



CIN: U45202HR2019PLC080514

SAR TELEVENTURE LIMITED

Formally Known as Sar Televenture Pvt. Ltd.

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

Contact : 9136001456

Email ID : praveen.tandon@sarventure.in

NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 4th Annual General Meeting ("AGM") of members of SAR TELEVENTURE LIMITED (formerly known as SAR Televenture Private Limited) ("the company") will be held on Saturday, July 29, 2023 at the registered office of the company at Plot No. 346A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016, Haryana at 04.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Praveen Tandon, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Praveen Tandon (DIN: 06646092) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company."

3. Appointment of Statutory Auditors to fill Casual Vacancy

To appoint Statutory Auditors of the Company and to fix their remuneration 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 Dharit Mehta & Co., Chartered Accountants (FRN 137728W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raheja & Co..

RESOLVED FURTHER THAT M/s. Dharit Mehta & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from July 7, 2023 until the conclusion of 4th 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.

SPECIAL BUSINESS:**4. Re-Appointment of Statutory Auditors**

To re-appoint Statutory Auditors of the Company and to fix their remuneration 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 Dharit Mehta & Co. Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of 4th Annual General Meeting to be held in the year 2023 for a term of 5 (Five) years till the conclusion of 9th Annual General Meeting for the financial year 2027-28 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined by the Board of Directors of the Company 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.

5. To appoint Mr. Praveen Tandon as Whole Time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Special Resolution:**

"RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, 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), Mr. Praveen Tandon (DIN: 06646092), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Whole-time Director for a period of 3 (three) years effective July 29, 2023, at a remuneration and upon such terms and conditions as stated below:

- I. **Period:** From July 29, 2023 to July 28, 2026
- II. **Remuneration :** In consideration of the performance of his duties to the Company, Mr. Praveen Tandon 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. Praveen Tandon 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 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."

6. To appoint Mr. Rahul Sahdev as Chairman cum Managing Director and, in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded, to appoint Mr. Rahul Sahdev (DIN 00175840) as Chairman and Managing Director of the company, in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Managing Director of the Company with effect from 29th July 2023 for a term of 5 years, upon the terms and conditions as stated below:

- I. **Period:** From July 29, 2023 to July 28, 2028
- II. **Remuneration :** In consideration of the performance of his duties to the Company, Mr. Rahul Sahdev 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. Rahul Sahdev 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 Managing 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 Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.
- 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 Managing 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 any 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."

7. To appoint Ms. Kavya Jha as Director, as non-executive director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Ms. Kavya Jha (DIN : 08046785), who was appointed as an Additional Director of the Company with effect from June 30, 2023 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation and shall be entitled to a sitting fees of Rs. 5000/- (Rupees Five Thousand Only) per meeting.

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

8. To appoint Mr. Chandra Prakash Srivastava as Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Chandra Prakash Srivastava (DIN: 10209076), who was appointed as an Additional Director of the Company with effect from June 30, 2023 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation and shall be entitled to a sitting fees of Rs. 5000/- (Rupees Five Thousand Only) per meeting.

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

9. To appoint Mr. Suman Kumar as Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suman Kumar (DIN: 00472365), who was appointed as an Additional Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of consecutive 5 years with effect from 7th June 2023 and shall be entitled to a sitting fees of Rs. 5000/- (Rupees Five Thousand Only) per meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To appoint Ms. Aishwarya Singhvi as Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Aishwarya Singhvi (DIN: 10241207), who was appointed as an Additional Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of consecutive 5 years with effect from 19th July 2023. and shall be entitled to a sitting fees of Rs. 5000/- (Rupees Five Thousand Only) per meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To Raise Capital Through An Initial Public Offering and to list the equity shares on the stock exchange and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 23, Section 28, Section 62(1)(c) and other applicable provisions if any, of the Companies Act, 2013 along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Act"), Securities Contracts (Regulation) Act, 1956 as amended from time to time and the rules and regulations made thereunder including the Securities Contracts (Regulation) Rules 1957, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") as amended from time to time, read with the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement to be entered into with the stock exchange where the Company's shares are proposed to be listed, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, other guidelines and regulations issued by the Securities and Exchange Board of India ("SEBI"), Foreign Exchange Management Act, 1999 as amended from time to time ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the approval to the extent necessary of the Government of India, SEBI, Secretariat of Industrial Approvals ("SIA"), the concerned Administrative Ministry/Department empowered to grant government approval for foreign investment under the extant Foreign Direct Investment Policy and FEMA and rules and regulations made thereunder, the Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, if any required, and to the extent necessary such other approvals, consents, permissions sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board), consent and approval of the shareholders be and is hereby accorded to the Company to Issue, issue and allot up to 60,00,000 equity shares of face value Rs.02 each for cash at such price including premium, if any, as may be determined, by the Board, at its sole discretion in pursuance of the Book Building mechanism (in accordance with SEBI ICDR Regulations) ("Fresh Issue") in

consultation with the Book Running Lead Manager ("BRLM") so appointed, by way of public Issue (the Fresh Issue shall be referred to as "Issue") and on the terms and conditions as the Board may (in consultation with the BRLMs) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including categories of investors including foreign/resident investors, Foreign Portfolio Investors ("FPIs"), sub accounts of eligible FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, Qualified Institutional Buyers, Retail Individual Investors, Non-Institutional Investors, Bodies Corporate, any other company/companies, Private or Public or other body corporate(s) or entities/authorities whether incorporated or not, eligible employees and/or workers of the Company and/or its subsidiaries, business associates of the Company and general public, bodies corporate, companies (private or public) or other entities, authorities, and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, or to one or more of the aforesaid categories of persons (to the exclusion of one or more of the other categories of investors) and such other persons in one or more combinations thereof, and/ or any other categories of investors, including Pre-IPO investors ("Pre-IPO investors") and anchor investors, as defined under the SEBI ICDR Regulations ("Anchor Investors") ("Initial Public Issue" or "IPO"), which shall include, reservation of a certain number of equity shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined through the book building process, in one or more tranches and in the manner, and on the terms and conditions as the Board or a Committee constituted thereof may, in its absolute discretion, decide, in consultation with the BRLM, by issue of the Red Herring Prospectus and any other Issue documents, whether the price at which the equity shares are to be issued, at par or at premium and whether for cash or other consideration, including such differential prices to retail individual investors or employees/discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the Issue, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board in consultation with the BRLM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchange as may be decided by the Board from time to time.

"RESOLVED FURTHER THAT such of these equity shares may also be issued to Pre-IPO/Anchor Investors or to any category(ies) of persons in any reservation as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board or a Committee constituted thereof, in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing"

"RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable"

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document, Form of Application, appointment of Book Running Lead Manager(s), Registrar to the Issue, Bankers to the Issue, Depository Participant, custodians, Legal Advisors to the Issue, and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of equity shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard”

“RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 1% of the net issue to public for the purpose of making allotment in minimum lots, in case of oversubscription”.

“RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges”

“RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue, including the price of the equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue and Allotment of the equity shares”

“RESOLVED FURTHER THAT the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, sponsor, underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.”

“RESOLVED FURTHER THAT the equity shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after

allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.”

“RESOLVED FURTHER THAT

- i) all monies received by the Company out of the Issue and allotment of the equity shares to the public shall be transferred to a separate bank account in a scheduled bank as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii) details of all monies utilised out of the Issue as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
- iii) details of all unutilised monies out of the Issue, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of equity shares on Stock Exchange in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in equity shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.”

“RESOLVED FURTHER THAT the Board may authorize the Committee to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company”

“RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a IPO Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions”

“RESOLVED FURTHER THAT M/s M. G Metalloys Private Limited be and is hereby designated as promoter of the company in the Draft Red Herring Prospectus and Red Herring Prospectus and Prospectus and any other Offer documents”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Rahul Sahdev, Managing Director, and/or Mr. Abhishek Jain, Company Secretary & compliance officer Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

12. To alter articles of association and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the Articles of Association of the Company in conformity with the Companies Act, 2013 and rules made thereunder, in the following manner

i. **Substituting existing clause 57 with the following:**

57. *The number of Directors shall not be less than Three and not more than Fifteen*

The following shall be the First Directors of the Company.

1. *Mr. Atul Mathur*
2. *Mr. Praveen Tandon*
3. *Mr. Deepak Chaudhary*

The Directors of the Company on the date of 4th Annual General Meeting, i.e., 29/07/2023 are:

1. *Mr. Rahul Sahdev*
2. *Mr. Praveen Tandon*
3. *Mr. Suman Kumar*
4. *Ms. Kavya Jha*
5. *Mr. Chandra Prakash Srivastava*
6. *Ms. Aishwarya Singhvi*

ii. **by way of addition of the new clauses 88 to 97 after existing clause 87 of the Articles of Association**

DEMATERIALISATION OF SECURITIES

88. (a) *Definitions*

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 1956 or Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

(b) *Dematerialisation of securities*

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) *Options for investors*

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(d) *Securities in depositories to be in fungible form All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.*

(e) *Rights of depositories and beneficial owners*

(i) *Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.*

(ii) *Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.*

(iii) *Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all*

the liabilities in respect of his securities which are held by a depository.

(f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

(j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

(k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares

in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

QUORUM

89. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present

Number of members 1000-5000: 15 members personally present

Number of members more than 5000: 30 members personally present

INDEPENDENT DIRECTORS

90. (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.

WOMEN DIRECTORS

91. The Directors shall appoint one women director as per the requirements of section 149 of the Act.

CORPORATION/NOMINEE DIRECTOR

92. (a) Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s. The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the

Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

(c) The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

ROTATION OF DIRECTORS

93. (a) At every Annual General Meeting, one third of the Directors shall retire by rotation in accordance with the provisions of Section 152 of Companies Act, 2013

(b) A retiring Director shall be eligible for re-election and eligible for re-election the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

(c) The Directors to retire in every year shall be those who retire have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire

shall, unless they otherwise agree among themselves, be determined by lot.

(d) Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the successors in place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

DEBENTURES

94. Any trust deed for securing debentures or debenture stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

RESOLUTION BY CIRCULATION

95. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may be) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

MANAGING DIRECTOR

95. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:

(a). The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

(b). The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

(c). If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

(d) The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

(e) Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to

the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors.

Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

WHOLE TIME DIRECTOR

96. (a) Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time

Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

(b) A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

BORROWING POWERS

97. Borrowing Powers

(a) Subject to the provisions of the Act and the Articles of the Company, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided howe

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.


(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded as per applicable provisions / laws.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution."

By order of the Board of Directors

For SAR Televenture Limited

SAR TELEVENTURE LIMITED



Director/Auth. Signatory

Rahul Sahdev

Director

DIN 00175840

Date: 28th July 2023

Place: Gurugram

NOTES:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
2. Proxy form duly filed up and executed must be received at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
3. Members desiring any further information on the business to be transacted at the meeting should write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
6. The route map of the venue of the meeting is annexed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 3

The members of the Company at its 1st Annual General Meeting held on 31st December 2020 had appointed M/s. Raheja & Co., Chartered Accountant, (FRN: 022859N), as the Statutory Auditors of the Company to hold office from the conclusion of 1st Annual General Meeting (AGM) until the conclusion of the 6th Annual General Meeting (AGM) of the Company to be held in the year 2025. M/s Raheja & Co, Chartered Accountants, after having signed the Financials for FY 2022-23 have vide their Letter dated 7th July 2023 resigned from the position of Statutory Auditors of the Company due to his pre occupations which resulted into a casual vacancy in the office of the Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 7, 2023, pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Dharit Mehta & Co., Chartered Accountants, to hold office as the Statutory Auditors of the Company till the conclusion of 4th Annual General Meeting to fill the casual vacancy caused due to the resignation of M/s Raheja & Co., Chartered Accountants subject to the approval by the members at the 4th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. Dharit Mehta & Co., Chartered Accountants to act as Statutory Auditors of the Company in place of M/s Raheja & Co., Chartered Accountant.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4

The Board of Directors at its meeting held on 28th July, 2023 and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Dharit Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 4th Annual General Meeting, till the conclusion of the 9th Annual General Meeting of the Company to be held in the year 2028 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Board of Directors in consultation with the Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5

The Board of Directors has approved the appointment of Mr. Praveen Tandon as Whole-time Director, for a period of 3 (three) years from July 29, 2023 up to July 28, 2026, subject to approval of Shareholders at this Annual General Meeting.

Besides in-depth knowledge of the Company, he has strong technical and analytical skills and expertise for leading the company. He has experience of 22 years in the industry. Mr Praveen Tandon has granted consent for his appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of appointment and remuneration payable to Mr Praveen Tandon are as under –

Remuneration: In consideration of the performance of his duties to the Company, Mr. Praveen Tandon shall be entitled to the following remuneration subject to applicable taxes:

Salary and perquisites: Rs. 50,000/- 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;

Reimbursement of expenses: The Company will reimburse all expenses incurred by Mr. Praveen Tandon on behalf of the company such as accommodation and travelling expenses, payments made on behalf of the company, reasonably and properly incurred and documented.

Outside Interests Including Directorships: It is accepted and acknowledged that he may have business interests other than those of the Company. He will disclose all concerns or interest u/s 184 in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. The interests' register is tabled at each director's meeting. Please ensure that the Company is kept informed of any changes to interests so that the interests register can be maintained up to date.

Any director, while holding office is, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company.

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.

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.

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.

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.

Mr. Praveen Tandon satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of

Mr. Praveen Tandon under Section 190 of the Act. A brief profile of Mr. Praveen Tandon and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice. Mr. Praveen Tandon is interested in the Special Resolution set out at Item No. 5 with respect to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Board of Directors has appointed Mr. Rahul Sahdev (DIN: 00175840) as an Additional Director of the Company under Section 161(1) of the Act with effect from February 28, 2023. In terms of Section 161(1) of the Act, Mr. Rahul Sahdev (DIN: 00175840) 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. Rahul Sahdev for the office of Managing Director of the Company.

The Board has also recommended for appointment of Mr. Rahul Sahdev as the Managing Director of the Company for a period of Five years. The Board of Directors is of the opinion that Mr. Rahul Sahdev 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 Managing Director of the Company.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Rahul Sahdev are as under:

Remuneration: In consideration of the performance of his duties to the Company, Mr. Rahul Sahdev shall be entitled to the following remuneration subject to applicable taxes:

Salary and perquisites: Rs. 50,000/- 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;

Reimbursement of expenses: The Company will reimburse all expenses incurred by Mr. Rahul Sahdev on behalf of the company such as accommodation and travelling expenses, payments made on behalf of the company, reasonably and properly incurred and documented.

Outside Interests Including Directorships: It is accepted and acknowledged that he may have business interests other than those of the Company. He will disclose all concerns or interest u/s 184 in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. The interests' register is tabled at each director's meeting. Please ensure that the Company is kept informed of any changes to interests so that the interests register can be maintained up to date.

Any director, while holding office is, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company.

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.

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.

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.

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.

Mr. Rahul Sahdev satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rahul Sahdev under Section 190 of the Act. A brief profile of Mr. Rahul Sahdev and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice. Mr. Rahul Sahdev is interested in the Special Resolution set out at Item No. 6 with respect to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

The Board of Directors of the Company had appointed Ms. Kavya Jha (DIN: 08046785) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from June 30, 2023 to hold office up to the date of the 4th Annual General Meeting.

Considering the knowledge and experience of Ms. Kavya Jha and on her request, the Board of Directors recommends the appointment of Ms. Kavya Jha as a Non-Executive Director instead of Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

Ms. Kavya Jha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

A brief profile of Ms. Kavya Jha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Ms. Kavya Jha is interested in the Ordinary Resolution set out at Item No. 7 with respect to his appointment. The relative(s) of Ms. Kavya Jha may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set

out at Item No. 7 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

The Board of Directors of the Company had appointed Mr. Chandra Prakash Srivastava (DIN: 10209076) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from June 30, 2023 to hold office up to the date of the 4th Annual General Meeting.

Considering the knowledge and experience of Mr. Srivastava and on his request, the Board of Directors recommends the appointment of Mr. Srivastava as a Non-Executive Director instead of Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

Mr. Chandra Prakash Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

A brief profile of Mr. Chandra Prakash Srivastava and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Chandra Prakash Srivastava is interested in the Ordinary Resolution set out at Item No. 8 with respect to his appointment. The relative(s) of Mr. Chandra Prakash Srivastava may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

The Board of Directors of the Company had appointed Ms. Kavya Jha (DIN: 08046785) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from June 30, 2023 to hold office up to the date of the 4th Annual General Meeting.

Considering the knowledge and experience of Ms. Kavya Jha and on her request, the Board of Directors recommends the appointment of Ms. Kavya Jha as a Non-Executive Director instead of Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

Ms. Kavya Jha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

A brief profile of Ms. Kavya Jha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Ms. Kavya Jha is interested in the Ordinary Resolution set out at Item No. 9 with respect to his appointment. The relative(s) of Ms. Kavya Jha may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

The Board of Directors of the Company had appointed Ms. Aishwarya Singhvi (DIN: 1024207) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from July 19, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members. Ms. Aishwarya Singhvi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Aishwarya Singhvi that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Aishwarya Singhvi fulfills the conditions for her appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Aishwarya Singhvi for the office of Director of the Company.

A brief profile of Ms. Aishwarya Singhvi and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Ms. Aishwarya Singhvi is interested in the Ordinary Resolution set out at Item No. 10 with respect to his appointment. The relative(s) of Ms. Aishwarya Singhvi may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

Item No. 11

In order to meet its financing requirements, the Company intend to raise funds from public by means of an Initial Public Issue by way of issuing fresh equity in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the applicable provisions of the Companies Act, 2013 and to get its equity shares listed on one or more stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares.

The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the book running lead manager and other advisors in relation to the Issue and subject to applicable regulatory approvals.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution. The Company proposes to issue and allot up to 60,00,000 equity shares of face value Rs.2/- each for cash on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with book running lead managers appointed for the Issue, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under SEBI ICDR Regulations.

The Equity Shares, if any, allotted vide the Issue shall in all respects rank pari passu with the existing equity shares of the Company. The proceeds from the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") in connection with the Issue. The Board

has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The Price at which the Equity Shares will be allotted through the Issue, shall be determined and finalised by the Company in consultation with the book running lead manager of the Issue in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

Other than through their participation in the Issue as mentioned above, none of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution. No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Issue placement of Equity Shares prior to registration of the red herring prospectus relating to the Issue with the Registrar of Companies, the price at which such pre-Issue placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead managers to the Issue.

The Board recommends this resolution for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

Item No. 12

As the company is planning for listing of shares on recognized stock exchange, it is proposed to amend the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company by adding certain more clauses. These amendments are procedural in nature and for smooth working of activities.

The proposed draft Articles of Association after incorporation of the above mentioned changes is available for inspection of the shareholders of Company at the registered office of company on all working days (during business hours) upto the date of Annual General Meeting. The Board recommends the above resolution for your approval by way of a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the above resolutions.

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

Table-1:

Name	Mr. Praveen Tandon	Mr. Rahul Sahdev	Ms. Kavya Jha
Age	50	48	53
Qualifications	M.B.A.	MBA – Marketing Graduate	Financial Advisor Entrepreneur Social Works Crusader
Experience	22 years	20 years	20 years
Brief profile	Praveen Tandon, son of Sh. Subhash Chander Tandon, resident of Dendera 604, Omaxe Nile Apartments, Near Sai Temple, Sector-49, Sohna Road, Islampur (97), Gurugram, Haryana – 122018. He is having more than 22 years of experience in Telecom Sector in India & Myanmar. Tel. + +91-9654990307, E-mail ID- praveen.tandon@sarventure.in	Mr. Rahul Sahdev, son of Mr. Jagdish Kumar Sahdev, resident of 1106, Sector-17, Faridabad, Kheri Kalan 113, Haryana - 121002 Tel. +91 – 981155925, E-mail ID – rsahdev@salista.in , has almost two decades of experience in management of variety of Companies.	Ms. Kavya Jha, D/o Tej Narayan Jha, resident of 112/2-c-1, Silver Oaks Apartment, DLF-1, Kachnar Marg, Opposite DLF Phase-1, Sector 26, Sikanderpur, Ghosi 68, Gurgaon 122002 Email id: kavyatanishq@yahoo.co.in Mobile No.: 9811945745 She run two businesses successfully, support 5 NGOS in her social works. Her work has earned Hon. Doctorate, and several accolades & awards.
Terms and conditions of re-appointment	NA	NA	NA
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	Rs. 11,00,000/- per annum	NA	NA
Remuneration proposed to be paid (including sitting fees, if any)	Rs. 50,000/- (Rupees Fifty Thousand Only) per month.	Rs. 50,000/- (Rupees Fifty Thousand Only) per month.	Rs. 5000/- (Rupees Five Thousand Only) per meeting (sitting fees)
Date of first appointment on the Board	24.05.2019	28.02.2023	30/06/2023

Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	77,037	6,71,113	Nil
Relationship with other Directors / Key Managerial Personnel	No relationship amongst Directors	No relationship amongst Directors	No relationship amongst Directors
Number of meetings of the Board attended during the financial year 2022-23	09	4	NA
Directorships of other Boards as on March 31, 2023	S A R Venture Private Limited	1. JRS Impex Private Limited 2. Goapple Design & Engineering Private Limited	NIL
Chairmanship of Committees of other Boards as on March 31, 2023	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

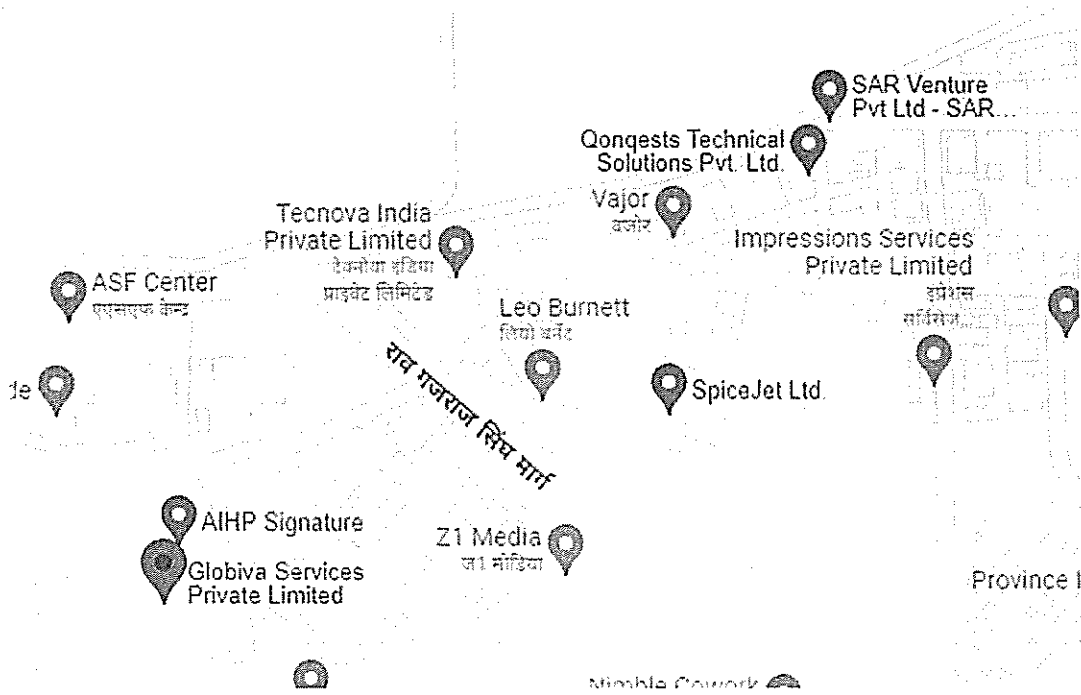
Table 2:

Name	Mr. Chandra Prakash Srivastava	Mr. Suman Kumar	Ms. Aishwarya Singhvi
Age	56	62	29
Qualifications	B.E. (Production & Industrial Engineering)	Postgraduate	Company Secretary
Experience	36 Years	40 Years	05 years
Brief profile	Chandra Prakash Srivastava, son of Sh. Raj	Mr. Suman Kumar, son of Sh. Ram Bahori Lal	Ms. Aishwarya Singhvi, D/o Sh. Surendra Singhvi

	<p>Bahadur Srivastava, resident of Flat No. 402 Belveere Tower Charmwood Village, Faridabad, Haryana-121009, Tel. + +91-9716000060, E-mail ID- cpsrivastava50@yahoo.com</p> <p>Chandra Prakash Srivastava is an entrepreneur and has been providing consulting services to various companies associated with Telecom. He is a Telecom Sourcing & Business Development Veteran, having worked with most of the Telecom Companies in India at the Senior Management level. He has been a part of Telecom Evolution & Revolution in the Country.</p>	<p>Maurya, resident of H.No. 6669, Block 9, Street No 7, Near Khalsa College, Dev Nagar, Karol Bagh, Delhi - 110005, Tel. + 9891212386, E-mail ID- Kumargautamsuman@gmail.com</p> <p>He has to his credit, of about 4 decades of experience in banking and finance. He last served as General Manager in IDBI Bank. Starting his professional career with Reserve Bank of India and a probationary officer in Allahabad Bank in 1984, he joined the erstwhile Industrial Development Bank of India (IDBI) in 1988. He has rich experience in Project Finance, HR and Trade Finance areas while working at IDBI in various capacities. He is an M. Com with an MBA (Finance) from Faculty of Management Studies, University of Delhi and is also a certificated associate of the Indian Institute of Bankers.</p>	<p>resident of 22, Neminath Colony Hiran Magri Sector-3 Udaipur Rajasthan 313002 Tel: +91- 8003807008 Email id: aishwaryasinghvi291993@gmail.com</p> <p>She has good experience in the filed of Corporate law including all other laws.</p>
Terms and conditions of re-appointment	NA	NA	NA
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	NA	NA	NA
Remuneration proposed to be paid (including sitting fees, if	Rs. 5000/- (Rupees Five Thousand Only) per meeting (sitting fees)	Rs. 5000/- (Rupees Five Thousand Only) per meeting (sitting fees)	Rs. 5000/- (Rupees Five Thousand Only) per meeting (sitting fees)

any)			
Date of first appointment on the Board	30.06.2023	07.06.2023	19.07.2023
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil	NIL	Nil
Relationship with other Directors / Key Managerial Personnel	No relationship amongst Directors	No relationship amongst Directors	No relationship amongst Directors
Number of meetings of the Board attended during the financial year 2022-23	NA	NA	NA
Directorships of other Boards as on March 31, 2023	NIL	1. Maitree Education Foundation 2. Integrated Industries Limited	Nil
Chairmanship of Committees of other Boards as on March 31, 2023	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

ROUTE MAP FOR THE 4TH ANNUAL GENERAL MEETING



FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(69) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No./Client Id* : _____

I, being the member of _____ shares of the above named Company, hereby appoint:

Name: _____ Address: _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on poll) for me and on my behalf at the Annual General Meeting of SAR Televenture Limited to be held on Saturday, 29th July 2023 at 04.00 P.M. at the registered office of the company at Plot No. 346A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016, Haryana and/or at any adjournment thereof in respect of such resolution as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1.	APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR FY 2022-23		
2.	RE-APPOINTMENT OF MR. PRAVEEN TANDON, WHO IS LIABLE TO GET RETIRE BY ROTATION		
3.	APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY		
4.	RE-APPOINTMENT OF STATUTORY AUDITORS		
5.	APPOINTMENT OF MR. PRAVEEN TANDON AS WHOLE TIME DIRECTOR		
6.	CHANGE IN DESIGNATION FROM ADDITIONAL DIRECTOR TO MANAGING DIRECTOR OF MR. RAHUL SAHDEV		
7.	CHANGE IN DESIGNATION FROM		

	ADDITIONAL DIRECTOR TO DIRECTOR OF MS. KAVYA JHA		
8.	CHANGE IN DESIGNATION FROM ADDITIONAL DIRECTOR TO DIRECTOR OF MR. CHANDRA PRAKASH SRIVASTAVA		
9.	CHANGE IN DESIGNATION FROM ADDITIONAL DIRECTOR TO INDEPENDENT DIRECTOR OF MR. SUMAN KUMAR		
10.	CHANGE IN DESIGNATION FROM ADDITIONAL DIRECTOR TO INDEPENDENT DIRECTOR OF MS. AISHWARYA SINGHWI		
11.	TO RAISE CAPITAL THROUGH AN INITIAL PUBLIC OFFERING AND TO LIST THE EQUITY SHARES ON THE STOCK EXCHANGE		
12.	ALTERATION IN ARTICLE OF ASSOCIATION		

Signed this ___ day of ___, 2023

 (Signature of the Shareholder)

 (Signature of the Proxy holder (s))

Affix Re. 1/- revenue stamp

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full Name of the Member Attending _____

Member's Folio No/ Client ID: _____ and DP ID: _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Annual General Meeting of **SAR Televenture Limited** to be held on Saturday, 29th July 2023 at 04.00 P.M. at the registered office of the company at P. No. 346-A, 2nd Floor, Udyog Vihar Phase-4 Gurugram Haryana - 122016.

.....
Member's / Proxy's Signature



CIN: U45202HR2019PLC080514

SAR TELEVENTURE LIMITED

Formally Known as Sar Televenture Pvt. Ltd.

Plot No. 346 A, 2nd Floor, Udyog Vihar, Phase-

4, Gurugram-122016 Haryana

Contact : 9136001456

Email ID : praveen.tandon@sarventure.in

DIRECTOR'S REPORT:

To
The Members,

The 4th Annual Report of the Company for the financial year ended 31st March 2023.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Summary of the financial results for the period ended March 31, 2023 are given as under:

(Amt. in '000s)

Particulars	Year Ended 31.03.2023 (Rs.)	Year Ended 31.03.2022 (Rs.)
Gross Revenue	64299.00	47289.00
Other Income	278.00	246.00
Total Income	64577.00	47534.00
Other Expenses	43923.00	43169.00
Depreciation	8881.00	4091.00
Total Expenses	52804.00	47260.00
Profit Before Tax	11773.00	274.00
Less: Tax Expenses	3896.00	-98.00
Profit After Tax	7877.00	373.00

2. DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent not to recommend any Dividend for the year under review.

3. RESERVES:

The Board of Directors of your company has decided not to transfer any amount to the reserves for the year under review.

4. STATE OF COMPANY'S AFFAIR:

The company has received revenue of Rs. 64,299.00/- (in thousands) in the current year as compared to revenue of Rs. 47,289.00/- (in thousands) in the previous year. However, the company has earned a profit of Rs. 7,877.00/- (in thousands) in the current year as compared to profit earned of Rs. 373.00/- (in thousands) in the previous year. Your directors are trying their level best to increase the profitability in the company and are expected to make more profits in the near future. There has been no change in the status of the company during the financial year.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business of the company.

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6. CHANGES IN CAPITAL STRUCTURE OF THE COMPANY:

There has been a change in the capital structure of the Company during the year 2022-23. The authorised capital of the company has increased from Rs. 5,00,000 divided into 50,000 equity shares of Rs. 10/- each to Rs. 5,00,00,000/- divided into 50,00,000 equity shares of Rs. 10/- each by creation of 49,50,000 equity shares.

Issue of shares

During the financial year under review, the company has issued 6,11,110 equity shares by way of Private Placement. The details of the same are as follows:

Date of issue	31.03.2023
Date of allotment	31.03.2023
Method of allotment	Conversion of loan into equity
Issue price	Rs. 135/- (including Rs. 125/- premium)
No. of shares issued	6,11,110
No. of shares allotted to promoter group	6,11,110

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

- The status of the company was changed from Private Limited to Public Limited after the closure of the financial year and consequent to that, new certificate of incorporation dated 13th April 2023 was issued by Ministry of Corporate Affairs.
- There has been a change in the capital structure of the Company during the year 2023-24 after the closure of the Financial Year. The paid up share capital of the company has been increased and the details of the same are as follows:

Date of allotment	12.04.2023	20.05.2023	16.06.2023
Method of allotment	Conversion of loan into equity	Preferential Allotment	Preferential Allotment
Issue price	Rs. 135/- (including Rs. 125/- premium)	Rs. 135/- (including Rs. 125/- premium)	Rs. 135/- (including Rs. 125/- premium)
No. of shares allotted	1,73,333	3,53,807	9,20,000

- Further the company has sub divided 1 equity share of Rs. 10/- each to 5 equity shares of Rs. 2/- each.

8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

The New Certificate of Incorporation consequent upon conversion to public company was received from Registrar of Companies, Delhi.

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There is no Subsidiary, Joint Venture or associate company.

10. DEPOSITS:

The Company has not accepted any public deposits during the year.

11. STATUTORY AUDITORS:

M/s. Raheja & Co., Chartered Accountants were appointed as Statutory Auditors of the Company for a term of five consecutive years at the AGM held on 31st December 2020. However, they have resigned as statutory auditors of the company on 7th July 2023. To fill the casual vacancy, the Board has appointed M/s Dharit Mehta & Co. as statutory auditors of the company on 7th July 2023 subject to the approval of shareholders in general meeting.

They have given their consent to be appointed as statutory auditors of the company for a period of 5 years. The Board recommends their appointment.

12. AUDITORS' REPORT:

There were no such qualifications, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2022-23.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy:

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

(B) Technology absorption:

There is no technology absorption in the company.

(C) Foreign exchange earnings and Outgo:

Foreign Exchange Earned	NIL
Foreign Exchange used	NIL

14. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As the Company does not fulfill the criteria specified in sub section (1) of Section 135 of the Act, provisions of Section 135 of the Companies Act, 2013 and the rules there under, do not applicable on the Company. Therefore, the Company is not required to comply with the section.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There have been changes in the composition of the board of directors during and after the closure of the financial year 2022-23.

- Mr. Deepak Chaudhary resigned from the Board of Directors on 18.03.2023.
- Mr. Rahul Sahdev and Mr. Manan Garg were appointed as Additional directors by the Board of Directors on 28.02.2023.
- Mr. Suman Kumar was appointed as Additional (Independent & Non-Executive) Director by the Board of Directors & Mr. Atul Mathur resigned from the Directorship on 07.06.2023.
- Ms. Kavya Jha & Mr. Chandra Prakash Srivastava were appointed as Additional (Independent & Non-Executive) Directors by the Board of Directors on 30.06.2023.
- Mr. Manan Garg resigned from the Board of Directors on 07.07.2023.
- Ms. Aishwarya Singhvi was appointed as Additional (Independent & Non-Executive Director) by the Board of Directors on 19.07.2023.

Your directors recommend the regularization of Additional Directors in the ensuing Annual General Meeting.

Mr. Praveen Tandon is liable to retire by rotation and being eligible offers himself for re-appointment. The Board of Directors recommend his re-appointment.

16. DISQUALIFICATIONS OF DIRECTORS, IF ANY:

None of the Directors on the Board of the Company are disqualified pursuant to the provisions of Section 164 or Schedule V Part II of the Companies Act, 2013

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year 2022-23, the Board of Directors met Nine (09) times Viz. on 23.06.2022, 22.08.2022, 08.09.2022, 17.10.2022, 01.01.2023, 28.02.2023, 02.03.2023, 18.03.2023 and 31.03.2023.

Name of Director	Meetings attended
Praveen Tandon	9
Atul Mathur	9
Deepak Chaudhary	7
Rahul Sahdev	4
Manan Garg	0

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has made investment during the financial year in terms of Section 186 of the Companies Act, 2013.

The Details of such investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules 2014 as on 31st March 2023 are set out in Note no. 9 to the standalone financial statements of the Company.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the financial year 2022-23, your Company has not entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, read with Companies (Specification of Definitions Details) Rules, 2014, as defined under section 188 of Companies Act, 2013.

The details of the related party transactions as per Accounting Standard 18 are set out in the Financial Statements forming part of this report.

20. SECRETARIAL AUDIT REPORT:

As per section 204 of the Companies Act, 2013 and the rules there under, Secretarial Audit is not mandatory on the Company.

21. RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

22. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

There is no fraud in the Company during the F.Y. ended 31st March 2023. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the F.Y. ended 31st March 2023.

23. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted committee under the sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and complied with the provisions of the same. The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your Directors further state that during the financial year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

24. DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS:

The company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

25. DECLARATION BY INDEPENDENT DIRECTORS:

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

26. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The Company was not required to constitute a Nomination and Remuneration Committee under section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under section 178(5) of the Companies Act, 2013.

27. INTERNAL FINANCIAL CONTROLS:

The company has in place adequate internal financial controls, with reference to financial statements. It has established the management system and policy and integrated framework for managing risk and internal controls. The internal financial controls have been documented and embedded in the business processes. Such controls have been assessed during the year under view and were operating effectively.

28. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

29. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with all applicable secretarial standards.

30. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed that—

- i. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. appropriate accounting policies have been selected and applied consistently and judgments and estimates which are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors had prepared the annual accounts on a going concern basis; and

v. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. OTHER MATTERS AS PER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014:

During the Financial year no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

During the year under review, there was no one time settlement of loan taken from Banks or Financial Institutions and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan form the Banks or Financial Institutions along with the reasons thereof is not applicable.

32. FOLLOWING MATTERS WERE NOT APPLICABLE TO THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THUS NO COMMENTS ARE REQUIRED BY THE BOARD OF DIRECTORS ON THE SAME:

- i. Disclosure about issue of equity shares with Differential Rights as per Rule 4(4) of Companies (Share Capital and Debentures), Rules, 2014.
- ii. Evaluation of performance of board, committees and individual directors.
- iii. Details of Voting Rights exercised by the employees under Section 67(3)(c) of Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures), Rules, 2014.

33. OTHER MATTERS

During the Financial year, no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

During the year under review, there was no one time settlement of loan taken from Banks or Financial Institutions and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan form the Banks or Financial Institutions along with the reasons thereof is not applicable.

34. ACKNOWLEDGEMENTS:

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

SAR TELEVENTURE LIMITED

(Formerly known as SAR TELEVENTURE PRIVATE LIMITED)

For SAR TELEVENTURE LIMITED



Director/Auth. Signatory

Rahul Sahdev

Director

DIN - 00175840


House No. 1106, Sector 17

Faridabad, Haryana - 121002

Place: Gurgaon

Date: 28.07.2023

For SAR TELEVENTURE LIMITED



Director/Auth. Signatory

Praveen Tandon

Director

DIN - 06646092

Dendera 604, Omaxe Nile Apartments, Near

Sai Temple, Sector-49, Sohna Road, Islampur

(97), Gurgaon, Haryana-122018

INDEPENDENT AUDITOR'S REPORT

To,
The Members
M/S SAR TELEVENTURE LIMITED
(Formerly named as SAR TELEVENTURE PRIVATE LIMITED)

Report on the standalone Financial Statements

Opinion:

We have audited the accompanying Standalone financial statements of M/s SAR TELEVENTURE LIMITED (Formerly named as SAR TELEVENTURE PRIVATE LIMITED) ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, ("AS") and other accounting principles generally accepted in India:

- a) In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2023;
- b) In the case of the Statement of Profit and Loss and Cash Flow Statement, for the year ended on that date.

Basis for Opinion:

We conducted our audit of the Financial Statement in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI's) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements:

A. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control systems

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

e. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

E. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Other Matter:

We did not audit the financial statements/information of branches, if any included in the financial statements of the Company as at 31st March, 2023 as considered in the financial statements. The financial statements/information of these branches if any must have been audited by the branch auditors, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements:

I. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

II. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. *[and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.]*

c) *The reports on the accounts of the branch offices of the Company if any audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.*

d) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account. *[and with the returns received from the branches not visited by us].*

e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

f) On the basis of the written representations received from the directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

g) In our opinion, the provisions of Section 143(3)(i) with regard to opinion on internal financial controls with reference to financial statements and operating effectiveness of such controls is not applicable to the company since the Company's turnover as per latest audited

financial statements is less than Rs. 50 Crores and its borrowings from banks and financial institutions or anybody corporate at any time during the year is less than Rs.25 Crores.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company does not have any pending litigations which would impact its financial position.

2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

4. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (a) and (b) contain any material mis-statement.

5. The Company has neither declared nor paid any dividend during the year.

FOR RAHEJA & CO.
Chartered Accountants
Firm Reg No: 022859N



CA. JATIN RAHEJA
Partner
M. No: 513861
UDIN: 23513861BGXUOP9321

Date: 17.04.2023
Place: Gurgaon

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF M/S SAR TELEVENTURE LIMITED (FORMERLY NAMED AS M/S SAR TELEVENTURE PRIVATE LIMITED) FOR THE YEAR ENDED 31-03-2023:

[Referred to in paragraph I under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditors’ Report]

i.

(a)A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment (*Annexure No. 8 of the Financials*).

B. The Company does not have intangible assets thus it is not required to maintain the records.

(b)The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c)According to the information and explanations given to us, there are no immovable properties, and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.

(d)According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.

(e)According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.

ii. (a) The Company is involved in the business of rendering Telecommunication Installation services so it has no inventories. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.

(b) According to the information and explanations provided to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores at any point of time of the year, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.

iii. According to the information explanation provided to us, the Company has provided loans or provided advances in the nature of loans, or given guarantee, or provided security to any other entity.

(a) The company has made investments and provided loans & advances in the nature of loan during the year:

(A) According to the information explanation provided to us, the Company has made investment in its Wholly owned subsidiary i.e. M/s Shoor International FZE, Dubai, aggregate amounting to **Rs. 82,77,600/-**.

(B) The company has provided short term loans and advances aggregate amounting to **Rs. 7,00,00,000/-** to M/s Talent Hub Services Private Limited against capital goods and **Rs. 1,67,237.00/-** to M/s Adacell Technologies Private Limited during the year.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to investments made, guarantees provided, securities given and / or grant of all loans and advances in the nature of loans and guarantees are not prejudicial to the interest of the Company.

(c) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have been stipulated and the borrowers have been regular in the payment of the principal and interest.

(d) There are no amounts overdue for more than ninety days in respect of the loan granted to Company/Firm/LLP/Other Parties.

(e) According to the information and explanation provided to us, the loan or advance in the nature of loan granted has not fallen due during the year. Hence, the requirements under paragraph 3(iii) (e) of the Order are not applicable to the Company.

(f) According to the information explanation provided to us, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.

vi. The maintenance of cost records has not specified by the Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the company. Hence, reporting under clause (vi) of the Order is not applicable to the company.

vii. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has converted its Unsecured Loans into Equity Shares of nominal amount i.e. Rs. 61,11,100/- at a premium of Rs. 7,63,88,750/- during the year .

xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor on the Company.

(b) We have not come across of any instance of fraud by the Company or on the Company during the course of audit of the standalone financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

(c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

xii. (a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into transactions with the related parties as stated in the provisions of the sections 177 and 188 of the Act. Accordingly, provisions stated in paragraph 3(xiii) of the Order are not applicable to the Company.

xiv. (a) In our opinion and based on our examination, the Company does not require to comply with provision of section 138 of the Act. Hence, the provisions stated in paragraph 3(xiv) (a) to (b) of the Order are not applicable to the Company.

(b) The company did not have an internal audit system for the period under audit.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company

xvi. (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.

(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3 (xvi) (d) of the order are not applicable to the company.

xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.

xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realization of financial assets and payment of liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. (a) According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

xxi. There have not been any qualification/ adverse remarks by the respective auditor in the Companies (Auditor's Report) Order (CARO) reports of the company included in the consolidated financial statements.

FOR RAHEJA & CO.
Chartered Accountants
Firm Reg No: 022859N



CA. JATIN RAHEJA
Partner
M. No: 513861
UDIN: 23513861BGXUOP9321

Date: 17.04.2023
Place: Gurgaon

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

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

CIN: U45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

Balance Sheet As On 31st March 2023

(Amount in '000')

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	6529	418
(b) Reserves and surplus	2	82313	-1189
(c) Money Received against share warrents		-	-
2 Share application money pending allotments		-	-
3 Non-current liabilities			
(a) Long-term borrowings	3	83683	26760
(b) Deferred tax liabilities (net)		252	-
(c) Other Long Term Liabilities		-	-
(d) Long term provision		-	-
4 Current liabilities			
(a) Short Term Borrowings	4	-	6948
(b) Trade payables	5		
(A) total outstanding dues of micro enterprises and small enterprises			
(B) total outstanding dues of Creditors other than micro enterprises and small enterprises		7537	5357
(c) Other current liabilities	6	8518	543
(d) Short-term provisions	7	5860	2247
TOTAL		194692	41084
B ASSETS			
1 Non-current assets			
(a) (i) Property, Plant and Equipment	8	82566	28188
(ii) Intangible assets		-	-
(iii) Capital Work in progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current investments	9	8278	-
(c) Deferred Tax Assets		-	90
(d) Long term loans and Advances		-	-
(e) Other Non Current Assets	10	332	236
2 Current assets			
(a) Current Investments			
(b) Inventories	11	-	-
(c) Trade receivables	12	13508	8420
(d) Cash and cash equivalents	13	5794	46
(e) Short-term loans and advances	14	84214	4105
(f) Other Current Assets	15	-	-
TOTAL		194692	41084

See accompanying notes forming part of the financial statements

In terms of our report attached.

For RAHEJA & CO.

Chartered Accountants

Firm Regn. No. 022859N



CA Jatin Raheja

Partner

Membership No. 513861

Place: Gurgaon

Date: 17/04/2023

STAT UDIN: 23513861BGXUOP9321

TAR UDIN : 23513861BGXUOQ3947

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

Rahul Sahdev
Director
DIN:- 00175840

Atul Mathur
Director
DIN:- 06788674

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

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

CIN: U45202HR2019PLC080514 E-mail Id: info@sarteventure.com

Profit and Loss Account For The Period Ending 31st March 2023

(Amount in '000')

Particulars	Note No.	Figures for the current reporting period	Figures for the previous reporting period
I Revenue from operations (gross)	16	64299	47289
Less: Excise Duty		0	0
Revenue from operations (net)		64299	47289
II Other Income	17	278	246
III Total Income (I+II)		64577	47534
IV Expenses			
(a) Cost of materials consumed	18	0	0
(b) Purchase of Stock in Trade			
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	0	0
(d) Employee benefits expenses	20	9253	12552
(e) Finance costs	21	4539	2168
(f) Depreciation and amortisation expenses		8881	4091
(g) Other expenses	22	30131	28449
Total Expenses		52804	47260
V Profit before exceptional and extraordinary item and tax		11773	274
VI Exceptional Items		0	0
VII Profit before extraordinary item and tax		11773	274
VIII Extraordinary Items		0	0
IX Profit before Tax		11773	274
X Tax Expense:			
(a) Current tax expense		3553	0
(b) Deferred tax		343	-98
XI Profit / (Loss) for the period from continuing operations		7877	373
XII Profit / (Loss) from discontinuing operations		0	0
XIII Tax from discontinuing operations		0	0
XIV Profit/ (Loss) from discontinuing operations		0	0
XV Profit/ (Loss) for the Period		7877	373
XVI Earning per equity share:			
(1) Basic		92.37	8.96
(2) Diluted		92.37	8.96

In terms of our report attached.

For RAHEJA & CO.

Chartered Accountants

Firm Regn. No. 022859N



CA Jatin Raheja

Partner

Membership No. 513861

Place: Gurgaon

Date: 17/04/2023

STAT UDIN: 23513861BGXUOP9321

TAR UDIN : 23513861BGXUOQ3947

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

Rahul Sahdev

Director

DIN:- 00175840

Atul Mathur

Director

DIN:- 06788674

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

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

CIN: U45202HR2019PLC080514 E-mail Id: info@sarteventure.com

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2023

PARTICULARS	As at 31st March 2023	As at 31st March 2022
	(Amount in '000')	(Amount in '000')
A. Cash flow from Operating Activities		
Net Profit before tax as per statement of profit & loss	11773	274
<u>Add/ (less): Adjustment for non- cash/ other items</u>		
Depreciation	8881	4091
Finance cost	4539	2168
Prior Period Adjustments	-763	
Operating profit before working capital changes	24429	6534
<u>Adjustment for working capital</u>		
Increase/(decrease) in trade payables	2179	4447
Increase/(decrease) in other current liabilities	7975	391
Increase/(decrease) in short term provision	60	1364
(Increase)/ decrease in other non- current assets	-96	-210
(Increase)/ decrease in trade receivables	-5088	-4480
(Increase)/ decrease in other current assets	0	0
(Increase)/ decrease in short term loans & advances	-80110	-2883
Cash generated from operations	-50650	5163
Direct taxes paid		0
Net Cash flow from Operating Activities (A)	-50650	5163
B. Cash flow from Investing Activities		
Sale/ (Purchase) of Property, plant & equipment	-63259	-23297
Sale/ (Purchase) of Investment	-8278	
Loans given		0
Net Cash flow from Investing Activities (B)	-71537	-23297
C. Cash flow from Financing Activities		
Net proceeds from issue of share capital	6111	13
Net proceeds from short term borrowings	-6948	6948
Net proceeds from long -term borrowings	56922	13074
Securities Premium	76389	
Interest Paid	-4539	-2168
Net Cash flow from Financing Activities (C)	127935	17866
Net cash flow during the year (A + B + C)	5749	-267
Add: Opening cash and cash equivalents	46	313
Closing cash and cash equivalents	5794	46
Components of cash and cash equivalents		
Cash in hand	51	46
Deposit with banks in current accounts	5744	0
Total cash and cash equivalents (Note 13)	5794	46

As per our report of even date

For RAHEJA & CO.

Chartered Accountants

Firm Regn. No. 022859N



CA Jatin Raheja

####

Membership No. 513861

Place: Gurgaon

Date: 17/04/2023

STAT UDIN: 23513861BGXUOP9321

TAR UDIN : 23513861BGXUOQ3947

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

Rahul Sahdev

Director

DIN:- 00175840

Atul Mathur

Director

DIN:- 06788674

SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED
Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)
CIN: U45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note -1. SHARE CAPITAL

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised 50,00,000 Equity shares of Rs.10/- each with voting rights	50,00,000	5,00,00,000	50,000	5,00,000
(b) Issued, Subscribed and Paid up 6,52,860 Equity shares of Rs.10 each with voting rights	6,52,860	65,28,600	41,750	4,17,500
Total	6,52,860	65,28,600	41,750	4,17,500

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Nos.	Rs.	Nos.	Rs.
Share Capital at the beginning of the period	41,750	4,17,500	41,750	4,17,500
Issue during the period : - Equity Shares issue [#]	6,11,110	61,11,100	-	-
Outstanding at the end of the period	6,52,860	65,28,600	41,750	4,17,500

[#]On 06th March, 2023 the Company has converted loan of Rs. 8,24,99,850/- into equity shares totalling 611110 valued at Rs.135/- relying on the valuation report given by CA Gaurang Agarwal, Registered Valuer.

b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. List of Shareholders holding more than 5% share capital

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
M/s MG Metalloy Private Limited	5,92,592	90.77%	10	59,25,920
TOTAL	5,92,592	90.77%		59,25,920

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



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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

d. Details of shares held by promoters

Current Reporting Period

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	31,250	4.79%	-67.07%
2	Anu Tandon	3,500	0.54%	-7.85%
3	Sheveta Chaudhary	3,500	0.54%	-7.85%
4	Sonal Mathur	3,500	0.54%	-7.85%
5	Mamta Gattani	-	0.00%	-1.56%
6	Ajay Gattani	-	0.00%	-1.44%
7	M/s MG Metalloy Private Limited	5,92,592	90.77%	90.77%
8	Manan Garg	18,518	2.84%	2.84%

Previous Reporting Period

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	30,000	71.86%	0.00%
2	Anu Tandon	3,500	8.38%	0.00%
3	Sheveta Chaudhary	3,500	8.38%	0.00%
4	Sonal Mathur	3,500	8.38%	0.00%
5	Mamta Gattani	650	1.56%	0.00%
6	Ajay Gattani	600	1.44%	0.00%
7	M/s MG Metalloy Private Limited	-	0.00%	0.00%
8	Manan Garg	-	0.00%	0.00%

For and on behalf of the Board of Directors of
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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

e. Statement of Change in Equity

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
30,000	-	30,000	1,250	31,250
3,500	-	3,500	-	3,500
3,500	-	3,500	-	3,500
3,500	-	3,500	-	3,500
650	-	650	(650)	-
600	-	600	(600)	-
-	-	-	5,92,592	5,92,592
-	-	-	18,518	18,518

Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
30,000	-	30,000	-	30,000
3,500	-	3,500	-	3,500
3,500	-	3,500	-	3,500
3,500	-	3,500	-	3,500
650	-	650	-	650
600	-	600	-	600
-	-	-	-	-
-	-	-	-	-

**For and on behalf of the Board of Directors of
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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 2 RESERVES AND SURPLUS

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
(A) Securities premium account		
Opening balance		
Add : Received during the 611110 EQS X Rs.125/-	76389	-
Closing balance	76389	-
(B) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-1189	-1562
Add: Profit / (Loss) for the year	7877	373
Add: Tax adjustments for earlier years	-763	
Closing balance	5925	-1189
Total	82313	-1189

Note 3 LONG TERM BORROWINGS

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
SECURED LOANS		
Secured Loans		-
Total	-	-
UNSECURED LOANS		
Loan from Banks/ NBFC	6976	
Loan from Related Party	37174	26280
Loan from Others-	-	-
Minions Venture Private Limited	73	480
Total	44223	26760
OTHER LONG TERM LIABILITIES		
For Capital Goods from Salista Network Pvt Ltd	39460	-
Total	39460	-
TOTAL	83683	26760

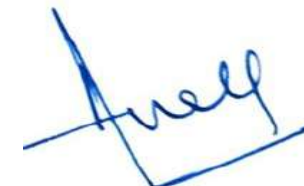
Note 4 SHORT TERM BORROWINGS

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
SECURED LOANS		
OD A/C	-	6948
CASH CREDIT	-	-
(Secured against hypothecation of Stocks and Personal guarantee of Directors and equitable mortgaged of Factory Land and Building)		
TOTAL	-	6948

For and on behalf of the Board of Directors of
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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 6 OTHER CURRENT LIABILITIES

Particulars	(Amount in '000')	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Credit Card	-	99
Expenses Payable	241	445
Other Payables		
Shooru Capital Limited HongKong	8278	
Total	8518	543

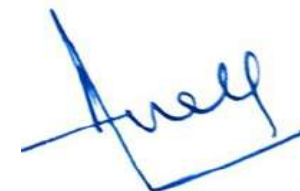
Note 7 SHORT TERM PROVISIONS

Particulars	(Amount in '000')	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
(a) Provision for employee benefits		
EPF Payable	13	17
ESI Payable	13	15
Salary & Wages Payable	1185	1498
(b) Provision - for TAX		
TDS Payable	113	329
Income Tax Payable	3553	
(c) Provision - Others		
Audit Fees Payable	-	45
Interest Payable	137	
GST Payable	848	343
Total	5860	2247

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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 9 NON CURRENT INVESTMENTS

(Amount in '000')		
Particulars	Figures as at the end of	Figures as at the end of
	Rs.	Rs.
Investments in M/s Shoora International FZE, Dubai (US\$100,000 @ 82.78 INR) - 100% W.O.S.	8278	0
Total	8278	0

Note 10 NON CURRENT ASSETS

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Long-term trade receivables (including trade receivables on deferred credit terms)	0	0
Security Deposits	332	236
Others (Specify nature)		0
Total	332	236

Note 13 CASH AND CASH EQUIVALENTS

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
A) Cash In Hand	51	46
B) Bank Balance	5744	0
Total	5794	46

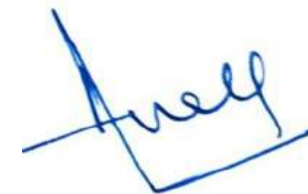
Note 14 SHORT TERM LOANS AND ADVANCES

(Amount in '000')		
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Advances to Suppliers	0	876
Others	7481	274
Advance to Creditors for Capital Goods	70000	
Recievable from Hero Fin Corp (TDS)	14	
TDS Receivable A.Y 2022-23 (after adj. tax 31-3-	2765	2955
TDS Receivable A.Y. 2023-24	3955	0
Total	84214	4105

For and on behalf of the Board of Directors of
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NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 5 TRADE PAYABLES

Figures For the Current Reporting Period

Particulars	(Amount in '000')				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	0	0	0	0	0
Others	7537	0	0	0	7537
Dispute dues-MSME	0	0	0	0	0
Dispute dues	0	0	0	0	0
Others	0	0	0	0	0
Total	7537	0	0	0	7537

Figures For Previous Reporting Period

Particulars	(Amount in '000')				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	0	0	0	0	0
Others	5357	0	0	0	5357
Dispute dues-MSME	0	0	0	0	0
Dispute dues	0	0	0	0	0
Others	0	0	0	0	0
Total	5357	0	0	0	5357

Note 12 TRADE RECEIVABLES

Figures For the Current Reporting Period

Particulars	(Amount in '000')					
	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	13508	0	0	0	0	13508
Undisputed Trade Receivables- Considered Doubtful	0	0	0	0	0	0
Disputed Trade Receivables- Considered Goods	0	0	0	0	0	0
Disputed Trade Receivables- Considered Doubtful	0	0	0	0	0	0
Others	0	0	0	0	0	0

Figures For Previous Reporting Period

Particulars	(Amount in '000')					
	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	8420	0	0	0	0	8420
Undisputed Trade Receivables- Considered Doubtful	0	0	0	0	0	0
Disputed Trade Receivables- Considered Goods	0	0	0	0	0	0
Disputed Trade Receivables- Considered Doubtful	0	0	0	0	0	0
Others	0	0	0	0	0	0

For and on behalf of the Board of Directors of
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Note 16 REVENUE FROM OPERATIONS

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Sale of products	0	0
Sale of Services	64299	42589
Grants or donations received (relevant in case of section 8 companies only)	0	0
Other operating revenue	0	4700
Total - Sales	64299	47289

Note 17 OTHER INCOME

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Discount Received	49	0
Other non-operating income		
Interest on Income Tax Refund	0	34
Miscellaneous Income	229	212
Total	278	246

Note 20 EMPLOYEE BENEFIT EXPENSES

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Salaries and wages	9063	12091
ESI & EPF - Employer's Contribution	153	134
Staff Welfare Expenses	37	327
Total	9253	12552

Note 21 FINANCE COST

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Bank Charges	204	147
Interest on Loan	4335	2021
Total	4539	2168

For and on behalf of the Board of Directors of
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Note 22 OTHER EXPENSES

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
A) DIRECT EXPENSE		
Site Electricity Expense	10622	8061
Site Maintenance Expenses	1065	7362
License Fee	83	0
Rent Expense	14754	9860
Total	26523	25282
B) INDIRECT EXPENSE		
Business Promotion	551	389
Freight Expenses	293	161
Insurance Expense	77	0
Legal Expenses	19	2
Miscellaneous expenses	186	28
Office Expenses	16	76
Office Rent Expenses	1076	877
Postage & Courier Expenses	45	227
Printing and Stationery Expenses	5	54
Professional Fees	47	284
Repair & Maintenance	23	34
Round Off	-1	0
Statutory Audit Fee	300	50
Telephone & Internet Expenses	146	101
Transportation Charges	487	695
Travelling Expenses	80	66
Vehicle Running Expenses	257	124
Total	3608	3168
Total	30131	28449

Note 23 Earning Per equity share

Particulars	(Amount in '000')	
	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Profit available to Equity Share Holders	7877	373
Weighted Average No. of Shares	85281	41627
Earning Per Share	92.37	8.96

For and on behalf of the Board of Directors of
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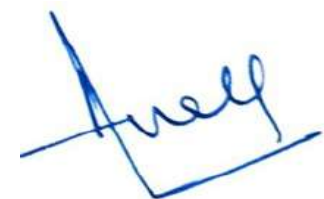
ANNEXURES TO NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2023 (Amount in '000')
1. Loan from NBFC & Banks	
Hero Finance Corp	1794
ICICI Bank Loan	1332
Kotak Mahindra Bank	1649
Unity Small Finance Loan	2201
Total	6976
2. Loan from Related Party	
Atul Mathur	8500
ICICI Credit Card - Parveen Tandon	112
M.G. Metalloy Private Limited	14000
Manan Garg	0
Praveen Tandon HDFC Credit Card (7038)	379
SAR Venture Private Limited	3083
SC Tandon	6800
Shelly Mathur	3000
Veena Tandon	1300
Total	37174
3. Details of Trade Payables:	
Adhi Support Pvt. Ltd.	115
Barsha Enterprise	8
J Enterprise	11
Kridhay Infra (OPC) Private Limited	1404
KT Enterprises	12
Metro Telworks Pvt Ltd	333
Raheja & Co	324
Salista Network Private Limited	4799
Shib Dyal Hardware Mill Store	5
Sunny Industries	57
Super Enterprises	361
Shyam Digi Services	100
V P Construction	7
Total	7537
4. Details of Trade Receivables:	
Bharti Airtel Limited	11530
Greenpole Power Solutions India Pvt. Ltd.	14
Luminous Power Technologic Pvt. Ltd.	3
MG Logistics	0
Salista Network Private Limited	1962
Total	13508

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ANNEXURES TO NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2023 (Amount in '000')
5. Details of Expenses Payable	
Hero Finance Corp	40
Rent & Other Payables	201
Total	241
6. Details of Others Advances:	
Adacell Technologies Private Limited	167
AtoM Lucknow Development	107
GST Receivables	534
Imprest Accounts- Employees	97
CGST Not shown in 2B	33
SGST Not shown in 2B	33
IGST Not show in 2B	6509
Total	7481
7. Details of Advance against Capital Goods	
Talent Hub Services Private Limited	70000
Total	70000
8. Details of Interest Payable:	
Interest Payable- Atul Mathur HUF	6
Interest Payable- Kalika Mathur	9
Interest Payable- Mamta Gattani	0
Interest Payable- Praveen Tandon HUF	7
Interest Payable- SC Tandon	70
Interest Payable- Shelly Mathur	30
Interest Payable- Shweta Chaudhary	2
Interest Payable- Veena Tandon	12
Total	137
9. Details of TDS Payable:	
TDS u/s 192B- Salary	8
TDS u/s 194A(UL+NBFC)	29
TDS u/s 194C	5
TDS u/s 194I	5
TDS u/s 194J	30
TDS u/s 194Q	36
Total	113

For and on behalf of the Board of Directors of
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Note - 8

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STATEMENT OF FIXED ASSETS, AS ON 31st March 2023


(Amount in '000')

PARTICULARS	RATE OF DEPRECIATION	G R O S S ----- B L O C K					DEPRECIATION			N E T -- B L O C K	
		AS ON	ADDITIONS	ADDITIONS	SALE	AS ON	UP TO	FOR THE	AS ON	AS ON	AS ON
		01/04/2022	Before 30.09.2022	After 30.09.2022	during the year	31.01.2023	01.04.2022	YEAR	31.03.2023	31.03.2023	31.03.2022
PLANT & MACHINERY	0	32768	15034	48066	-	95868	4987	8701	13688	82180	27781
FURNITURE & FIXTURES	0	69	62	15	-	147	6	19	24	122	64
COMPUTER	0	269	3	15	-	288	81	91	171	116	188
MOBILE	0	129	21	42	-	192	32	61	93	99	97
OFFICE EQUIPMENT	0	63	0	0	-	63	5	9	14	49	58
TOTAL		33298	15121	48138	-	96558	5110	8881	13991	82566	28188

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Particulars of Depreciation allowable as per the Income Tax Act, 1961 in respect of each asset or block of asset as the case may be.

(Amount in '000')

SL. NO.	PARTICULARS	RATE OF DEP.	WDV as on 01.04.2022	Addition during the year		Deductions during the year	TOTAL AMOUNT	Depreciation allowable	WDV as on 31.03.2023
				More than 180 days	Less than 180 days				
1	FURNITURE & FITTINGS	10.00%	63	62	15	-	140	13	127
2	PLANT & MACHINERY	15.00%	28180	15034	48066	-	91280	10087	81193
3	MOBILE PHONE	15.00%	116	21	42	-	179	24	155
4	PLANT & MACHINERY	40.00%	176	3	15	-	195	75	120
Current Year Total :-			28535	15121	48138	-	91794	10199	81595

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Computation of Deferred Tax Working

	(Amount in '000')	
	As at 31st March 2023 (Rupees)	As 31st March 2022 (Rupees)
WDV as per Companies Act	82566	
WDV as per Income Tax Act	81595	
Difference	971	0
DTL @ 26%	252	-90
DTL to be created through P & L		343

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



Rahul Sahdev
Director
DIN:- 00175840



Atul Mathur
Director
DIN:- 06788674

SAR TELEVENTURE PRIVATE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

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

CIN: U45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

Notes to standalone financial statements for the year ended March 31, 2023

1 Corporate Information

SAR TELEVENTURE LIMITED is a Private Limited Company since incorporation under the provisions of the Companies Act, 2013 but now it is converted in to Public Limited on 12.04.2023 and also becomes the Holding Co. of M/s Shoora International FZE Dubai (WOS) by making an investment of (US\$100,000 @ 82.78 INR) and It is also a Subsidiary Co. of an Indian Co. i.e. M.G Metalloys Private Limited.

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Companies Act, 2013. Additional disclosures specified in the Accounting Standards shall be made in the notes to accounts or by way of additional statement unless required to be disclosed on the face of the Financial Statements. Similarly, all other disclosures as required by the Companies Act, 2013 shall be made in the notes to accounts in addition to the requirements set out in this Schedule.

2.1 Significant Accounting Policies

Use of Estimates

The preparation of the financial statements is in conformity with the generally accepted accounting principles requires management to

Property, Plant & Equipments

Property, Plant & Equipments and Intangible assets are stated at cost of acquisition less accumulated depreciation and impairment. Cost includes any borrowing costs directly attributable to the acquisition/ construction of fixed assets and bringing the assets to its working condition for its intended use.

Exchange difference arising on account of liabilities incurred for acquisition or construction of Fixed Assets is adjusted in the carrying amount of related Fixed Assets.

Capital Work-in-Progress

Costs of assets not ready for use before the year-end and expenditure during that period that is directly or indirectly related to Telecom maintenance, including borrowing costs are included under Capital Work-in-Progress.

Depreciation

Depreciable amount for the property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value based on the technical advice.

Depreciation on property, plant and equipment has been provided on the written down value as the Companies Act, 2013 taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long term investments are stated at cost. Provision for diminution in the value of long- term investments is made only if such diminution is other than temporary. Current Investments are carried at the lower of cost and fair value and provisions are made to recognize the decline in the carrying value.

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Notes to standalone financial statements for the year ended March 31, 2023

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that Company incurs in connection with the borrowing of funds.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be readily measured.

Sales of Goods and Services

Income from services is recognized on the completion of services. Period based services are accounted for proportionately over the period of service.

Income from Interest

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other Incomes

Other Incomes are accrued as earned except where the receipt of income is uncertain.

Retirement and other Employee Benefits

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the statement of Profit and Loss for the year when the contributions to the respective funds are due. The Company has no other obligation other than the contribution payable.

Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that company incurs in connection with the borrowing of funds.

Taxes on Income

Tax expense comprises of current and deferred tax.

(i) **Current income tax** is determined as the amount of tax payable in respect of taxable income for the year based on provisions of Income Tax Act, 1961.

(ii) **Deferred income tax** reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if legally and enforceable right exist to set off current tax asset against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In case of unabsorbed depreciation and carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Earnings Per Share

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Notes to standalone financial statements for the year ended March 31, 2023

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders after deducting attributable taxes by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Both profit for the year and weighted average numbers of shares are adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, term deposits with banks and other short-term highly liquid investments with maturities of three months or less.

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Notes to standalone financial statements for the year ended March 31, 2023

Current and non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as- non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

M/s Shooru Capital Limited HongKong is a Short Term Liability and it will repaid within 6 months

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
S A R TELEVENTURE LIMITED**



Rahul Sahdev
Director
DIN:- 00175840



Atul Mathur
Director
DIN: 06788674

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RELATED PARTY DISCLOSURES

In accordance with the requirements of Accounting Standard-18 'Related Party Disclosures' the names of the related parties where control exists and/or with whom transactions have taken place during the year if any and description of relationships, as defined and certified by the management along with transaction carried out during the year, are as follows.

(Amount in Lakhs)

Transaction with	Nature of Transaction	Transaction during the year ended on (Rs.)			Closing Balance as on (Rs.)		
		31/03/2023	31/03/2022	31/03/2021	31/03/2023	31/03/2022	31/03/2021
Key Management Personnel –							
Atul Mathur	Loan Taken	85.00	Nil	15.00	85.00	Nil	15.00
	Loan Repaid	Nil	15.00	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	0.15	Nil	Nil	Nil
	Interest paid	Nil	Nil	0.15	Nil	Nil	Nil
	Salary Paid	11.00	Nil	Nil	2.78	Nil	Nil
Parveen Tandon	Loan Taken	8.20	1.00	16.00	Nil	Nil	16.00
	Loan Repaid	8.20	17.00	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	1.25	1.24	Nil	Nil	-0.05
	Interest Paid	Nil	1.20	1.29	Nil	Nil	Nil
	Salary Paid	11.00	Nil	Nil	2.78	Nil	Nil
Manan Garg	Loan Taken	25.00	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	25.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	Nil	Nil	Nil
	Interest Paid	Nil	Nil	Nil	Nil	Nil	Nil
Deepak Chaudhary	Loan Taken	Nil	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	Nil	Nil	1.50	Nil	Nil	Nil
	Salary Paid	11.00	Nil	Nil	Nil	Nil	Nil
M G Metalloys Private Limited	Loan Taken	940.00	Nil	Nil	140.00	Nil	Nil
	Loan Repaid	800.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	3.91	Nil	Nil	Nil	Nil	Nil
	Interest Paid	3.91	Nil	Nil	Nil	Nil	Nil

Relative of Key Management Personnel -							
Kalika Mathur	Loan Taken	Nil	Nil	10.00	Nil	10.00	10.00
	Loan Repaid	10.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	1.08	1.20	0.69	0.09	0.09	0.09
	Interest paid	1.08	1.20	0.61	Nil	Nil	Nil
S C Tandon	Loan Taken	4.00	34.00	30.00	68.00	64.00	30.00
	Loan Repaid	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	8.29	5.55	1.56	0.70	0.65	0.23
	Interest paid	8.24	5.13	1.33	Nil	Nil	Nil
Shweta Chaudhary	Loan Taken	4.50	Nil	5.00	Nil	5.00	5.00
	Loan Repaid	9.50	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.52	0.60	0.02	0.02	0.05	0.02
	Interest paid	0.54	0.58	Nil	Nil	Nil	Nil
Shelly Mathur	Loan Taken	Nil	Nil	Nil	30.00	30.00	Nil
	Loan Repaid	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	3.65	1.32	Nil	0.30	0.30	Nil
	Interest paid	3.65	1.01	Nil	Nil	Nil	Nil
Veena Tandon	Loan Taken	3.00	10.00	Nil	13.00	10.00	Nil
	Loan Repaid	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	1.42	1.04	Nil	0.12	0.09	Nil
	Interest paid	1.39	0.95	Nil	Nil	Nil	Nil
Atul Mathur HUF	Loan Taken	8.00	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	8.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.40	Nil	Nil	0.06	Nil	Nil
	Interest paid	0.34	Nil	Nil	Nil	Nil	Nil
Parveen Tandon HUF	Loan Taken	2.00	10.00	Nil	Nil	6.00	Nil
	Loan Repaid	8.00	4.00	Nil	Nil	Nil	Nil
	Interest on Loan	0.83	0.26	Nil	0.07	0.05	Nil
	Interest paid	0.82	0.21	Nil	Nil	Nil	Nil