified true copy of the resolution to any entity be requested to rely upon the authority of the same."

**ABHISH
EK JAIN**

Digitally signed

by ABHISHEK

JAIN

Date: 2024.01.23

12:37:06 +05'30'



Item 5: Appointment of Statutory Auditors to fill Casual Vacancy

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

“RESOLVED THAT pursuant to provisions of Section 139, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any, M/s Raheja & Co., Chartered Accountants (FRN 022859N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Dharit Mehta & Co.

RESOLVED FURTHER THAT M/s Raheja & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from January 20, 2024 until the conclusion of 5th Annual General Meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be determined by the Board in consultation with the Auditors.”

RESOLVED FURTHER THAT the Directors or 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.

Item No.6: 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 500 Crores (Indian Rupees Five Hundred 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.”

Item No. 7. 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 Rs. 500 Crore (Rupees Five Hundred Crores) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far

ABHISH
EK JAIN
Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:37:19 +05'30'



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.”

Item No. 8. To approve transactions under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of resolution passed earlier on the subject matter and pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 500 Crore/- (Rupees Five Hundred Crores only).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

ITEM 9: Approval for Availing Loan(s) Convertible into Equity Shares

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof), on the terms & conditions contained in the financing documents, such terms & conditions to provide, inter alia to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), from the lenders- (promoters, non-promoters both), at the option of the Lenders, the loans or any other financial assistance categorised as loans (hereinafter referred to as the “Financial Assistance”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents , as may be deemed appropriate by

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:37:32 +05'30'



the Board and at a price to be determined at the time of such conversion and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion. The equity shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company.
- (iv) Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- (v) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders, to ensure that the equity shares are listed as required by the Lenders;
- (vi) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/ guidelines, at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ABHISH
EK JAIN** Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:37:45 +05'30'



RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

Item No. 10. Approval for related party transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 & such other Rules as may be applicable to the Company and in terms of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment thereof), the Company’s Related Party Transaction Policy (as amended from time to time) and pursuant to the recommendations and approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for a period of 1 year, with the below mentioned Related Parties of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties are on arm’s length basis and in the ordinary course of business:

Sr. No.	Name and place of the Related Party	Relationship	Nature of transactions	Value per annum (Rs. in crore) for which approval is being sought
1	Salista Network Private Limited	Private company in which a director or his relative is a member or director	(a) Sale and/ or purchase of /materials. (b) Availing or rendering of services.	25
2.	Adacell	private company in which a director or his relative is a member or director;	(a) Sale and/ or purchase of /materials. (b) Availing or rendering of services.	25

ABHISH EK JAIN
Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:37:59 +05'30'



3	MG Metalloy Private Limited	Holding company	Providing loan	300
---	--------------------------------------	--------------------	-------------------	-----

RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s)/ Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

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

**ABHISH
EK JAIN** Digitally signed by
ABHISHEK JAIN
Date: 2024.01.23
12:38:14 +05'30'


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

Date: 23rd January, 2024
Place: Haryana

CIN: U45202HR2019PLC080514
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 Circulars') (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 EGM 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 National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Skyline Financial Services Pvt. Ltd., a SEBI registered Registrar and Transfer Agent (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 19th January, 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., Thursday, 08th February, 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 EGM 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 EGM 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@sarteleventure.com or to the RTA at info@skylinerta.co.
 - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:38:31 +05'30'



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	12th February, 2024 at 9:00 A.M. IST
End of remote e-voting	14th February, 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 EGM.
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.sarteleventure.com
NSE Limited	www.nseindia.com
NSDL agency for providing the Remote e-Voting facility)	www.evoting.nsdl.co

11. 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@sarteleventure.com
12. 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 EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
13. 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 the Scrutinizer at loveleen@lgaindia.com.
14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, 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 EGM, 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.

ABHISH EK JAIN
Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:38:45 +05'30'



15. 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.
16. 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 EGM.

Instructions:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first-come-first-served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, 12th February, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, 14th February, 2024 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, 08th February, 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 Thursday, 08th February, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:38:59 +05'30'



maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Particulars	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

ABHISH EK JAIN
 Digitally signed
 by ABHISHEK
 JAIN
 Date: 2024.01.23
 12:39:13 +05'30'



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 toll free no.: 1800 1020 990 and 1800 22 44 30

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:39:35 +05'30'



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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123672 then user ID is 101456001***

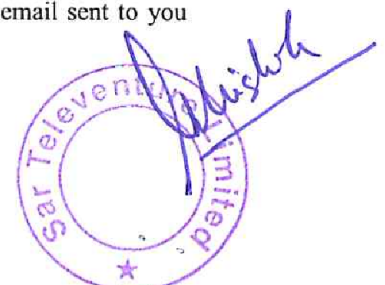
5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN

Date: 2024.01.23
12:39:50 +05'30'



from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveleen@lgaindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at evoting@nsdl.co.in.

**ABHISH
EK JAIN**
Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:40:04 +05'30'



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@sartelevventure.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@sartelevventure.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM 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 system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:40:19 +05'30'



3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at info@sartelevventure.com latest by Tuesday, 13th February, 2024 by 05:00 P.M (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@sartelevventure.com latest by Tuesday, 13th February, 2024. The same will be replied by the company suitably.

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

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN

Date: 2024.01.23
12:40:36 +05'30'

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

Date: 23rd January, 2024
Place: Haryana

CIN: U45202HR2019PLC080514
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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 1**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Pulkit Rastogi (DIN: 01350162) as an Additional Director of the Company under Section 161(1) of the Act with effect from January 20, 2024. He has also been nominated as the Whole Time Director from that date.

In terms of Section 161(1) of the Act, Mr. Pulkit Rastogi 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. Pulkit Rastogi for the office of Whole Time Director of the Company. The Board has also appointed Mr. Pulkit Rastogi as the Whole Time Director of the Company for a period of Five years w.e.f. January 20, 2024 subject to approval of the Members. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Pulkit Rastogi 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. Pulkit Rastogi is interested in the resolution set out at Item No. 1 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. 1 for approval of the members of the Company by way of passing a Special Resolution.

Details of Directors:

Name	Mr. Pulkit Rastogi
Age	38 years
Qualifications	BBA, B.Com
Experience	17
Brief profile	Mr. Pulkit Rastogi, son of Mr. Anoop Rastogi, aged 38 years, resident of B-196, Sector 41, Near Millenium School, Noida-201301, Uttar Pradesh, Tel +91-9811120200, Email id: rastogipulkit@gmail.com is having an experience of more than 17 years in the field of manufacturing industry
Terms and conditions of re-appointment	NA
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	Nil
Remuneration proposed to be paid	Rs. 50,000/- (Rupees Fifty Thousand Only) per month.
Date of first appointment on the Board	20.01.2024
Shareholding in the	Nil

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date:
2024.01.23
12:40:53 +05'30'



Company including shareholding as a beneficial owner as on March 31, 2023	
Relationship with other Directors / Key Managerial Personnel	No relationship amongst Directors
Number of meetings of the Board attended during the financial year 2022-23	Nil
Directorships of other Boards as on March 31, 2023	BASIC INTERNATIONAL PRIVATE LIMITED
Chairmanship of Committees of other Boards as on March 31, 2023	Nil
Listed entities from which the Director has resigned in the past three years	Nil

ITEM NO. 2

To facilitate the fund raising via equity issues (either through direct placement such as Rights Issue, Further Public Offer and/ or on combination thereof and/or a combination thereof by way of a composite issue, being an issuance of securities on public-cum-rights basis as proposed in terms of Item No. [3] of the Notice, it is desirable to increase the authorized capital of the Company.

Hence, Directors propose to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore) divided into of 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13 and 62 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

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. 2 for approval of the members of the Company by way of passing an Ordinary Resolution.

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:41:08 +05'30'



ITEM NO. 3

Pursuant to the relevant Sections of the Companies Act, including without limitation section 62 of the Companies Act 2013, any offer or issue of securities on the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders in a general meeting decide otherwise.

As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. The Company expects to continue its robust growth trajectory in medium to long-term. The availability of adequate capital is one of the key requirements for achieving this feat. Our Company requires additional fund in order to meet requirement towards the expansion of existing business, which may include acquisition(s), as may be considered appropriate, and/ or for such other purposes that shall be disclosed in the offer document to be filed with the Stock Exchange and/or any other regulatory authority(ies). As a proactive move to leverage the available business opportunities and working capital requirement etc., the Company proposes to raise additional capital aggregating up to Rs. 450.00 Crore (Rupees Four Hundred and Fifty Crore only), inclusive of any premium, by way of Further Public Offer amounting up to Rs. 200 Crores (Rupees Two Hundred Crores Only) and/or Right Issue amounting up to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) and/or a combination thereof by way of a composite issue, being an issuance of securities on public-cum-rights basis, through the issuance of Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency. The issue of securities may be consummated in one or more tranches at such mode, at such time or times, at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead manager, merchant bankers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations, each as amended.

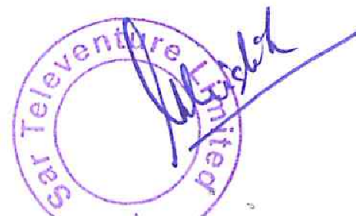
The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

Basis or Justification of Price:

The pricing of securities will depend on the route of raising equity capital, wherever applicable, and it shall be calculated in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures/intimation will be made to the stock exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and other applicable laws. The resolution is proposed to be passed as a special resolution pursuant to Sections 23, 41, 42, 62 and other applicable provisions of the Companies Act, 2013. Section 62(1) (a) of the Companies Act, 2013, provides, *inter-alia*, that where it is proposed to increase the subscribed share capital of the Company by issue and allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date. Such issue is generally known as the rights issue. The Listing Regulations also stipulate that unless the shareholders in a general meeting decide by way of a special resolution, shares cannot be issued except by way of a rights issue. Since, the special resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company,

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:41:23 +05'30'



consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI Listing Regulations. The special resolution under this item seeks the consent of the shareholders to make an issue of securities. The proposal also seeks to confer upon the Board at its absolute discretion to offer, issue and allot Securities or combination thereof in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or to the investors who may or may not be the existing members of the Company or otherwise as the Board in its absolute discretion deem fit.

The Board will fix the detailed terms of the final size of the offering, mode, exact timing, pricing of the issue and other related aspects after careful analysis and in consultation with the merchant/investment bankers, and/or lead manager(s) and/or underwriter(s) and/or advisor(s) and/or such other person(s), keeping in view of the prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory and/or other regulatory authorities.

The proposed offer is in the interests of the Company and the Directors recommend the passing of the Special Resolution, as set forth in Item No. [3] of this Notice for approval by the Members of the Company. The Board of Directors recommends passing of the Special resolution at Item No. [3] of this notice.

The Directors, Key Managerial Personnel or Senior Management of the Company and their respective relatives may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or member.

Save as aforesaid, none of the Directors, Key Managerial Personnel or Senior Management of the Company and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. [3].

ITEM NO. 4

The Board of Directors of your Company is of the opinion that it would be administratively convenient to shift the registered office of the Company from the Gurgaon, Haryana to the Noida, Uttar Pradesh. The proposed shifting of registered office of your Company would also economize on administrative and other costs as also effect better management and control.

As per the provisions of section 13 of the Companies Act, 2013, an alteration in the Memorandum of Association of a Company for shifting the location of its registered office from one state to another is to be approved by the shareholders by way of special resolution and further an application is to be submitted to the Regional Director for seeking its confirmation.

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. 4 for approval of the members of the Company by way of passing a Special Resolution.

ITEM 5:

M/s Dharit Mehta & Co., Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 12.01.2024 citing reasons that due to some personal reasons and certain other pre-occupations. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN

Date: 2024.01.23
12:41:39 +05'30'



The Board of Directors of the Company recommended the appointment of M/s Raheja & Co., Chartered Accountants (Firm Registration No. 022859N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Dharit Mehta & Co.

Accordingly, shareholders' approval by way of ordinary resolution is sought. M/s Raheja & Co., Chartered Accountants (Firm Registration No. 022859N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

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 an Ordinary Resolution.

ITEM 6:

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 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. 150 Crores (Rupees One Hundred and Fifty Crores) to Rs. 500 Crore (Rupees Five Hundred Crores Only) 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. 7

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.

**ABHISH
EK JAIN** Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:41:59 +05'30'



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. 150 Crores (Rupees One Hundred and Fifty Crores Only) 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. 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.

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. 7 for approval of the members of the Company by way of passing a Special Resolution.

ITEM NO. 8

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

The shareholders of the company have already approved to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by any person in whom directors are interested, for their principal business activities upto an amount of Rs. 150 Crores.

However in view of expansion of the company, it is proposed to seek prior approval of Members vide an enabling Resolution to increase the said limit to Rs. 500 Crores (Rupees Five Hundred Crores only)

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

**ABHISH
EK JAIN**

Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:42:18 +05'30'



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. 8 for approval of the members of the Company by way of passing a Special Resolution.

ITEM NO. 9

It is proposed by the Company to pass enabling Special Resolution under Section 62(3) of the Act and other applicable provisions of the Act and Rules made thereunder to enable the Lenders, both Promoters and non-promoters, to convert the outstanding loans or any other financial assistance categorised as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extant Securities and Exchange Board of India Regulations (SEBI Regulations), at the time of such conversion.

Pursuant to provisions of Section 62 (3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution.

As per the terms mentioned in the lending arrangements, the said Financial Assistance may be converted into Equity Shares of the Company upon happening of any of the following events:

- a. Request forwarded by the Company requesting the Lenders to convert their existing loan into the Equity Shares in the Company; or
- b. Upon exercise of an option to convert whole or part of the outstanding Financial Assistance into fully paid up Equity Shares of the Company.
- c. The Equity Shares to be allotted upon conversion of the Loan shall be done at a price to be determined at the time of such conversion in accordance with applicable laws if any.

In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the loan raised by the Company to convert such loans into shares in the company, can only be done, if the terms of issue of loan containing an option to convert such loans into shares in the company, have been approved before the raising of loan by a special resolution passed by the Company in general meeting. Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorize the Lenders to convert their outstanding Financial Assistance into equity shares in the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 9 to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by Lenders under the financing documents to be executed in respect of the Financial Assistances to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assistances or agreeing to terms and conditions for raising the financial assistances (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek Members consent each and every time, in view of the timings and the expenses involved, hence, this enabling resolution.

**ABHISH
EK JAIN** Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:42:36 +05'30'



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. 10

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective April 1, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material Related Party Transactions ("RPT"), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The omnibus Members' approval for material RPTs of the Company, shall be valid for a period of one year.

Type, material terms and other particulars of the proposed RPTs required pursuant to Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated 22nd November, 2021 issued by SEBI are mentioned below:

Name of the Related Party	Salista Network Private Limited	Adacell Technologies Private Limited	MG Metalloy Private Limited
Nature of relationship with the Company	Private company in which a director or his relative is a director;	Private company in which a director or his relative is a director;	Holding Company
Nature of transactions	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services. (c) Payment of Royalty for Technical Collaboration/ Assistance. (d) Purchase/ Sale of Assets/ Business. (e) Payment of Dividend.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.
Material terms and particulars of the	The related party transactions are in the ordinary course of the business and at arms' length basis. Further the same would be compliant with the Inter-Company Transfer Pricing (ICTP) Guidelines.		

ABHISH EK JAIN
Digitally signed by ABHISHEK JAIN
Date: 2024.01.23 12:42:53 +05'30'



Proposed Transactions			
Whether ordinary course of business and at arm's length Basis	Yes	Yes	Yes Yes Yes
Tenure of the proposed transaction/ proposal	For a period of one year		
Value per annum (Rs. in crore) of the transaction for which approval is being sought	25	25	300

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. 10 for approval of the members of the Company by way of passing an Ordinary Resolution.

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

ABHISH EK JAIN Digitally signed
by ABHISHEK
JAIN
Date: 2024.01.23
12:43:12 +05'30'

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

Date: 23rd January, 2024
Place: Haryana

CIN: U45202HR2019PLC080514
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