NOTICE OF 02/2026-27 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (**02/2026-27**) Extra-Ordinary General Meeting ("EGM") of Tikona Communication Limited (Formerly Known as Grand Foundry Limited) will be held on **Wednesday, October 28, 2026,** at 12:00 PM (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company, and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of the Registrar of Companies and other appropriate statutory, regulatory or other authorities, as may be required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 30,10,00,000/- (Rupees Thirty Crore Ten Lakh Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 4/- (Rupees Four Only) each aggregating to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 10,00,000/- (Rupees Ten Lakh Only) to Rs. 1,38,00,00,000/- (Rupees One Hundred Thirty-Eight Crore Only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 4/- (Rupees Four Only) each aggregating to Rs. 52,00,00,000/- (Rupees Fifty-Two Crore Only) and 8,60,00,000 (Eight Crore Sixty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 86,00,00,000/- (Rupees Eighty-Six Crore Only).

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following Clause:

"V. The Authorised Share Capital of the Company is Rs. 1,38,00,00,000/- (Rupees One Hundred Thirty-Eight Crore Only), divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 4/- (Rupees Four Only) each, aggregating to Rs. 52,00,00,000/- (Rupees Fifty-Two Crore Only), and 8,60,00,000 (Eight Crore Sixty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each, aggregating to Rs. 86,00,00,000/- (Rupees Eighty-Six Crore Only)."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution, including making necessary applications, filings and submissions with the Registrar of Companies and other statutory or regulatory authorities, and to execute all such documents, deeds, writings and instruments as may be necessary in this regard and to settle any question, difficulty or doubt that may arise in connection therewith.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of Directors, Managing Director, Company Secretary or any other Officer(s) of the Company, as it may deem appropriate, for giving effect to this resolution."

Item No. 2. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations" or "SEBI ICDR Regulations"); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, National Stock Exchange of India Limited and BSE Limited, stock exchanges where the equity shares of the Company are listed ("Stock Exchanges") and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 8,84,50,000 (Eight Crore Eighty Four Lakhs Fifty Thousand Only) Convertible Warrants ("**Warrants**") of face value of Rs. 4/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one equity share of face value of Rs. 4/- (Rupees Four only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the explanatory statement annexed to the notice at an issue price of Rs. 10/- (Rupees Ten Only) (including the Warrant subscription price and warrant exercise price) (**hereinafter referred to as the "Warrant Issue Price**")", determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, or such other higher prices if any to be determined in consultation with the stock exchanges and in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter and Non-Promoter Group (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the "Proposed Allottees" as detailed herein below:

Sr. No.	Particulars	No. of warrants proposed to be allotted	Category
1	Sar Televenture Limited	4,50,00,000	Promoter
2	M.G Metalloy Private Limited	1,10,00,000	Promoters' Group
3	Yuven Mohan Mittal	1,00,00,000	Non- Promoter
4	SVM Infrastructure Private Limited	1,00,00,000	Non- Promoter
5	VSM Infrastructure and Developers Private Limited	1,00,00,000	Non- Promoter
6	Aman Dhawan	5,00,000	Non- Promoter
7	Pooja Gupta	5,00,000	Non- Promoter
8	9N9 Ventures Private Limited	5,00,000	Non- Promoter
9	Pine Capital	4,00,000	Non- Promoter
10	Vikas Tandon	2,50,000	Non- Promoter
11	Deepak Chaudhary	1,00,000	Non- Promoter
12	Khushbu Shah	1,00,000	Non- Promoter
13	Raj Kumar Gupta	50,000	Non- Promoter
14	Piyush Rastogi	25,000	Non- Promoter
15	Kamal Garg	25,000	Non- Promoter
	Total	**8,84,50,000**	

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants to the proposed allottees and the equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The "Relevant Date" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above- mentioned preferential issue of equity shares is **Monday, 28th September, 2026**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., **Wednesday, 28th October, 2026**.

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

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

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

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

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

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

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

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

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

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

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

m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

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

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

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

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

ITEM No.3. To ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PERSONS BELONGING TO NON-PROMOTER GROUP

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

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

Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, offer, issue and allot, on a preferential basis, up to maximum of **1,04,00,000 (One Crore Four Lakhs)** Equity Shares of face value of Rs. 4 each, at an issue price of Rs. 10 per Equity Share, aggregating up to **Rs. 10,40,00,000 (Indian Rupees Ten Crore Forty Lakhs**) to the following persons belonging to the Non-Promoter Group, on such terms and conditions as set out in the explanatory statement annexed to the notice at a price of Rs. 10/- (Rupees Ten Only) (including the Shares Application and allotment money) (**hereinafter referred to as the "Equity Share Issue Price**")", determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, or such other higher prices if any to be determined in consultation with the stock exchanges and in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Non-Promoter Group (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the "Proposed Allottees" as detailed herein below:

Sr. No.	Particulars	No. of Fully Paid Up Equity Shares proposed to be allotted	Category
1	Sakshi Goyal	50,00,000	Non-Promoter
2	Jita Edutech Private Limited	15,00,000	Non-Promoter
3	Skael Enterprises Private Limited	15,00,000	Non-Promoter
4	Ankush Bhardwaj	10,00,000	Non-Promoter
5	Daivik Jalan	10,00,000	Non-Promoter
6	Aryan Singh Chandhok	1,00,000	Non-Promoter
7	Arman Singh Chandhok	1,00,000	Non-Promoter
8	CAPCOM Adwisers LLP	2,00,000	Non-Promoter
	Total	**1,04,00,000**	

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of equity shares shall be subject to following terms:

a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;

b) The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.

d) Each Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.

e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

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

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

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

ITEM No.4 TO ISSUE REDEEMABLE NON-CONVERTIBLE CUMULATIVE PREFERENCE SHARES THROUGH PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to offer, issue and allot up to 8,56,11,902 (Eight Crore Fifty Six Lakhs Eleven Thousand Nine Hundred and Two Only), 3.20% Redeemable Non-Convertible Cumulative Preference Shares ("**RNCPS**") of face value of Rs.10/- each (Rupees Ten Only) to be issued at premium of Rs 20/- (Rupees Twenty Only) for consideration other than cash, against purchase consideration amounting to Rs. 256,83,57,080/- (Indian Rupees Two Hundred Fifty Six Crore Eighty Three Lakhs Fifty Seven Thousand and Eighty only) for acquisition of 90.82% shareholding comprised of 1,28,09,761 equity shares of **FUSIONNET WEB SERVICES LIMITED**, forming part of the authorized capital of the company and be offered and issued in one or more tranches, on a

Private placement basis to one of the equity shareholders of **FUSIONNET WEB SERVICES LIMITED**, who are forming part of existing equity shareholders of company , on such terms and conditions and manner as may be decided by the Board of Directors and/or Committee of the Board duly constituted and authorized (hereinafter referred to as "Board"), in its absolute discretion in the best interest of the company and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Companies Act, 2013 and Companies (Share capital and Debentures) Rules, 2014:

i) The RNCPS shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
ii) The RNCPS shall carry a preference dividend at the rate of 3.20% per annum;
iii) The payment of dividend shall be on cumulative basis for the RNCPS;
iv) The RNCPS shall be non-convertible;
v) The RNCPS shall be redeemable on completion of 10 years from the date of allotment at premium of 200% of the face value of the preference shares.
vi) The RNCPS may be redeemed before completion of 10 years subject to discretion of company and subject to consent from majority of RNCPS shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorized 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 to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit.**"**

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Preference Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and such other provisions as may be applicable.

RESOLVED FURTHER THAT the Board or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds, matters and things and execute and/or file all such deeds, documents, forms and writings and also give such directions and delegations, as it may in its absolute discretion deem fit and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

ITEM NO. 5 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

"**RESOLVED THAT** pursuant to the section 14 and other applicable provisions of the Companies Act, 2013, the provisions of the existing articles of association ("**Existing Articles**") of the Company, the amended and restated articles of association (a draft of which is placed before this meeting) ("**Restated Articles**") be and are hereby approved and adopted as the articles of association of the Company, in substitution of the Existing Articles of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this

Resolution, including filing of necessary e-Forms, returns and other documents with the Registrar of Companies, Stock Exchange(s) and other statutory or regulatory authorities, making such modifications or alterations as may be required by any statutory authority while according its approval, settling any question, difficulty or doubt that may arise in this regard, and to delegate all or any of its powers to any Director, Company Secretary or any other authorised officer(s) of the Company."

ITEM NO. 6 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SAR TELEVENTURE LIMITED

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 applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, including Section 188 and other applicable provisions, wherever applicable, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions, the applicable SEBI Circulars, including SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", and such other applicable laws, statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into and/or continue to enter into one or more contract(s), arrangement(s), transaction(s) and/or agreement(s), whether individually or in combination, with SAR Televenture Limited, a Holding Company and a Related Party of the Company, from time to time, during the period commencing from the date of Members' approval until the conclusion of the next Annual General Meeting of the Company or for a period of one year from the date of such approval, whichever is earlier, for an aggregate value not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period in respect of operational transactions, on such terms and conditions as may be mutually agreed between the parties and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the aforesaid operational transactions may include sale and purchase of services relating to FTTH business, fibre leasing arrangements, sharing of telecom infrastructure, network operation and maintenance services, bandwidth and connectivity services, revenue sharing arrangements, reimbursement and recovery of expenses and such other operational, commercial and business support services as may be mutually agreed between the parties from time to time in the ordinary course of business.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to provide and/or receive financial assistance, directly or indirectly, with or to/from SAR Televenture Limited, by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees,

security, collateral security, undertakings, pledge of assets/securities or any other form of financial assistance or investment permissible under applicable law, from time to time, for an aggregate amount outstanding at any point of time not exceeding Rs. 3000,00,00,000 (Rupees Three Thousand Crore only), on such terms and conditions as may be determined by the Board, subject to compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, finalise, vary, amend, modify or revise the terms and conditions of the aforesaid transactions, including the nature of transactions, pricing methodology, tenure, consideration, commercial terms and other incidental matters, provided that the aggregate monetary limits approved herein are not exceeded.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, execute all such agreements, contracts, deeds, writings and other documents, and to take all such steps and actions as may be considered necessary, proper or expedient for giving effect to this Resolution, including delegation of all or any of the powers herein conferred to any Committee of the Board, Director(s), Key Managerial Personnel and/or authorised officer(s) of the Company."

ITEM NO. 7 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PARAMETRIQUE ELECTRONIC SOLUTIONS PRIVATE LIMITED

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 applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, including Section 188 and other applicable provisions, wherever applicable, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions, the applicable SEBI Circulars, including SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", and such other applicable laws, statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to enter into and/or continue to enter into one or more contract(s), arrangement(s), transaction(s) and/or agreement(s), whether individually or in combination, with Parametrique Electronic Solutions Private Limited, a wholly owned subsidiary of SAR Televenture Limited, the Holding Company of Tikona Communication Limited (the Company"), from time to time, during the period commencing from the date of Members' approval until the conclusion of the next Annual General Meeting of the Company or for a period of one year from the date of such approval, whichever is earlier, for an aggregate value not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period in respect of operational transactions, on such terms and conditions as may be mutually agreed between the parties and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the aforesaid operational transactions may include, inter alia, sale and purchase of telecom infrastructure, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth and connectivity services, network operation and maintenance services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement and recovery of expenses and such other operational, technical, commercial and business support services as may be mutually agreed between the parties from time to time.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to provide and/or receive financial assistance with or to/from Parametrique Electronic Solutions Private Limited, by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of assets/securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws, for an aggregate outstanding amount not exceeding Rs. 300,00,00,000 (Rupees Three Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, finalise, amend, modify, alter or revise the nature, scope, pricing methodology, tenure, commercial terms and all other terms and conditions of the aforesaid transactions and to execute all agreements, contracts, deeds, documents, writings and other instruments and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board and/or any Director(s), Key Managerial Personnel and/or authorised officer(s) of the Company, as may be considered appropriate."

ITEM NO. 8 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH FUSIONNET WEB SERVICES LIMITED.

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 applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, including Section 188 and other applicable provisions, wherever applicable, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions, the applicable SEBI Circulars, including SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", and such other applicable laws, statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to enter into and/or continue to enter into one or more contract(s), arrangement(s), transaction(s) and/or agreement(s), whether individually or in combination, with Fusionnet Web Services Limited, a subsidiary of SAR Televenture Limited, the Holding Company of Tikona Communication Limited, from time to time, during the period commencing from the date of Members' approval until the conclusion of the next Annual General Meeting of the Company or for a period of one year from the date of such approval, whichever is earlier, for an aggregate value not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period in respect of operational transactions, on such terms and conditions as may be mutually agreed between the parties and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the aforesaid operational transactions may include, inter alia, sale and purchase of telecom infrastructure, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth and connectivity services, network operation and maintenance services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement and recovery of expenses and such other operational, technical, commercial and business support services as may be mutually agreed between the parties from time to time.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to provide and/or receive financial assistance with or to/from Fusionnet Web Services Limited, by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of assets/securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws, for an aggregate outstanding amount not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, finalise, amend, modify, alter or revise the nature, scope, pricing methodology, tenure, commercial terms and all other terms and conditions of the aforesaid transactions and to execute all agreements, contracts, deeds, documents, writings and other instruments and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution.

ITEM NO.9 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH FUSIONNET WEB SERVICES LIMITED AND SAR TELEVENTURE LIMITED

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 Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (to the extent applicable), the Company's Policy on Related Party Transactions, SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, the Industry Standards on 'Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions', and such other applicable laws, rules, regulations, circulars and statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s) proposed to be entered into between SAR Televenture Limited, the Holding Company of the Company, and Fusionnet Web Services Limited, a proposed Subsidiary of the Company, from time to time during the period commencing from the date of Members' approval until the conclusion of the next Annual General Meeting or for a period of one year from the date of Members' approval, whichever is earlier, for an aggregate value not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only) in respect of operational transactions, including sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth and connectivity services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement and recovery of expenses and other operational, technical, commercial and business support services, on such terms and conditions as may be mutually agreed between the parties, provided that all such transactions shall be in the ordinary course of business, wherever applicable, on an arm's length basis and in accordance with the Company's Policy on Related Party Transactions and applicable laws.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s) proposed to be entered into between **SAR Televenture Limited** and **Fusionnet Web Services Limited**, from time to time during the aforesaid approval period, for providing and/or receiving financial assistance, directly or indirectly, in one or more tranches, for an aggregate outstanding amount not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore only) at any point of time, by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, advances (other than trade advances), inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, performance guarantees, indemnities, comfort letters, undertakings, pledge of securities and/or such other permissible financial assistance, investments or credit support arrangements as may be permitted under applicable laws, on such terms and conditions, including tenure, pricing, interest, consideration, security and repayment, as may be mutually agreed between the parties, provided that such transactions shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, applicable RBI directions (where applicable), the Company's Policy on Related Party Transactions and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and the approval granted by the Members, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to take note of, approve, acknowledge, review and/or monitor the Material Related Party Transaction(s) proposed to be entered into between SAR Televenture Limited and Fusionnet Web Services Limited, in accordance with the terms approved herein and in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and other applicable laws, rules, regulations and circulars.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to sign, execute or acknowledge all such documents, writings, confirmations, declarations, applications, intimations and filings, to delegate all or any of its powers to any Committee of the Board or any Director(s), Key Managerial Personnel or authorised officer(s) of the Company, and to take all such actions as may be considered necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and complying with the applicable statutory, regulatory and contractual requirements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise in relation to the implementation of this Resolution and to make such non-material modifications, alterations or amendments to the terms of the proposed transactions as may be necessary to give effect to this Resolution, provided that such modifications do not result in any material modification requiring fresh approval of the Members under applicable laws and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT the actions taken by the Audit Committee and the Board in connection with evaluation and placing of the proposed transaction before the Members be and are hereby noted and taken on record.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer, the Company Secretary and Compliance Officer and/or any other officer authorised by the Board be and are hereby severally authorised to sign and execute all such applications, declarations, confirmations, certificates, forms, returns, intimations, affidavits, undertakings, writings and other

documents as may be necessary or expedient and to file the same with the Stock Exchanges, Securities and Exchange Board of India, the Registrar of Companies and/or any other statutory, regulatory or governmental authority, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy of this Resolution be provided to any person, authority, regulator, stock exchange, financial institution, banker or other stakeholder, as may be required, under the signature of any Director of the Company or the Company Secretary and Compliance Officer."

ITEM NO. 10: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR ACQUISITION OF 1,28,09,761 EQUITY SHARES, REPRESENTING 90.82% OF THE EQUITY SHARE CAPITAL OF FUSIONNET WEB SERVICES LIMITED FROM SAR TELEVENTURE LIMITED

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

"RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Articles of Association of the Company and such other applicable laws, rules, regulations, circulars, guidelines and approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any Committee thereof and any person authorised by the Board) to enter into and consummate the proposed Material Related Party Transaction with SAR Televenture Limited ("SAR"), for acquisition by the Company of 1,28,09,761 equity shares, representing 90.82% of the equity share capital of Fusionnet Web Services Limited ("Fusionnet"), from SAR, for an aggregate consideration of Rs. 256,83,57,080/- (Rupees Two Hundred Fifty-Six Crore Eighty-Three Lakh Fifty-Seven Thousand Eighty Only), to be discharged by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares ("RPS") of the Company having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, for consideration other than cash, redeemable upon completion of 10 (Ten) years from the date of allotment, on such terms and conditions as may be contained in the definitive agreements to be executed between the parties.

RESOLVED FURTHER THAT the Members hereby approve the aforesaid acquisition and the consideration payable therefor by way of issuance and allotment of the aforesaid RPS, as a Material Related Party Transaction under Regulation 23 of the SEBI Listing Regulations, and authorise the Board to enter into, execute and perform the Share Purchase Agreement, Share Transfer Documents, Share Subscription Agreement, Shareholders' Agreement, if any, and such other definitive agreements, deeds, instruments, declarations, undertakings and ancillary documents as may be necessary or expedient in connection with the proposed acquisition and issuance of the aforesaid RPS.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute, sign and file all such applications, forms, returns, notices,

disclosures, documents and writings as may be necessary, desirable or expedient for giving effect to the aforesaid Resolution and the proposed acquisition, including completion of all statutory and regulatory compliances, transfer of the equity shares of Fusionnet in favour of the Company and issuance and allotment of the aforesaid RPS to SAR.

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

By Order of the Board of Directors of
Tikona Communication Limited
(Formerly known as Grand Foundry Limited)
Sd/-
(Sonia Arora)
Company Secretary & Compliance Officer
Membership No.: A25863

Date: October 1, 2026
Place: Noida

CIN: L61900MH1973PLC017655
Regd. Office: 17, 1st Floor, A Wing, B. No. 19,
BKC Bandra Pinnacle Corporate Park Mumbai-400098
Phone: +91-9315615506
E-mail: info@tikonacomm.in
Website: www.tikonacomm.in

NOTES:

1. The Ministry of Corporate Affairs ("MCA") issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 ("hereinafter referred collectively as "MCA Circulars") have permitted companies to conduct EGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circular, applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the EGM ('Deemed Venue'). The detailed instructions for accessing and participating in the EGM through VC/OAVM facility is mentioned below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM notice are considered unavoidable and forms part of this Notice.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of M/s Purva Sharegistry (India) Private Limited (Purva), to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Purva Sharegistry (India) Private Limited (Purva), a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video

Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.

3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on **Friday, October 2, 2026**. Further, a person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e [**Wednesday, October 21, 2026**] shall only be entitled to cast their vote through Remote E-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.

4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by follow the steps as given below:

a) Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at info@tikonacomm.in to the RTA at support@purvashare.com.

b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.

6. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	**October 25, 2026 at 9:00 A.M. IST**
End of remote e-voting	**October 27, 2026 at 5:00 P.M. IST**

7. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.

8. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

10. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
Tikona Communication Limited	www.tikonacomm.in
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
Purva for providing the Remote e-Voting facility	https://evoting.purvashare.com

11. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Sonia Arora, Company Secretary & Compliance Officer of the Company at info@tikonacomm.in

12. The Board of Directors of the Company has appointed Ms. Loveleen Gupta, Proprietor of (Membership No. FCS 5287 of M/s. L. Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

13. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing it's representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at loveleen@lgaindia.com

14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed. The results shall also be simultaneously be placed on the website of the Company at www.tikonacomm.in and on the website of Purva at https://evoting.purvashare.com.

16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

17. **To take note regarding certificate under regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

    Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company is required to include in the explanatory statement to the Notice seeking shareholders' approval for change of name, a certificate issued by a Practising Chartered Accountant confirming compliance with the conditions prescribed under Regulation 45(1) of the SEBI LODR Regulations.

The Company had obtained a certificate from the Practising Chartered Accountant in respect of compliance with Regulation 45(1) of the SEBI LODR Regulations. However, in view of certain revisions/clarifications required in the said certificate, the Company has obtained a revised certificate from the Practising Chartered Accountant confirming compliance with the applicable conditions prescribed under Regulation 45(1) of the SEBI LODR Regulations.

Accordingly, the revised certificate issued by the Practising Chartered Accountant is annexed to this Notice and shall form an integral part of this Notice and the Explanatory Statement thereto.

The revised certificate is being provided to ensure complete and accurate disclosure and compliance with the requirements of Regulation 45(3) of the SEBI LODR Regulations. The Members are requested to take note of the revised certificate while considering the proposed change of name of the Company from **"Grand Foundry Limited" to "Tikona Communication Limited."**

Except for the aforesaid revision in the certificate, all other information and disclosures contained in the Notice and Explanatory Statement dated 20th July,2026 shall remain unchanged.

E-Voting System – For Remote e-voting and e-voting during EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. This EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.tikonacomm.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. https://evoting.purvashare.com/.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on **October 25, 2026, at 9:00 A.M. IST** and ends on **October 27, 2026 at 5:00 P.M. IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **October 21, 2026,** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their

mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name Tikona Communication Limited (formerly known as Grand Foundry Limited) or e-Voting service provider name (PURVA-https://evoting.purvashare.com)** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; loveleen@lgaindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above

for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@tikonacomm.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@tikonacomm.in/These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@tikonacomm.in and support@purvashare.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders - Please update your email id & mobile no. with your

respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By Order of the Board of Directors of
Tikona Communication Limited
(Formerly known as Grand Foundry Limited)

Sd/-
(Sonia Arora)
Company Secretary & Compliance Officer
Membership No.: A25863

Date: October 1, 2026
Place: Noida

CIN: L61900MH1973PLC017655
Regd. Office: Office 17, 1st Floor, A Wing, B. No. 19,
BKC Bandra Pinnacle Corporate Park Mumbai-400098
Phone: +91-9315615506
E-mail: info@tikonacomm.in
Website: www.tikonacomm.in

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

Item No. 1

The present Authorised Share Capital of the Company is Rs. 30,10,00,000/- (Rupees Thirty Crore Ten Lakh Only) divided into:

- 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 4/- each, aggregating to Rs. 30,00,00,000/- (Rupees Thirty Crore Only); and
- 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each, aggregating to Rs. 10,00,000/- (Rupees Ten Lakh Only).

In view of the proposal to issue further securities as proposed under Item Nos. 2, 3 and 4 of the Notice and to meet the Company's future fund-raising and other corporate requirements, it is proposed to increase the Authorised Share Capital of the Company as follows:

Particulars	Existing Capital	Increase in Capital	Capital after Increase
Authorised Equity Share Capital			
No. of Equity Shares	7,50,00,000	5,50,00,000	13,00,00,000
Amount	Rs. 30,00,00,000	Rs. 22,00,00,000	Rs. 52,00,00,000
Authorised Preference Share Capital			
No. of Preference Shares	1,00,000	8,59,00,000	8,60,00,000
Amount	Rs. 10,00,000	Rs. 85,90,00,000	Rs. 86,00,00,000
Total Authorised Share Capital	**Rs. 30,10,00,000**	**Rs. 1,07,90,00,000**	**Rs. 1,38,00,00,000**

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from Rs. 30,10,00,000/- to Rs. 1,38,00,00,000/-, comprising 13,00,00,000 Equity Shares of Rs. 4/- each and 8,60,00,000 Preference Shares of Rs. 10/- each.

The proposed increase in the Authorised Share Capital is intended to facilitate the proposed issue of securities as set out under Item Nos. 2, 3 and 4 of the Notice and to provide the Company with adequate authorised capital for its future fund-raising and other corporate requirements.

Consequent upon the increase in the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company is required to be altered accordingly.

Pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, the increase in the Authorised Share Capital of the Company and the consequential alteration of the Capital Clause of the Memorandum of Association require the approval of the members of the Company in accordance with the applicable provisions of the Act.

Accordingly, the approval of the members is being sought by way of an Ordinary Resolution as set out at Item No. 1 of this Notice.

The proposed alteration of the Capital Clause of the Memorandum of Association will enable the Company to appropriately align its authorised capital with its proposed capital-raising requirements.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out at Item No. 1 of the Notice for approval of the members as an Ordinary Resolution.

Item No. 2 & 3

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

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of warrants and equity shares are as under:

The proposed issue and allotment of convertible warrants and equity shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the members of the company which forms part of this explanatory statement to the notice. Without generality to the above, the salient features of the preferential issue of convertible warrants are:

- The "**Relevant Date**" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of equity shares is **Monday, 28th September 2026**, which is a date 30 days prior to the date on which the resolution is deemed to be passed;

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

1. The allotment of the warrants and equity shares are subject to the Proposed Allottee(s) not having sold any equity shares of the company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

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

The Board of Directors in its meeting held on 1st October, 2026 had approved the issuance of following securities to be issued on a preferential basis ("Preferential issue"):

a. Upto maximum of 1,04,00,000 equity shares, to the persons belonging to the non-promoter having face value of Rs. 4/- each at an issue price of Rs. 10/- (Indian Rupee Ten Only) per equity share, determined in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, as amended from time to time aggregating to Rs. 10,40,00,000/- (Indian Rupee Ten Crore Forty Lakhs Only)

b. Upto maximum of 8,84,50,000 convertible warrants, to the persons belonging to the Promoter/Promoter Group and Non-Promoter Group, each carrying a right to subscribe to 1 (one) equity share against each warrant at a price of Rs. 10/- (Indian Rupees Ten Only) per warrant (including the Warrant subscription price and warrant exercise price) determined in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, as amended from time to time aggregating to Rs. 88,45,00,000 (Indian Rupees Eighty Eight Crore Forty Five Lakhs only) in compliance with applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 and other applicable laws.

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

The Company proposes to raise funds through the issue and allotment of **8,84,50,000 Warrants** at an issue price of Rs. 10/- per Warrant, aggregating to **Rs. 88,45,00,000/- (Rupees Eighty-Eight Crore Forty-Five Lakh Only)**, and **1,04,00,000 Equity Shares** at an issue price of Rs. 10/- per Equity Share, aggregating to **Rs. 10,40,00,000/- (Rupees Ten Crore Forty Lakh Only)**.

Accordingly, assuming full conversion of the Warrants into Equity Shares and receipt of the entire consideration therefrom, the aggregate amount proposed to be raised by the company would be **Rs. 98,85,00,000/- (Rupees Ninety-Eight Crore Eighty-Five Lakh Only)**.

Sr. No.	Particulars	Tentative Amount (Rs. in Crores)
1	To infuse fund in subsidiaries by way of debt/equity	84.85
2	General Corporate Purpose	14.00
	Total	**98.85**

(iii) Maximum number of specified securities to be issued:
The resolutions set out in this notice authorize the Board to issue:

I. Upto maximum of 8,84,50,000 convertible warrants, to the persons belonging to the promoter/promoter group and non-promoters' group, each carrying a right to subscribe to 1 (one) equity share against each warrant at a price of Rs. 10/- (Indian Rupees Ten Only) per warrant (including the warrant subscription price and warrant exercise price) as per the table specified below:

Sr. No.	Particulars	No. of warrants	Category
1	Sar Televenture Limited	4,50,00,000	Promoter
2	M.G Metalloy Private Limited	1,10,00,000	Promoters' Group

3	Yuven Mohan Mittal	1,00,00,000	Non- Promoter
4	SVM Infrastructure Private Limited	1,00,00,000	Non- Promoter
5	VSM Infrastructure and Developers Private Limited	1,00,00,000	Non- Promoter
6	Aman Dhawan	5,00,000	Non- Promoter
7	Pooja Gupta	5,00,000	Non- Promoter
8	9N9 Ventures Private Limited	5,00,000	Non- Promoter
9	Pine Capital	4,00,000	Non- Promoter
10	Vikas Tandon	2,50,000	Non- Promoter
11	Deepak Chaudhary	1,00,000	Non- Promoter
12	Khushbu Shah	1,00,000	Non- Promoter
13	Raj Kumar Gupta	50,000	Non- Promoter
14	Piyush Rastogi	25,000	Non- Promoter
15	Kamal Garg	25,000	Non- Promoter
	Total	**8,84,50,000**	

II. Upto maximum of 1,04,00,000 equity shares, to the persons not belonging to the non-promoters group having face value of Rs. 4/- each at a price of Rs. 10/-(Indian Rupee Ten Only) per equity share, as per the table specified below:

Sr.No.	Particulars	No. of Fully Paid-Up Equity Shares	Category
1	Sakshi Goyal	50,00,000	Non-Promoter
2	Jita Edutech Private Limited	15,00,000	Non-Promoter
3	Skael Enterprises Private Limited	15,00,000	Non-Promoter
4	Ankush Bhardwaj	10,00,000	Non-Promoter
5	Daivik Jalan	10,00,000	Non-Promoter
6	Aryan Singh Chandhok	1,00,000	Non-Promoter
7	Arman Singh Chandhok	1,00,000	Non-Promoter
8	CAPCOM Adwisers LLP	2,00,000	Non-Promoter
	Total	**1,04,00,000**	

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the warrants is **Monday, 28th**

September, 2026, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the price has been arrived

The equity shares of the company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited for a period of 90 Trading Days or more on Relevant Date.

Further in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018, the "**frequently traded shares"** means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the [240 trading days] preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

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

Explanation: For the purpose of this regulation, '**stock exchange'** means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding [90 trading days] prior to the relevant date.

Shares of the company are not frequently traded in terms of Regulation 164(5) of the SEBI ICDR Regulations, 2018. In terms of Regulation 165 of SEBI ICDR Regulations, 2018, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies, Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed. Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Accordingly, the minimum issue price has been calculated on the basis of valuation report taken from independent registered valuer in terms of Regulation 165 and valuation report taken from independent registered valuer in terms of regulation 166A of the SEBI ICDR Regulations, 2018. In view of the above, the minimum issue price has been computed as Rs. 10/- per equity share and warrants convertible in to equivalent number of equity shares after taking in to consideration, the fair value per share of Rs. 9.61/- as recommended by valuer in terms of Regulation 165 and the fair value per share of Rs. 8.08/- as recommended by valuer in terms of Regulation 166A of the SEBI ICDR Regulations, 2018, in view of allotment of shares by more than 5% to the proposed allottee on the basis of fully diluted capital of the company.

In Compliance with Regulation 165 of SEBI (ICDR) Regulations, 2018, a valuation report has been taken from an Independent Registered Valuer, Ms. Sakshi Nandan Dhuria Chartered Accountant and Registered Valuer, having IBBI Registration No. IBBI/RV/06/2021/14388 and she recommended the fair value of equity shares of the company, which comes to Rs. 9.61/- per share and also in compliance with Regulation 166A of SEBI (ICDR) Regulations, 2018, a valuation report has been taken from an Independent Registered Valuer CA Kapil Dhir, Chartered Accountant and Registered Valuer, having IBBI Registration No. IBBI/RV/06/2021/14028 and he recommended the fair value of equity shares of the company, which comes to Rs. 8.08/- per share, in view of allotment

of more than 5% of the post issue fully diluted share capital of the issuer, and valuation report(s) shall be made available and published on the websites of the company, i.e https://api.tikonacommunication.com/uploads/financial/financial-1791094348165-60902090.pdf & https://api.tikonacommunication.com/uploads/financial/financial-1791094453099-24350700.pdf

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

Except M/s. SAR Televenture Limited, the Promoter of the Company, Mr. Deepak Chaudhary, Managing Director, Mr. Vikas Tandon, Whole Time Director, and Mr. Kamal Garg, Chief Financial Officer of the Company none of the other Promoters, Directors or Key Managerial Personnel of the Company has expressed any intention to subscribe to the proposed preferential issue

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

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

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

(viii) Principal terms of assets charged as securities

Not applicable.

(ix) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares.

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential Capital
A	Promoters' holding :				
1.	Indian	4280	0.01	4280	0.00
	Individuals/ HUF				
	TOTAL	4280	0.01	4280	0.00
	Bodies Corporate	21352650	70.17	7,73,52,650	59.83
	Trust	0	0	0	0
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	**21356930**	**70.18**	**7,73,56,930**	**59.83**
B	Non-Promoters' holding:				
1.	Institutional Investors	-	-	-	-
	Mutual Funds	2000	0.01	2000	0.00
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-

	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions/Banks	1980	0.01	1980	0.00
	Insurance Companies	3100	0.01	3100	0.00
	Provident Funds/Pension Funds	-	-	-	-
	Any Other (Specify)	-	-	-	-
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	6596789	21.68	6696789	5.18
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1490316	4.90	20140316	15.58
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	LLP	19488	0.06	219488	0.17
	Non-Resident Indians	27094	0.09	27094	0.02
	HUF	466357	1.53	466357	0.36
	Bodies Corporate	413942	1.36	24313942	18.81
	Clearing Member	51864	0.17	51864	0.04
	Trust	140	0.00	140	0.00
	Sub Total (B)	**9073070**	**29.82**	**51923070**	**40.16**
	TOTAL (A+B)				
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	**-**	**-**	**-**	**-**
	GRAND TOTAL (A+B+C)	**30430000**	**100**	**129280000**	**100**

Notes:

1. The pre preferential shareholding pattern is prepared on the basis of 2nd October, 2026.
2. The post preferential capital percentage has been calculated assuming full conversion

of 8,84,50,000 warrants proposed to be allotted and full subscription of 1,04,00,000 equity shares proposed to be allotted.

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

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

Sr. No.	Particulars	Natural persons who are the ultimate beneficial owners1	Pre Issue Shareholding 2		Maximum No. of warrants and equity shares to be allotted	Post Preferential issue Shareholding3	
			No. of equity shares	% age		No. of equity shares	% age
1	Sar Televenture Limited	Sanidhya Garg and Manan Garg	2,13,52,650	70.17	4,50,00,000 (Warrant)	6,63,52,650	51.32
2	M. G Metalloy Private Limited	Sanidhya Garg and Manan Garg	NIL	NA	1,10,00,000 (Warrant)	1,10,00,000	8.51
3	Yuven Mohan Mittal	Not Applicable	NIL	NA	1,00,00,000 (Warrant)	1,00,00,000	7.74
4	SVM Infrastructure Private Limited	Parvinder Kaur	NIL	NA	1,00,00,000 (Warrant)	1,00,00,000	7.74
5	VSM Infrastructure and Developers Private Limited	Rachit Mahajan	NIL	NA	1,00,00,000 (Warrant)	1,00,00,000	7.74
6	Aman Dhawan	Not Applicable	NIL	NA	5,00,000 (Warrant)	5,00,000	0.39
7	Pooja Gupta	Not Applicable	NIL	NA	5,00,000 (Warrant)	5,00,000	0.39
8	9N9 Ventures Private Limited	Shelly Garg	NIL	NA	5,00,000 (Warrant)	5,00,000	0.39

9	Pine Capital	Ankur Sablok , Deepak Setia, Luv Khanna	NIL	NA	4,00,000 (Warrant)	4,00,000	0.31
10	Vikas Tandon	Not Applicable	NIL	NA	2,50,000 (Warrant)	2,50,000	0.19
11	Deepak Chaudhary	Not Applicable	NIL	NA	1,00,000 (Warrant)	1,00,000	0.08
12	Khushbu Shah	Not Applicable	NIL	NA	1,00,000 (Warrant)	1,00,000	0.08
13	Raj Kumar Gupta	Not Applicable	NIL	NA	50,000 (Warrant)	50,000	0.04
14	Piyush Rastogi	Not Applicable	NIL	NA	25,000 (Warrant)	25,000	0.02
15	Kamal Garg	Not Applicable	NIL	NA	25,000 (Warrant)	25,000	0.02
Sr. No.	**Particulars**	**Natural persons who are the ultimate beneficial owners1**	**Pre Issue Shareholding 2**		**Maximum No of warrants and equity shares to be allotted**	**Post Preferential issue Shareholding3**	
			No. of equity shares	**% age**		**No. of equity shares**	**% age**
1	Sakshi Goyal	Not Applicable	NIL	NA	50,00,000 (Equity Shares)	50,00,000	3.87
2	Jita Edutech Private Limited	Sanjay Shah	NIL	NA	15,00,000 (Equity Shares)	15,00,000	1.16
3	Skael Enterprises Private Limited	Nikhil Bansal	NIL	NA	15,00,000 (Equity Shares)	15,00,000	1.16
4	Ankush Bhardwaj	Not Applicable	NIL	NA	10,00,000 (Equity Shares)	10,00,000	0.77
5	Daivik Jalan	Not Applicable	NIL	NA	10,00,000 (Equity Shares)	10,00,000	0.77
6	Aryan Singh Chandhok	Not Applicable	NIL	NA	1,00,000 (Equity Shares)	1,00,000	0.08
7	Arman Singh Chandhok	Not Applicable	NIL	NA	1,00,000 (Equity Shares)	1,00,000	0.08

8	CAPCOM Adwisers LLP	Chhaya Rani	NIL	NA	2,00,000 (Equity Shares)	2,00,000	0.15

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

2. Pre issue shareholding is as on 2nd October, 2026.

3. The post preferential capital percentage has been calculated assuming full conversion of 8,84,50,000 warrants proposed to be allotted and full subscription of 1,04,00,000 equity shares.

(xi) Lock-in Period

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

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

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

(xii) The Percentage of post preferential issue capital that may be held by the allottee (s) and change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

The details of percentage of the proposed allottee(s) on the basis of fully diluted capital are as under:

Sr. No.	Particulars	Percentage of shareholding on the basis of fully diluted basis
1	Sar Televenture Limited	51.32
2	M. G Metalogy Private Limited	8.51
3	Yuven Mohan Mittal	7.74
4	SVM Infrastructure Private Limited	7.74
5	VSM Infrastructure and Developers Private Limited	7.74
6	Aman Dhawan	0.39
7	Pooja Gupta	0.39
8	9N9 Ventures Private Limited	0.39
9	Pine Capital	0.31
10	Vikas Tandon	0.19

11	Deepak Chaudhary	0.08
12	Khushbu Shah	0.08
13	Raj Kumar Gupta	0.04
14	Piyush Rastogi	0.02
15	Kamal Garg	0.02
16	Sakshi Goyal	3.87
17	Jita Edutech Private Limited	1.16
18	Skael Enterprises Private Limited	1.16
19	Ankush Bhardwaj	0.77
20	Daivik Jalan	0.77
21	Aryan Singh Chandhok	0.08
22	Arman Singh Chandhok	0.08
23	CAPCOM Adwisers LLP	0.15

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

This is not applicable in the present case as the proposed allotment is for cash consideration.

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

LIST OF FULLY CONVERTIBLE WARRANT HOLDERS			
Sr. No.	**Particulars**	**Current Status of proposed allottee**	**Current Status of proposed allottee Proposed Status of allottees**
1	Sar Televenture Limited	Promoter	Promoter
2	M. G Metalloy Private Limited	Promoter Group	Promoter Group
3	Yuven Mohan Mittal	Non-Promoter	Non-Promoter
4	SVM Infrastructure Private Limited	Non-Promoter	Non-Promoter
5	VSM Infrastructure and Developers Private Limited	Non-Promoter	Non-Promoter
6	Aman Dhawan	Non-Promoter	Non-Promoter
7	Pooja Gupta	Non-Promoter	Non-Promoter
8	9N9 Ventures Private Limited	Non-Promoter	Non-Promoter
9	Pine Capital	Non-Promoter	Non-Promoter
10	Vikas Tandon	Non-Promoter	Non-Promoter
11	Deepak Chaudhary	Non-Promoter	Non-Promoter
12	Khushbu Shah	Non-Promoter	Non-Promoter
13	Raj Kumar Gupta	Non-Promoter	Non-Promoter
14	Piyush Rastogi	Non-Promoter	Non-Promoter
15	Kamal Garg	Non-Promoter	Non-Promoter

LIST OF EQUITY SHAREHOLDERS			
Sr. No.	**Particulars**	**Current Status of proposed allottee**	**Current Status of proposed allottee Proposed Status of allottees**
1	Sakshi Goyal	Non-Promoter	Non-Promoter
2	Jita Edutech Private Limited	Non-Promoter	Non-Promoter
3	Skael Enterprises Private Limited	Non-Promoter	Non-Promoter
4	Ankush Bhardwaj	Non-Promoter	Non-Promoter
5	Daivik Jalan	Non-Promoter	Non-Promoter
6	Aryan Singh Chandhok	Non-Promoter	Non-Promoter
7	Arman Singh Chandhok	Non-Promoter	Non-Promoter
8	CAPCOM Adwisers LLP	Non-Promoter	Non-Promoter

(xv) Undertakings

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

(xvi) Practicing Company Secretary's Certificate

The Certificate from Ms. Loveleen Gupta Practicing Company Secretary (FCS 5287) (CP 4531), Proprietor of M/s. L. Gupta & Associates, Practicing Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at https://api.tikonacommunication.com/uploads/financial/financial-1791285331070-824661534.pdf

(xvii) Approval under the Companies Act:

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

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for issue and allotment of the equity shares is being sought by way of a "Special Resolution" as set out in the said Item No. 2 and 3 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Except M/s. SAR Televenture Limited, the Promoter of the Company, Mr. Deepak Chaudhary, Managing Director, Mr. Vikas Tandon, Whole Time Director, and Mr. Kamal Garg, Chief Financial Officer of the Company, none of the Promoters, Directors of the Company and a Key Managerial Personnel (KMPs), are concerned or interested to the extent of their shareholding and/ or directorships in the Company.

Item No. 4
Issue of Redeemable Non-Convertible Cumulative Preference Shares

In view of decision taken by the Board of Directors of the Company in their meetings held on 1st October, 2026, the Board decides to acquire majority shareholding of M/s Fusion Net Web Services Pvt. Ltd ("FWSPL"), which is subsidiary of our holding company M/s SAR Televenture Limited. M/s Fusion Net Web Services Pvt. Ltd is a Broadband Service Provider in India. It provides services on FTTx, and Wi-Fi hotspots with affordable rates. It offers FTTH (fiber to the home) technology solutions on GPON (Gigabit passive optical network). Key Revenue drivers include:

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

The fair value per share of Fusion Net Web Services Pvt. Ltd. comes to Rs. **200.24/-** per share and a valuation report from Independent Registered Valuer namely Mr. Chandan Bhatia, Chartered Accountant and Registered Valuer, having IBBI Registration No. IBBI/RV/06/2019/11431 dated 1st October, 2026 has been taken. Copy of the report is available at company's website at https://api.tikonacommunication.com/uploads/financial/financial-1791100106099-515598600.pdfww.tikonacomm.in

The issuance of Redeemable Non -Convertible Cumulative Preference Shares ("RNCPS") would enable the Company to augment purchase consideration of equity shares of Fusion Net Web Services Pvt. Ltd and simultaneously will maintain its capital base at reasonable levels and also without any change in the existing equity capital structure.

As per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Further, Rule 9(1) (a) of Companies (Share Capital and Debentures) Rules, 2014 requires issuance of preference shares to be authorized by passing a special resolution in the general meeting of the company.

The Board at its meeting held on 1st October, 2026 approved the issuance of 8,56,11,902 (Eight crore Fifty-Six Lakhs Eleven Thousand Nine Hundred and Two only) (3.20%) Redeemable Non-Convertible Cumulative Preference Shares ("RNCPS") of face value of Rs. 10/- each (Rupees Ten Only) at premium of Rs. 20/- (Rupees Twenty only) per RNCPS, amounting to Rs. 30/- (Rupees Thirty Only) for consideration other than cash, on Private Placement basis towards adjustment of purchase consideration amounting to RsRs. 2,56,83,57,060 (Indian Rupees Two Hundred Fifty-Six Crore Eighty Three Lakhs Fifty Seven Thousand and Sixty Rupees only) towards acquisition of 1,28,09,761 equity shares, representing 90.82% number of equity shares of Fusion Net Web Services Pvt. Ltd, subject to approval of the Shareholders.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of the issue are as under:

1. **The size of the issue and number of RNCPS to be issued and nominal value of each share:**

8,56,11,902 (Eight crore Fifty-Six Lakhs Eleven Thousand Nine Hundred and Two only) (3.20%) Redeemable Non-Convertible Cumulative Preference Shares ("RNCPS") of face value of Rs.10/- each (Rupees Hundred Only) at premium of Rs. 20/- (Rupees Twenty only) per RNCPS, amounting to Rs. 30/- (Rupees Thirty Only) for consideration other than cash.
The nature of such shares i.e. Non-participating, non-convertible, Cumulative, Redeemable Preference shares.

2. **The Objectives of the Issue:**

The objective of the issue is adjustment of purchase consideration amounting to Rs. 256.84 Crore towards acquisition of 1,28,09,761 equity shares, representing 90.82% number of equity shares of Fusion Net Web Services Pvt. Ltd, subject to approval of the shareholders and simultaneously maintain its capital base at reasonable levels and also without any change in the existing equity capital structure.

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

3. **The manner of issue of shares:**

The said Preference shares are proposed to be issued on a private placement basis through circulation of private placement offer letter.

4. **The price at which such shares are proposed to be issued**:

The preference shares are proposed to be issued at the face value of Rs. 10/- per share at a premium of Rs 20/- per share.

5. The basis on which the price has been arrived at:

Considering the Non-convertible nature of the preference shares, the preference shares are being issued at Rs. 30/- per RNCPS including premium of Rs 20/- per RNCPS.

6. The terms of issue, including terms and rate of dividend on each share, etc.:

The proposed Preference shares shall be issued to entities other than equity shareholders of the Company on a private placement basis. The rate of dividend shall be 3.20% p.a from the date of allotment. The preference shares shall be Cumulative and Non-participating. The preference shares shall have voting rights as per Section 47(2) of the Companies Act, 2013.

7. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion**:

The proposed preference shares are redeemable after completion of a period of 10 years from the date of allotment at a premium of 200% of the face value of the preference shares. However, RNCPS may be redeemed before completion of 10 years subject to discretion of company and subject to consent from majority of RNCPS shareholder.

8. The manner and modes of redemption:

The proposed preference shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.

9. **The expected dilution in equity share capital upon conversion of preference shares**:

Not applicable since the proposed preference shares to be issued are non-convertible.

10. **Current Equity shareholding pattern of the company**:

Category	No. of Shares	% of Shares
Promoters and Promoters Category	21356930	70.18
Mutual Fund	2000	0.01
Banks	1980	0.01
Insurance Companies	3100	0.01
Resident Individuals holding nominal share capital upto Rs. 2 lakhs	6596789	21.68
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1490316	4.90
Non-Residents Indians (NRI)	27094	0.09
Body Corporates	413942	1.36
Any Other	537849	1.77
	3,04,30,000	**100.00**

11. Preference shareholding pattern as on date of this notice:

Not Applicable, as the Company is issuing preference shares for the first time.

The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in redemption or payment of dividend on preference shares.
As per Section 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot 8,56,11,902 (Eight crore Fifty-Six Lakhs Eleven Thousand Nine Hundred and Two only) , 3.2% Redeemable Non-Convertible Cumulative Preference Shares ("RNCPS") of face value of Rs. 10/- each (Rupees Ten Only) at premium of Rs. 20/- per RNCPS, amounting to Rs. 2,56,83,57,060 (Indian Rupees Two Hundred Fifty-Six Crore Eighty Three Lakhs Fifty Seven Thousand and Sixty Rupees only), for consideration other than cash, on a private placement basis to the SAR Televenture Limited, the existing equity shareholder of the company, on such terms and conditions and manner as may be decided by the Board, in its absolute discretion in the best interest of the Company. The resolution has accordingly been placed before the members for its approval and the Board recommends resolution to be passed as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their individual shareholding in the Company.

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Item No. 5

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956.

The Companies Act ,2013 is now largely in force. With the enactment of new Companies Act, 2013, several regulations of the existing AOA of the company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA by a new set of AOA.

The new AOA to be substituted in place of the existing AOA is based on Table "F" of Schedule I of the Companies Act, 2013, which sets out the model Articles of Association for a company limited by shares. The draft AOA is available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 11:00 am to 1:00 pm upto the date of this Extra Ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the said Special Resolution.

Item No. 6

1. **Background**

Tikona Communication Limited ("the Company/ Tikona"), the subsidiary company of SAR Televenture Limited ("SAR"), is engaged in the business of telecom infrastructure, broadband, fibre network, digital connectivity and allied services. In order to facilitate efficient business operations, operational integration and optimum utilisation of resources within the Group, the Company proposes to enter into various operational and financial transactions with SAR Televenture Limited from time to time, subject to the approval of the Members of the Company under Regulation 23 of the SEBI Listing Regulations.

Considering the nature of the Company's business and the operational synergies within the Group, it is commercially expedient and in the ordinary course of business of the Company to enter into transactions with SAR Televenture Limited from time to time.

2. **Relationship of the Related Party**

SAR Televenture Limited, a Holding Company and a Related Party of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. **Nature of the Proposed Transactions**

The Company proposes to enter into various operational and financial transactions with SAR Televenture Limited during the approval period, including sale and purchase of telecom infrastructure, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth, connectivity, managed services, infrastructure sharing, network operation and maintenance services, revenue sharing arrangements, reimbursement and recovery of expenses and other operational, technical, commercial and business support services.

The Company may also, from time to time, provide and/or receive financial assistance by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of assets/securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws.

The aggregate value of the operational transactions proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period, while the aggregate outstanding amount of financial assistance proposed under this Item shall not exceed Rs. 3000,00,00,000 (Rupees Three Thousand Crore only).

4. **Commercial Rationale**

The proposed transactions are intended to facilitate efficient utilisation of the resources, infrastructure and technical capabilities available within the Group. The transactions are expected to improve operational efficiencies, optimise deployment of network assets, facilitate timely execution of projects, strengthen business integration, improve capital allocation and support the Company's business growth. The Board believes that the proposed transactions are commercially beneficial and are in the best interests of the Company and its shareholders.

5. **Pricing Mechanism**

The transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties from time to time, having regard to the nature of the transaction, prevailing market practices, applicable pricing methodology, commercial considerations and other relevant factors, and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

6. **Monetary Limits**

The Members' approval is sought for:

Operational Transactions: Up to Rs. 500 Crore (aggregate during the approval period); and
Financial Assistance: Up to Rs. 3000 Crore (aggregate outstanding at any point of time during the approval period).

7. Audit Committee Review and Recommendation

The Audit Committee of the Company, after considering the proposed transactions, including the nature, scope, commercial rationale, pricing mechanism, monetary limits, financial implications and other relevant documents and information placed before it, reviewed and evaluated the proposed Material Related Party Transactions with SAR Televenture Limited. The Audit Committee also considered the information placed before it in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". Based on its review and evaluation, the Audit Committee was satisfied that the proposed transactions are in the ordinary course of business, are commercially beneficial, fair and reasonable and in the best interests of the Company and its shareholders, and accordingly recommended the same to the Board for its approval and further recommendation to the Members.

8. Commercial Benefits

The proposed transactions are expected to facilitate optimum utilisation of the resources, infrastructure and technical capabilities available within the Group and provide greater operational flexibility. The transactions are expected to improve operational efficiencies, optimise deployment of telecom infrastructure and network resources, facilitate timely execution of projects, strengthen business integration, ensure efficient allocation of capital and resources and contribute towards sustainable long-term growth and value creation for the Company and its shareholders.

9. Board's Recommendation

The Board of Directors of the Company, after considering the recommendation of the Audit Committee, the commercial rationale, the nature and scope of the proposed transactions, the monetary limits, the pricing mechanism and all other relevant facts and circumstances, is of the opinion that the proposed Material Related Party Transactions are in the best interests of the Company and its shareholders. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

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

Certain Directors and/or Key Managerial Personnel of the Company are also Directors and/or Key Managerial Personnel of SAR Televenture Limited and may accordingly be deemed to be concerned or interested in the proposed transactions to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No 6 of the accompanying Notice.

11. Voting Restriction

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Parties of the Company shall abstain from voting on the Ordinary Resolution set out at Item No 6 irrespective of whether such Related Party is a party to the proposed transactions or not.

12. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the material documents relating to the proposed transactions, shall be available for inspection by the Members during business hours on all working days up to the date of the General Meeting at the Registered Office/Corporate Office of the Company. The said documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" forms part of **Annexure-I** to this Notice.

Item No. 7

1. Background

Tikona Communication Limited ("the Company/Tikona") and Parametrique Electronic Solutions Private Limited are subsidiaries of SAR Televenture Limited. In order to facilitate efficient business operations, operational integration and optimum utilisation of resources within the Group, the Company proposes to enter into various operational and financial transactions with Parametrique Electronic Solutions Private Limited from time to time, subject to the approval of the Members of the Company under Regulation 23 of the SEBI Listing Regulations.

2. Relationship of the Related Party

Tikona Communication Limited, a subsidiary of SAR Televenture Limited, and Parametrique Electronic Solutions Private Limited, a wholly owned subsidiary of SAR Televenture Limited, are Related Parties of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations.

3. Nature of the Proposed Transactions

The Company proposes to enter into various operational and financial transactions with Parametrique Electronic Solutions Private Limited during the approval period, including sale and purchase of telecom infrastructure, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth, connectivity, managed services, infrastructure sharing, network operation and maintenance services, revenue sharing arrangements, reimbursement and recovery of expenses and other operational, technical, commercial and business support services.

The Company may also, from time to time, provide and/or receive financial assistance by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of Assets/securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws.

The aggregate value of the operational transactions proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period, while the aggregate

outstanding amount of financial assistance proposed under this Item shall not exceed Rs. 300,00,00,000 (Rupees Three Hundred Crore only).

4. Commercial Rationale

The proposed transactions are intended to facilitate efficient utilisation of telecom infrastructure, networking solutions, technical expertise and operational capabilities available within the SAR Televenture Group. The proposed framework is expected to improve operational efficiencies, optimise utilisation of resources and network assets, strengthen business integration, facilitate efficient allocation of capital and resources, enhance execution of telecom and digital infrastructure projects and contribute towards sustainable long-term value creation for the Company and its shareholders. The proposed transaction limits are enabling limits only and do not constitute a commitment that the transactions will be undertaken up to the approved limits. The actual transactions shall be undertaken only as and when required, based on the operational, commercial and treasury requirements of the respective parties.

5. Pricing Mechanism

The proposed transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties from time to time, having regard to the nature of the transaction, prevailing market practices, commercial considerations, applicable pricing methodology and other relevant factors and shall be in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

6. Monetary Limits

Members' approval is sought for:

- Operational Transactions: Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.

- Financial Assistance: Up to Rs. 300,00,00,000 (Rupees Three Hundred Crore only) as the aggregate outstanding amount at any point of time during the approval period.

The above monetary limits represent the maximum aggregate limits proposed for Members' approval. The actual value of transactions shall depend upon the business requirements of the respective parties and may vary from time to time, subject to the approved limits.

7. Audit Committee Review and Recommendation

The Audit Committee of the Company, after considering the proposed Material Related Party Transactions with Parametrique Electronic Solutions Private Limited, including the commercial rationale, pricing mechanism, proposed monetary limits, financial implications and all other relevant documents and information placed before it, reviewed and evaluated the proposed transactions in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". Based on its review, the Audit Committee recommended the proposed transactions to the Board, being of the opinion that the same are fair, reasonable, commercially beneficial and in the best interests of the Company and its shareholders.

8. Board's Recommendation

The Board of Directors, after considering the recommendation of the Audit Committee, the commercial rationale, the nature and scope of the proposed transactions, the proposed monetary

limits, the pricing mechanism and all other relevant facts and circumstances, is of the opinion that the proposed Material Related Party Transactions with Parametrique Electronic Solutions Private Limited are in the best interests of the Company and its shareholders and accordingly recommends the Ordinary Resolution set out at Item No. 7 for approval of the Members.

9. Commercial Benefits

The proposed transactions are expected to facilitate optimum utilisation of the resources, infrastructure and technical capabilities available within the SAR Televenture Group and provide greater operational flexibility. The transactions are expected to improve operational efficiencies, optimise the deployment of telecom infrastructure and network resources, facilitate the timely execution of projects, strengthen business integration, ensure efficient allocation of capital and resources, and contribute to sustainable long-term growth and value creation for the Company and its shareholders.

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

Certain Directors and/or Key Managerial Personnel of the Company are also Directors and/or Key Managerial Personnel in Parametrique Electronic Solutions Private Limited and may accordingly be deemed to be concerned or interested in the proposed Resolution to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 7 of the accompanying Notice.

11. Voting Restriction

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Parties of the Company shall abstain from voting on the Ordinary Resolution set out at Item No. 7 irrespective of whether such Related Party is a party to the proposed transactions or not.

12. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the material documents relating to the proposed transactions, shall be available for inspection by the Members during business hours on all working days up to the date of the General Meeting at the Registered Office/Corporate Office of the Company. The said documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" forms part of Annexure-I to this Notice.

Item No.8

1. Background

Fusionnet Web Services Limited and Tikona Communication Limited are subsidiaries within the SAR Televenture Group. In order to facilitate efficient business operations, operational integration and optimum utilisation of resources within the Group, the Company proposes to enter into various

operational and financial transactions with Fusionnet Web Services Limited from time to time, subject to the approval of the Members of the Company under Regulation 23 of the SEBI Listing Regulations.

2. Relationship of the Related Party

Tikona Communication Limited, a subsidiary of SAR Televenture Limited, and Fusionnet Web Services Limited, a subsidiary of SAR Televenture Limited, are Related Parties of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations

3. Nature of the Proposed Transactions

The Company proposes to enter into various operational and financial transactions with Fusionnet Web Services Limited during the approval period, including sale and purchase of telecom infrastructure, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth, connectivity, managed services, infrastructure sharing, network operation and maintenance services, revenue sharing arrangements, reimbursement and recovery of expenses and other operational, technical, commercial and business support services.

The Company may also, from time to time, provide and/or receive financial assistance by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of Assets/securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws.

The aggregate value of the operational transactions proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period, while the aggregate

outstanding amount of financial assistance proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only).

4. Commercial Rationale

The proposed transactions are intended to facilitate efficient utilisation of telecom infrastructure, networking solutions, technical expertise and operational capabilities available within the SAR Televenture Group. The proposed framework is expected to improve operational efficiencies, optimise utilisation of resources and network assets, strengthen business integration, facilitate efficient allocation of capital and resources, enhance execution of telecom and digital infrastructure projects and contribute towards sustainable long-term

value creation for the Company and its shareholders. The proposed transaction limits are enabling limits only and do not constitute a commitment that the transactions will be undertaken up to the approved limits. The actual transactions shall be undertaken only as and when required, based on the operational, commercial and treasury requirements of the respective parties.

5. Pricing Mechanism

The proposed transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties from time to time, having regard to the nature of the transaction, prevailing market practices, commercial considerations, applicable pricing methodology and other

relevant factors and shall be in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

6. Monetary Limits

Members' approval is sought for:

- Operational Transactions: Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
- Financial Assistance: Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) as the aggregate outstanding amount at any point of time during the approval period.

The above monetary limits represent the maximum aggregate limits proposed for Members' approval. The actual value of transactions shall depend upon the business requirements of the respective parties and may vary from time to time, subject to the approved limits.

7. Audit Committee Review and Recommendation

The Audit Committee of the Company, after considering the proposed Material Related Party Transactions with Fusionnet Web Services Limited including the commercial rationale, pricing mechanism, proposed monetary limits, financial implications and all other relevant documents and information placed before it, reviewed and evaluated the proposed transactions in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". Based on its review, the Audit Committee recommended the proposed Material Related Party Transactions for approval of the Board, being of the opinion that the same are fair, reasonable, commercially beneficial and in the best interests of the Company and its shareholders.

8. Board's Recommendation

The Board of Directors, after considering the recommendation of the Audit Committee, the commercial rationale, the nature and scope of the proposed transactions, the proposed monetary limits, the pricing mechanism and all other relevant facts and circumstances, is of the opinion that the proposed Material Related Party Transactions with Fusionnet Web Services Limited are in the best interests of the Company and its shareholders and accordingly recommends the Ordinary Resolution set out at Item No.8 for approval of the Members.

9. Commercial Benefits

The proposed transactions are expected to facilitate optimum utilisation of the resources, infrastructure, network and technical capabilities available within the Group and provide greater operational flexibility. The transactions are expected to improve operational efficiencies, optimise the deployment of telecom infrastructure and network resources, facilitate the timely execution of projects, strengthen business integration, ensure efficient allocation of capital and resources, and contribute to sustainable long-term growth and value creation for the Company and its shareholders.

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

Certain Directors and/or Key Managerial Personnel of the Company are also Directors and/or Key Managerial Personnel of Fusionnet Web Services Limited may accordingly be deemed to be concerned or interested in the proposed Resolution to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives

is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8of the accompanying Notice.

11. Voting Restriction

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Parties of the Company shall abstain from voting on the Ordinary Resolution set out at Item No. 8, irrespective of whether such Related Party is a party to the proposed transactions or not.

12. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the material documents relating to the proposed transactions, shall be available for inspection by the Members during business hours on all working days up to the date of the General Meeting at the Registered Office/Corporate Office of the Company. The said documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" forms part of **Annexure-I** to this Notice.

Item No. 9

1. Background

Fusionnet Web Services Limited, a proposed subsidiary of the Company and Tikona Communication Limited (Previously known as Grand Foundry Limited) ('the Company") are subsidiaries within the SAR Televenture Group. In order to facilitate efficient business operations, operational integration and optimum utilisation of resources within the Group, it is proposed that Fusionnet Web Services Limited and SAR Televenture Limited may enter into various operational and financial transactions from time to time, subject to the approval of the Members of the Company under Regulation 23 of the SEBI Listing Regulations.

2. Relationship of the Related Party

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

Fusionnet Web Services Limited is a Proposed subsidiary of Tikona Communication Limited and is a Related Party of the Company under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Nature of the Proposed Transactions

Fusionnet Web Services Limited and SAR Televenture Limited propose to enter into various operational transactions including sale and purchase of telecom, broadband, FTTH, fibre leasing, digital infrastructure, bandwidth and connectivity services, network operation and maintenance services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement and

recovery of expenses and such other operational, technical, commercial and business support services as may be mutually agreed between the parties from time to time.

Parties may also, from time to time, provide and/or receive financial assistance by way of subscription to or investment in equity shares, preference shares, convertible securities (including compulsorily convertible preference shares, optionally convertible preference shares, compulsorily convertible debentures, optionally convertible debentures, warrants and other securities convertible into equity shares), non-convertible debentures, perpetual securities, loans, inter-corporate deposits (where permissible), guarantees, corporate guarantees, security, collateral security, undertakings, pledge of securities and such other permissible financial assistance or investments as may be approved by the Board and permitted under the applicable provisions of the Companies Act, 2013 and other applicable laws.

The aggregate value of the operational transactions proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period, while the aggregate outstanding amount of financial assistance proposed under this Item shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only).

4. Commercial Rationale

The proposed transactions are intended to facilitate efficient utilisation of telecom infrastructure, networking solutions, technical expertise and operational capabilities available within the SAR Televenture Group. The proposed framework is expected to improve operational efficiencies, optimise utilisation of resources and network assets, strengthen business integration, facilitate efficient allocation of capital and resources, enhance execution of telecom and digital infrastructure projects and contribute towards sustainable long-term value creation for the Company and its shareholders. The proposed transaction limits are enabling limits only and do not constitute a commitment that the transactions will be undertaken up to the approved limits. The actual transactions shall be undertaken only as and when required, based on the operational, commercial and treasury requirements of the respective parties.

5. Pricing Mechanism

The proposed transactions shall be undertaken on such terms and conditions as may be mutually agreed between the parties from time to time, having regard to the nature of the transaction, prevailing market practices, commercial considerations, applicable pricing methodology and other relevant factors and shall be in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

6. Monetary Limits

Members' approval is sought for:

- Operational Transactions: Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
- Financial Assistance: Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) as the aggregate outstanding amount at any point of time during the approval period.

The above monetary limits represent the maximum aggregate limits proposed for Members' approval. The actual value of transactions shall depend upon the business requirements of the respective parties and may vary from time to time, subject to the approved limits.

7. Audit Committee Review and Recommendation

The Audit Committee of the Company, after considering the proposed Material Related Party Transactions between Fusionnet Web Services Limited and SAR Televenture Limited, including the commercial rationale, pricing mechanism, proposed monetary limits, financial implications and all other relevant documents and information placed before it, reviewed and evaluated the proposed transactions in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". Based on its review, the Audit Committee recommended the proposed Material Related Party Transactions for approval of the Board, being of the opinion that the same are fair, reasonable, commercially beneficial and in the best interests of the Company and its shareholders.

8. Board's Recommendation

The Board of Directors, after considering the recommendation of the Audit Committee, the commercial rationale, the nature and scope of the proposed transactions, the proposed monetary limits, the pricing mechanism and all other relevant facts and circumstances, is of the opinion that the proposed Material Related Party Transactions between Fusionnet Web Services Limited and SAR Televenture Limited are in the best interests of the Company and its shareholders and accordingly recommends the Ordinary Resolution set out at Item No.9 for approval of the Members.

9. Commercial Benefits

The proposed transactions are expected to facilitate optimum utilisation of the resources, infrastructure and technical capabilities available within the Group and provide greater operational flexibility. The transactions are expected to improve operational efficiencies, optimise the deployment of telecom infrastructure and network resources, facilitate the timely execution of projects, strengthen business integration, ensure efficient allocation of capital and resources, and contribute to sustainable long-term growth and value creation for the Company and its shareholders.

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

Certain Directors and/or Key Managerial Personnel of the Company are also Directors and/or Key Managerial Personnel of Fusionnet Web Services Limited and/or SAR Televenture Limited and may accordingly be deemed to be concerned or interested in the proposed Resolution to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 9 of the accompanying Notice.

11. Voting Restriction

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party of the Company shall vote to approve the Ordinary Resolution set out at Item No.9, irrespective of whether such Related Party is a party to the proposed transactions or not.

12. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the material documents relating to the proposed transactions, shall be available for inspection by the Members during business hours on all working days up to the date of the Extra-

Ordinary General Meeting at the Registered Office/Corporate Office of the Company. The said documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" forms part of **Annexure-I** to this Notice.

Item No.10

1. **Background of the Proposed Transaction**

Tikona Communication Limited (previously known as Grand Foundry Limited) ("TKL" or the "Company") proposes to acquire 1,28,09,761 equity shares, representing 90.82% of the equity share capital of Fusionnet Web Services Limited ("FWSL" or "Fusionnet"), from SAR Televenture Limited ("SAR") for an aggregate consideration of Rs. 256,83,57,080/- (Rupees Two Hundred Fifty-Six Crore Eighty-Three Lakh Fifty-Seven Thousand Eighty Only).

The consideration for the proposed acquisition shall be discharged by the Company by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of the Company having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, for consideration other than cash, redeemable upon completion of 10 (Ten) years from the date of allotment, on such terms and conditions as may be contained in the definitive agreements to be executed between the parties.

The proposed acquisition forms part of the Group's internal restructuring and business reorganisation exercise, with the objective of rationalising the existing Group structure, consolidating the telecom and digital infrastructure businesses under a focused operating platform, enhancing operational integration and facilitating efficient allocation of capital and management resources.

Upon completion of the proposed transaction, Fusionnet will become a direct subsidiary of TKL and will continue to remain within the SAR Televenture Group.

The proposed transaction is subject to execution of the definitive transaction documents, satisfaction of the applicable conditions precedent and receipt of such statutory, regulatory and other approvals as may be required.

2. **Nature of Relationship**

SAR Televenture Limited is the Holding Company of Tikona Communication Limited and is therefore a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations.

Accordingly, the proposed acquisition of shares of Fusionnet by TKL from SAR constitutes a Related Party Transaction under Regulation 23 of the SEBI Listing Regulations.

Since the value of the proposed transaction exceeds the applicable materiality threshold, approval of the Members by way of an Ordinary Resolution is being sought in accordance with Regulation 23 of the SEBI Listing Regulations.

3. Particulars of the Proposed Related Party Transaction

Particulars	Details
Name of the Listed Entity	Tikona Communication Limited (previously known as Grand Foundry Limited)
Related Party / Seller	SAR Televenture Limited ("SAR")
Relationship with the Company	SAR is the Holding Company of TKL
Target Company	Fusionnet Web Services Limited ("Fusionnet")
Existing holding of SAR in Fusionnet	1,28,09,761 equity shares (90.82%)
Shares proposed to be acquired by TKL	1,28,09,761 equity shares (90.82%)
Nature of transaction	Acquisition / purchase of equity shares of Fusionnet from SAR
Aggregate consideration	Rs. 256,83,57,080/-
Mode of consideration	Issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL having a face value of Rs. 10/- each at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, for consideration other than cash
Valuation / Pricing	Based on the respective Valuation Reports dated October 1, 2026, issued by CA Chandan Bhatia and CMA Manish Chandra, as applicable.
Redemption	Upon completion of 10 (Ten) years from the date of allotment
Tenure of transaction	One-time transaction
Whether omnibus approval is being sought	No
Proposed result of transaction	Fusionnet will become a direct subsidiary of TKL

4. Rationale / Justification for the Proposed Transaction

The proposed acquisition forms part of the Group's internal restructuring and business reorganisation initiative.

The acquisition is intended to rationalise and simplify the existing Group structure and consolidate the telecom, digital connectivity and related infrastructure businesses under TKL. The proposed transaction is also expected to enhance operational integration, facilitate focused management oversight and enable efficient deployment and allocation of capital and resources within the Group.

Following completion of the acquisition, Fusionnet will become a direct subsidiary of TKL, thereby facilitating better operational coordination and integration of Fusionnet's business with the Company's existing business activities.

The consideration for the acquisition is proposed to be discharged through issuance and allotment of the aforesaid RPS of TKL to SAR, instead of cash consideration. This structure forms part of the

overall internal restructuring and facilitates acquisition of Fusionnet without immediate cash outflow by TKL.

The Board, after considering the recommendation of the Audit Committee, the valuation and commercial rationale of the transaction, is of the view that the proposed transaction is in the interest of the Company and its shareholders.

5. Consideration and Valuation

The aggregate consideration for acquisition of 1,28,09,761 equity shares of Fusionnet is Rs. 256,83,57,080/-.

The consideration shall be discharged by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL having a face value of Rs. 10/- each at an issue price of Rs. 30/- per share, comprising:

- face value of Rs. 10/- per share; and
- securities premium of Rs. 20/- per share.

The said RPS shall be issued for consideration other than cash and shall be redeemable upon completion of 10 (Ten) years from the date of allotment.

The pricing and terms of the proposed transaction have been determined with reference to the valuation undertaken for the transaction and the commercial terms agreed between the parties, after considering the applicable legal and regulatory requirements.

The valuation report and other relevant documents were placed before and considered by the Audit Committee and the Board while evaluating the proposed transaction.

6. Material Terms and Conditions

The principal terms of the proposed transaction are as follows:

- TKL proposes to acquire 1,28,09,761 equity shares representing 90.82% of the equity share capital of Fusionnet from SAR.
- The aggregate consideration for the proposed acquisition is Rs. 256,83,57,080/-.
- The consideration shall be discharged by issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL, having a face value of Rs. 10/- per share, at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share.
- The aforesaid RPS shall be issued for consideration other than cash.
- The aforesaid RPS shall be redeemable upon completion of 10 (Ten) years from the date of allotment.
- The transaction shall be subject to execution of definitive transaction documents and satisfaction of the applicable conditions precedent.
- The acquisition and issuance/allotment of the RPS shall be completed in accordance with applicable laws, the SEBI Listing Regulations, the Companies Act, 2013, the Articles of Association of the Company and the terms approved by the Members.
- The Board shall be authorised to finalise the definitive transaction documents, complete the share acquisition/transfer formalities, issue and allot the RPS and make all necessary statutory and regulatory filings.

7. Valuation

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

8. Financial Impact

The proposed transaction involves an aggregate consideration of Rs. 256,83,57,080/- for acquisition of 90.82% equity shareholding in Fusionnet.

The consideration is proposed to be discharged by issuance and allotment of RPS and, accordingly, does not involve immediate cash outflow by the Company.

Upon completion of the transaction, Fusionnet will become a direct subsidiary of TKL and its financial results will be consolidated with the Company in accordance with applicable accounting standards.

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

SAR Televenture Limited is the Holding Company of TKL and is accordingly a Related Party of the Company.

Certain Directors and/or Key Managerial Personnel of the Company may also be Directors and/or Key Managerial Personnel of SAR and/or Fusionnet and may accordingly be deemed to be concerned or interested in the proposed transaction to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities.

Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

10. Voting Restriction

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

11. Audit Committee Review and Recommendation

The Audit Committee of the Company has reviewed the proposed transaction, including the commercial rationale, consideration, valuation, transaction structure, proposed issuance of RPS, financial implications, terms and conditions of the proposed acquisition and other relevant documents and information placed before it.

Based on its review and evaluation, the Audit Committee is of the view that the proposed transaction is fair, reasonable and in the best interests of the Company and its shareholders and has accordingly recommended the proposed Material Related Party Transaction to the Board for approval and further recommendation to the Members.

12. Documents Available for Inspection

The relevant documents referred to in this Notice and the accompanying Explanatory Statement, including the valuation report, draft definitive transaction documents and such other material documents relating to the proposed transaction, including the terms of the RPS, shall be available for inspection by the Members during business hours on all working days up to and including the last date of e-voting at the Registered Office/Corporate Office of the Company.

The aforesaid documents shall also be made available electronically for inspection by the Members upon receipt of a request from any Member.

13. Board's Recommendation

The Board of Directors, after considering the recommendation of the Audit Committee, the valuation, commercial rationale, strategic objectives, proposed consideration, proposed issuance of RPS and the terms and conditions of the transaction and all other relevant facts and circumstances, is of the opinion that the proposed acquisition is in the interest of the Company and its shareholders.

Accordingly, the Board recommends an Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" forms part of **Annexure-I** to this Notice.

Annexure-I

Details as required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and the Industry Standards on "Minimum Information to be provided to the Shareholders for approval of Related Party Transactions"

For Item No. 6 to Item No. 9

Part-A

A(1): Basic Details of the Related Party

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)

1	Name of the Related Party	SAR Televenture Limited	Parametrique Electronic Solutions Private Limited ("PESPL")	Fusionnet Web Services Limited ("Fusionnet")	Fusionnet Web Services Limited ("Fusionnet") SAR Televenture Limited ("SAR")
2	Country of Incorporation	India	India	India	India
3	Nature of Business	SAR Televenture Limited is engaged in the business of telecom infrastructure services, primarily involving the installation, operation and maintenance of telecom towers and related infrastructure GFL is engaged in the business of telecom infrastructure, broadband services, digital connectivity solutions, fibre network infrastructure and allied telecom services.	Parametrique Electronic Solutions Private Limited is engaged in the business of fibre optic network deployment, broadband connectivity solutions and allied telecom services. GFL is engaged in the business of telecom infrastructure, broadband services, digital connectivity solutions, fibre network infrastructure and allied telecom services.	Fusionnet is Engaged in the business of fibre optic network, broadband services, FTTH services, digital connectivity solutions and allied telecom services. GFL is engaged in the business of telecom infrastructure, broadband services, digital connectivity solutions, fibre network infrastructure and allied telecom services.	Fusionnet is Engaged in the business of telecom infrastructure, fibre optic network, broadband services, FTTH services, digital connectivity solutions and allied telecom services. SAR is engaged in the business of Telecom Infrastructure.

A(2): Relationship and Ownership of the Related Party

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)

1	Relationship between the listed entity and the Related Party	SAR Televenture Limited, a Holding Company	Tikona Communication Limited and Parametrique Electronic Solutions Private Limited are subsidiaries of SAR Televenture Limited.	Fusionnet Web Services Limited and Tikona Communication Limited are subsidiaries of SAR Televenture Limited.	Fusionnet Web Services Limited is a proposed subsidiary of the Company and SAR Televenture Limited is the Holding Company of the Company. Accordingly, SAR Televenture Limited and Fusionnet Web Services Limited are Related Parties of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Shareholding of the listed entity in the Related Party	Nil	Nil	Nil	Nil
3	Capital contribution, where applicable	Not Applicable	Not Applicable	Not Applicable	Nil
4	Shareholding of the Related Party in the listed entity	Nil	Nil	Nil	SAR Televenture Limited holds approximately 90.82% of the paid-up equity share capital of Fusionnet Web Services Limited and 71% in Tikona Communication

					Limited (Previously Known as Grand Foundry Limited) ("the Company").

A(3): Details of Previous Transactions

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1	Total amount of transactions during the last financial year	There were no transactions during FY 2025-26	There were no transactions during FY 2025-26	There were no transactions during FY 2025-26	. Sale of Goods/Services from the SAR to Fusionnet- Rs 6,150.30 Lakhs 2. SAR has given Loans/advances to Fusionnet- Rs 4,483 Lakhs 3. SAR has received Interest Income on Loan given- Rs 92.56 Lakhs
2	Total amount of transactions during the current financial year up to the quarter immediately preceding the quarter in which approval is sought	There were no transactions during the period April 1, 2026 till June 30, 2026	There were no transactions during the period April 1, 2026 till June 30, 2026	There were no transactions during the period April 1, 2026 till June 30, 2026	Following transactions during the period April 1, 2026 till June 30, 2026 1. Sale of Goods/Services from SAR to Fusionnet- ~Rs 3,000 Lakhs 2. SAR has given Loans/advances to Fusionnet-~ Rs 1108 Lakhs

3	Default by Related Party, if any	Nil	Nil	Nil	Nil

A(4): Amount of Proposed Transactions

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1	Amount of proposed transactions	Operational Transactions - up to Rs. **500 Crore** during the approval period. Financial Assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) - up to **Rs. 3000 Crore** outstanding at any point of time during the approval period.	Operational Transactions - up to **Rs. 500 Crore** during the approval period. Financial Assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) - up to **Rs. 300 Crore** outstanding at any point of time during the approval period.	Operational transactions Up to **Rs. 500 Crore** during the approval period. Financial assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) -up to **Rs. 500 Crore** (aggregate outstanding at any point of time) outstanding at any point of time during the approval period.	Operational transactions Up to **Rs. 500 Crore** during the approval period. Financial assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) -up to **Rs. 500 Crore** (aggregate outstanding at any point of time) outstanding at any point of time during the approval period.
2	Whether the proposed transaction would be a Material RPT?	Yes	Yes	Yes	Yes
3	Value of proposed transactions as % of consolidated turnover	The value of the proposed transactions will be 33,252.26 % of annual turnover of Tikona Communication Limited for FY 2025-26	The value of the proposed transactions will be 7,600.52 % of annual turnover of Tikona Communication Limited for FY 2025-26.	The value of the proposed transactions will be 9,500.65 % of annual turnover of Tikona Communication Limited for FY 2025-26	The value of the proposed transactions will be 9,500.65 % of annual turnover of Tikona Communication Limited for FY 2025-26

<table>
<tr><td>4</td><td>Value of proposed transaction as % of Related Party turnover</td><td>The value of the proposed transactions will be 661.58 % of consolidated annual turnover of SAR Televenture Limited for FY 2025-26</td><td>The value of the proposed transactions will be 3,519.35 % of standalone annual turnover of Parametrique Electronic Solutions Private Limited for FY 2025-26.</td><td>The value of the proposed transactions will be 733.54 % of standalone annual turnover of Fusionnet Web Services Limited for FY 2025-26.</td><td>The value of the proposed transactions will be 733.54 % of standalone annual turnover of Fusionnet Web Services Limited for FY 2025-26.

The value of the proposed transactions will be 830.88 % of standalone annual turnover of SAR Televenture Limited for FY 2025-26</td></tr>
<tr><td>5</td><td>Financial Performance of Related Party</td><td>The key financial parameters of the related parties is provided below

<table><tr><td>Related Parties</td><td>Particulars-Standalone</td><td>FY 2025-26 (Rs In Lakhs)</td></tr><tr><td>SAR Televenture Limited</td><td>Turnover</td><td>11,617</td></tr><tr><td></td><td>PAT</td><td>1,176</td></tr><tr><td></td><td>Net Worth</td><td>81,600</td></tr></table></td><td>The key financial parameters of the related parties is provided below

<table><tr><td>Related Parties</td><td>Particulars - Standalone</td><td>FY 2025-26 (Rs In Lakhs)</td></tr><tr><td>PESPL</td><td>Turnover</td><td>2,249</td></tr><tr><td></td><td>PAT</td><td>38</td></tr><tr><td></td><td>Net Worth</td><td>605</td></tr></table></td><td>The key financial parameters of the related parties is provided below

<table><tr><td>Related Parties</td><td>Particulars-Standalone</td><td>FY 2025-26 (Rs In Lakhs)</td></tr><tr><td>Fusionnet Web Serices Limited</td><td>Turnover</td><td>13,273</td></tr><tr><td></td><td>PAT</td><td>836</td></tr><tr><td></td><td>Net Worth</td><td>8,529</td></tr></table></td><td>The key financial parameters of the related parties is provided below

<table><tr><td>Related Parties</td><td>Particulars-Standalone</td><td>FY 2025-26 (Rs In Lakhs)</td></tr><tr><td>SAR Televenture Limited</td><td>Turnover</td><td>11,617</td></tr><tr><td></td><td>PAT</td><td>1,176</td></tr><tr><td></td><td>Net Worth</td><td>81,600</td></tr></table>
<table><tr><td>Related Parties</td><td>Particulars-Standalone</td><td>FY 2025-26 (Rs In Lakhs</td></tr><tr><td>Fusionnet</td><td>Turnover</td><td>13,273.16</td></tr><tr><td></td><td>PAT</td><td>836.78</td></tr><tr><td></td><td>Net Worth</td><td>8,529.53</td></tr></table></td></tr>
</table>

A(5): Basic Details of Proposed Transactions

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)

1	Specific type of proposed transaction	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance
2	Details of proposed transaction	Sale and purchase of telecom, broadband, FTTH, fibre leasing, bandwidth, connectivity, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services. Financial assistance may include loans, ICDs, guarantees, corporate	Sale and purchase of telecom, broadband, FTTH, fibre leasing, bandwidth, connectivity, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other operational support services.	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of expenses and other	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing, revenue sharing, reimbursement/recovery of

		guarantees, security, collateral security, borrowings and other permissible transactions within the approved limits.	Financial assistance may include loans, ICDs, guarantees, corporate guarantees, security, collateral security, borrowings and other permissible transactions within the approved limits.	operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance	expenses and other operational support services. Financial assistance may include loans, advances (other than trade advances), ICDs, guarantees, corporate guarantees, securities, collateral securities, investments, borrowings and other permissible financial assistance
3	Tenure	From Members' approval till the conclusion of the next AGM or one year from Members' approval, whichever is earlier.	From Members' approval till the conclusion of the next AGM or one year from Members' approval, whichever is earlier.	From Members' approval till the conclusion of the next AGM or one year from Members' approval, whichever is earlier.	From Members' approval till the conclusion of the next AGM or one year from Members' approval, whichever is earlier.
4	Whether omnibus approval is sought	Yes	Yes	Yes	Yes
5	Estimated value during FY	Operational Transactions - up to Rs. **500 Crore** during the approval period. Financial Assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) - up to **Rs. 3000 Crore** outstanding at any point of time during the approval period.	Operational Transactions - up to **Rs. 500 Crore** during the approval period. Financial Assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) - up to **Rs. 300 Crore** outstanding at any point of time during the approval period.	Operational transactions Up to **Rs. 500 Crore** during the approval period. Financial assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) -up to **Rs. 500 Crore** (aggregate outstanding at any point of time) outstanding at any point of time during the approval period.	Operational transactions Up to **Rs. 500 Crore** during the approval period. Financial assistance (Loans/ICDs/Guarantees/Borrowings/investment etc.) -up to **Rs. 500 Crore** (aggregate outstanding at any point of time) outstanding at any point of time during the approval period.

6	Justification	The proposed transactions are intended to facilitate efficient business operations, optimum utilisation of infrastructure and financial resources, operational flexibility, business continuity and long-term value creation for the Company and its shareholders.	The proposed transactions are intended to facilitate efficient business operations, optimum utilisation of infrastructure and financial resources, operational flexibility, business continuity and long-term value creation for the Company and its shareholders.	The proposed transactions are intended to facilitate efficient business operations, optimum utilisation of infrastructure and financial resources, operational flexibility, business continuity and long-term value creation for the Company and its shareholders.	The proposed transactions are intended to facilitate efficient business operations, optimum utilisation of infrastructure and financial resources, operational flexibility, business continuity and long-term value creation for the Company and its shareholders.
7	Interest of Directors/KMP	Certain Directors and/or KMPs are common in both companies and may be deemed interested to the extent of their directorship, employment, managerial position and/or shareholding, if any. Save as aforesaid, none of the other Directors/KMPs or their relatives are concerned or interested.	Certain Directors and/or KMPs are common in both companies and may be deemed interested to the extent of their directorship, employment, managerial position and/or shareholding, if any. Save as aforesaid, none of the other Directors/KMPs or their relatives are concerned or interested.	Certain Directors and/or KMPs are common in both companies and may be deemed interested to the extent of their directorship, employment, managerial position and/or shareholding, if any. Save as aforesaid, none of the other Directors/KMPs or their relatives are concerned or interested.	Certain Directors and/or KMPs are common in the Company and/or SAR Televenture Limited and/or Fusionnet Web Services Limited and may be deemed interested to the extent of their directorship, employment, managerial position and/or shareholding, if any. Save as aforesaid, none of the other Directors, KMPs or their relatives are concerned or interested in the proposed transactions.
8	Valuation / External Report	Not Applicable for the proposed omnibus operational and financial assistance framework. Wherever required under applicable law, the necessary	Not Applicable for the proposed omnibus operational and financial assistance framework. Wherever	Not Applicable for the proposed omnibus operational and financial assistance framework. Wherever required under applicable	Not Applicable for the proposed omnibus operational and financial assistance framework. Wherever

		reports shall be obtained before undertaking the specific transaction.	required under applicable law, the necessary reports shall be obtained before undertaking the specific transaction.	law, the necessary reports shall be obtained before undertaking the specific transaction.	required under applicable law, the necessary reports shall be obtained before undertaking the specific transaction.
9	Other relevant information	All relevant information forms part of the Notice and Explanatory Statement under Section 102 of the Companies Act, 2013.	All relevant information forms part of the Notice and Explanatory Statement under Section 102 of the Companies Act, 2013.	All relevant information forms part of the Notice and Explanatory Statement under Section 102 of the Companies Act, 2013.	All relevant information forms part of the Notice and Explanatory Statement under Section 102 of the Companies Act, 2013.

Part-B

B(1): Sale, Purchase or Supply of Goods or Services or any other Similar Business Transaction and Trade Advances

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Nature of transaction	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth and connectivity services, infrastructure sharing arrangements, revenue sharing arrangements,	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth and connectivity services, infrastructure sharing arrangements, revenue sharing arrangements,	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement/recovery of expenses and other operational, technical, commercial and	Sale, purchase and rendering of telecom infrastructure services, FTTH services, fibre leasing, bandwidth services, connectivity services, infrastructure sharing arrangements, revenue sharing arrangements, reimbursement/recovery of expenses and other operational, technical, commercial and

		reimbursement and recovery of expenses and other operational, technical, commercial and business support services between the Company and SAR Televenture Limited.	reimbursement and recovery of expenses and other operational, technical, commercial and business support services between the Company and Parametrique Electronic Solutions Private Limited.	business support services between the Company and Fusionnet Web Services Limited	business support services between SAR Televenture Limited and Fusionnet Web Services Limited
2.	Material terms	The transactions shall be undertaken in the ordinary course of business on commercially reasonable terms, having regard to the nature of services, prevailing market practices and business requirements and in accordance with the Company's Policy on Related Party Transactions.	The transactions shall be undertaken in the ordinary course of business on commercially reasonable terms, having regard to the nature of services, prevailing market practices and business requirements and in accordance with the Company's Policy on Related Party Transactions.	The transactions shall be undertaken in the ordinary course of business, wherever applicable, on commercially reasonable terms, having regard to prevailing market practices, business requirements and the Company's Policy on Related Party Transactions	The transactions shall be undertaken in the ordinary course of business, wherever applicable, on commercially reasonable terms, having regard to prevailing market practices, business requirements and the Company's Policy on Related Party Transactions
3.	Aggregate monetary limit	Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	Up to Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period
4.	Pricing mechanism	Consideration shall be determined based on	Consideration shall be determined based on	Consideration shall be determined based on prevailing market rates, mutually	Consideration shall be determined based on prevailing market rates, mutually

		prevailing market rates, mutually agreed commercial terms, cost-plus methodology or such other reasonable pricing methodology as may be applicable to the nature of each transaction.	prevailing market rates, mutually agreed commercial terms, cost-plus methodology or such other reasonable pricing methodology as may be applicable to the nature of each transaction.	agreed commercial terms, cost-plus methodology or such other reasonable pricing methodology as may be applicable to the nature of each transaction.	agreed commercial terms, cost-plus methodology or such other reasonable pricing methodology as may be applicable to the nature of each transaction.
5.	Trade advances	Trade advances, if any, may be given and/or received in the ordinary course of business in accordance with mutually agreed commercial terms.	Trade advances, if any, may be given and/or received in the ordinary course of business in accordance with mutually agreed commercial terms.	Trade advances, if any, may be given and/or received in the ordinary course of business in accordance with mutually agreed commercial term.	Trade advances, if any, may be given and/or received in the ordinary course of business in accordance with mutually agreed commercial term.

B(2): Loans and Advances (Other than Trade Advances) or Inter-Corporate Deposits

S. No.	**Particulars**	**Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)**	**Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)**	**Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)**	Granting and/or availing of loans, advances (other than trade advances) and/or inter-corporate deposits between SAR Televenture Limited and Fusionnet Web Services Limited from time to time
1.	Nature of transaction	Granting and/or availing of loans, advances (other	Granting and/or availing of loans, advances (other	Granting and/or availing of loans, advances (other	Granting and/or availing of loans,

		than trade advances) and/or inter-corporate deposits between SAR Televenture Limited and Tikona Communication Limited from time to time.	than trade advances) and/or inter-corporate deposits between Tikona Communication Limited and Parametrique Electronic Solutions Private Limited from time to time.	than trade advances) and/or inter-corporate deposits between Tikona Communication Limited and Fusionnet Web Services Limited from time to time	advances (other than trade advances) and/or inter-corporate deposits between SAR Televenture Limited and Fusionnet Web Services Limited from time to time
2.	Aggregate monetary limit	The aggregate outstanding amount of loans granted and/or availed, advances (other than trade advances) and/or inter-corporate deposits shall not exceed **Rs. 3000,00,00,000 (Rupees Three Thousand Crore only)** during the approval period.	The aggregate outstanding amount of loans granted and/or availed, advances (other than trade advances) and/or inter-corporate deposits shall not exceed **Rs. 300,00,00,000 (Rupees Three Hundred Crore only)** during the approval period.	The aggregate outstanding amount of loans granted and/or availed, advances (other than trade advances) and/or inter-corporate deposits shall not exceed **Rs. 500,00,00,000 (Rupees Five Hundred Crore only)** during the approval period.	The aggregate outstanding amount of loans granted and/or availed, advances (other than trade advances) and/or inter-corporate deposits shall not exceed **Rs. 500,00,00,000 (Rupees Five Hundred Crore only)** during the approval period.
3.	Purpose	To meet working capital requirements, capital expenditure, business expansion, treasury management, refinancing of borrowings and other general corporate purposes of the respective entities.	To meet working capital requirements, capital expenditure, business expansion, treasury management, refinancing of borrowings and other general corporate purposes of the respective entities.	To meet working capital requirements, capital expenditure, treasury management, refinancing of borrowings, business expansion and other general corporate purposes of the respective entities	To meet working capital requirements, capital expenditure, treasury management, refinancing of borrowings, business expansion and other general corporate purposes of the respective entities
4.	Tenure	As may be mutually agreed between the	As may be mutually agreed between the parties from time to	As may be mutually agreed between the	As may be mutually agreed

		parties from time to time, subject to applicable laws.	time, subject to applicable laws.	parties from time to time, subject to applicable laws.	between the parties from time to time, subject to applicable laws.
5.	Rate of interest / Commercial terms	At such rate and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.
6.	Security	Secured or unsecured, with or without security or collateral, as may be mutually agreed between the parties.	Secured or unsecured, with or without security or collateral, as may be mutually agreed between the parties.	Secured or unsecured, with or without security or collateral, as may be mutually agreed between the parties.	Secured or unsecured, with or without security or collateral, as may be mutually agreed between the parties.

B(4): Guarantees, Corporate Guarantees, Security, Surety, Indemnity, Comfort Letter or Collateral Security

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Nature of transaction	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, securities, collateral	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, securities,

		security, surety, indemnity, comfort letters or any other form of credit support in connection with the borrowings, financial obligations or business requirements of either party.	security, surety, indemnity, comfort letters or any other form of credit support in connection with the borrowings, financial obligations or business requirements of either party.	securities, indemnities, comfort letters, sureties or other forms of credit enhancement in connection with the borrowings, contractual obligations or business requirements of either party	collateral securities, indemnities, comfort letters, sureties or other forms of credit enhancement in connection with the borrowings, contractual obligations or business requirements of either party
2.	Aggregate monetary limit	The aggregate outstanding amount of such guarantees, securities, collateral securities, comfort letters or other credit support arrangements shall not exceed Rs. 3000,00,00,000 (Rupees Three Thousand Crore only) during the approval period.	The aggregate outstanding amount of such guarantees, securities, collateral securities, comfort letters or other credit support arrangements shall not exceed Rs. 300,00,00,000 (Rupees Three Hundred Crore only) during the approval period.	The aggregate outstanding amount of such guarantees, securities, collateral securities, comfort letters or other credit support arrangements shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	The aggregate outstanding amount of such guarantees, securities, collateral securities, comfort letters or other credit support arrangements shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
3.	Purpose	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements of SAR Televenture Limited and/or Tikona Communication Limited.	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements of Tikona Communication Limited and/or Parametrique Electronic	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements of the Tikona Communication Limited and/or Fusionnet Web Services Limited.	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements of SAR Televenture Limited and/or Fusionnet

			Solutions Private Limited.		Web Services Limited.
4.	Commission / Consideration	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in accordance with applicable laws	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in accordance with applicable laws

(5): Borrowings by the Listed Entity or its Subsidiary

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Nature of transaction	Borrowings by and/or lending to Tikona Communication Limited or SAR Televenture Limited by way of loans, inter-corporate deposits or such other permissible borrowing arrangements under applicable law.	Borrowings by and/or lending to Tikona Communication Limited or Parametrique Electronic Solutions Private Limited by way of loans, inter-corporate deposits or such other permissible borrowing arrangements under applicable law.	Borrowings by and/or lending to Tikona Communication Limited or Fusionnet Web Services Limited by way of loans, inter-corporate deposits or such other permissible borrowing arrangements under applicable law.	Borrowings by and/or lending to SAR Televenture Limited or Fusionnet Web Services Limited by way of loans, inter-corporate deposits or such other permissible borrowing arrangements under applicable law
2.	Aggregate monetary limit	The aggregate outstanding amount of borrowings and/or financial assistance shall not exceed Rs. 3000,00,00,000	The aggregate outstanding amount of borrowings and/or financial assistance shall not exceed Rs. 300,00,00,000	The aggregate outstanding amount of borrowings and/or financial assistance shall not exceed Rs. 500,00,00,000	The aggregate outstanding amount of borrowings and/or financial assistance shall not

		(Rupees Three Thousand Crore only) during the approval period.	(Rupees Three Hundred Crore only) during the approval period.	(Rupees Five Hundred Crore only) during the approval period.	exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
3.	Purpose	To meet working capital requirements, capital expenditure, refinancing of existing borrowings, business expansion and other general corporate purposes.	To meet working capital requirements, capital expenditure, refinancing of existing borrowings, business expansion and other general corporate purposes.	To meet working capital requirements, capital expenditure, refinancing of existing borrowings, business expansion and other general corporate purpose.	To meet working capital requirements, capital expenditure, refinancing of existing borrowings, business expansion and other general corporate purpose.
4.	Tenure	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time	As may be mutually agreed between the parties from time to time
5.	Commercial terms	On commercially reasonable terms, having regard to prevailing market conditions and in compliance with applicable laws.	On commercially reasonable terms, having regard to prevailing market conditions and in compliance with applicable laws.	On commercially reasonable terms having regard to prevailing market conditions and applicable laws	On commercially reasonable terms having regard to prevailing market conditions and applicable laws
6.	Security	Secured or unsecured, with or without security, as may be mutually agreed between the parties.	Secured or unsecured, with or without security, as may be mutually agreed between the parties.	Secured or unsecured, with or without security, as may be mutually agreed between the parties.	Secured or unsecured, with or without security, as may be mutually agreed between the parties.

PART C

C(1): Transactions relating to any Loans and Advances (other than Trade Advances) or Inter-Corporate Deposits given by the Listed Entity or its Subsidiary

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Purpose for which the funds will be utilised by the ultimate beneficiary	The loans, advances (other than trade advances) and/or inter-corporate deposits shall be utilised by the borrowing entity for its business operations, working capital requirements, capital expenditure, repayment/refinancing of existing borrowings, business expansion and other general corporate purposes in accordance with applicable laws	The loans, advances (other than trade advances) and/or inter-corporate deposits shall be utilised by the borrowing entity for its business operations, working capital requirements, capital expenditure, repayment/refinancing of existing borrowings, business expansion and other general corporate purposes in accordance with applicable laws	The loans, advances (other than trade advances) and/or inter-corporate deposits shall be utilised by the borrowing entity for its business operations, working capital requirements, capital expenditure, repayment/refinancing of existing borrowings, business expansion and other general corporate purposes in accordance with applicable laws	The loans, advances (other than trade advances) and/or inter-corporate deposits shall be utilised by the borrowing entity for its business operations, working capital requirements, capital expenditure, repayment/refinancing of existing borrowings, business expansion and other general corporate purposes in accordance with applicable laws
2.	Source of funds	Internal accruals, surplus funds, borrowings, issue of securities or	Internal accruals, surplus funds, borrowings, issue of securities or such other	Internal accruals, surplus funds, borrowings, issue of securities or such other legally permissible sources of funds	Internal accruals, surplus funds, borrowings, issue of securities or such other legally permissible sources of funds

		such other legally permissible sources of funds	legally permissible sources of funds		
3.	Details of financial indebtedness incurred for providing such funding, if applicable	The Company may utilise internal resources and/or borrowed funds, wherever considered commercially appropriate and permissible under applicable laws.	The Company may utilise internal resources and/or borrowed funds, wherever considered commercially appropriate and permissible under applicable laws.	The Company may utilise internal resources and/or borrowed funds, wherever considered commercially appropriate and permissible under applicable laws.	Parties may utilise internal resources and/or borrowed funds, wherever considered commercially appropriate and permissible under applicable laws.
4.	Terms of the loan / advance / ICD	The tenure, interest rate, repayment schedule and other commercial terms shall be mutually agreed between the parties on an arm's length/commercially reasonable basis, wherever applicable, and in compliance with applicable laws.	The tenure, interest rate, repayment schedule and other commercial terms shall be mutually agreed between the parties on an arm's length/commercially reasonable basis, wherever applicable, and in compliance with applicable laws.	The tenure, interest rate, repayment schedule and other commercial terms shall be mutually agreed between the parties on an arm's length/commercially reasonable basis, wherever applicable, and in compliance with applicable laws.	The tenure, interest rate, repayment schedule and other commercial terms shall be mutually agreed between the parties on an arm's length/commercially reasonable basis, wherever applicable, and in compliance with applicable laws.
5.	Maximum aggregate amount	The aggregate outstanding amount of loans, advances (other than trade	The aggregate outstanding amount of loans, advances (other than trade advances) and/or inter-corporate	The aggregate outstanding amount of loans, advances (other than trade advances) and/or inter-corporate deposits given	The aggregate outstanding amount of loans, advances (other than trade advances) and/or inter-corporate deposits given and/or received shall not exceed Rs.

		advances) and/or inter-corporate deposits given and/or received shall not exceed Rs. 3000,00,00,000 (Rupees Three Thousand Crore only) during the approval period.	deposits given and/or received shall not exceed Rs. 300,00,00,000 (Rupees Three Hundred Crore only) during the approval period.	and/or received shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.

C(3): Guarantee (including Performance Guarantee), Surety, Indemnity, Comfort Letter, Security or Collateral Securit

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Nature of obligation	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral security, indemnities, surety, comfort letters or any other form of credit enhancement in connection with the borrowings, contractual obligations or business requirements of SAR Televenture	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral security, indemnities, surety, comfort letters or any other form of credit enhancement in connection with the borrowings, contractual obligations or business requirements of Tikona	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral security, indemnities, surety, comfort letters or any other form of credit enhancement in connection with the borrowings, contractual obligations or business requirements of Tikona	Providing and/or receiving guarantees, corporate guarantees, performance guarantees, security, collateral security, indemnities, surety, comfort letters or any other form of credit enhancement in connection with the borrowings, contractual obligations or

		Limited and/or Tikona Communication Limited.	Communication Limited and/or Parametrique Electronic Solutions Private Limited	Communication Limited and/or Fusionnet Web Services Limited.	business requirements of SAR Televenture Limited and/or Fusionnet Web Services Limited.
2.	Purpose	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements.	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements.	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements.	To facilitate borrowings, banking arrangements, project financing, contractual commitments and other legitimate business requirements.
3.	Maximum aggregate exposure	The aggregate outstanding amount shall not exceed Rs. 3000,00,00,000 (Rupees Three Thousand Crore only) during the approval period.	The aggregate outstanding amount shall not exceed Rs. 300,00,00,000 (Rupees Three Hundred Crore only) during the approval period.	The aggregate outstanding amount shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	The aggregate outstanding amount shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
4.	Commission / consideration	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.	At such commission, fee or other commercial terms, if any, as may be mutually agreed between the parties and in compliance with applicable laws.
5.	Other material terms	The guarantees, securities or other credit support arrangements shall be provided on such terms and conditions as	The guarantees, securities or other credit support arrangements shall be provided on such terms and conditions as	The guarantees, securities or other credit support arrangements shall be provided on such terms and conditions as	The guarantees, securities or other credit support arrangements shall be

		may be approved by the Board or its authorised Committee in accordance with applicable laws and the Company's Policy on Related Party Transactions.	may be approved by the Board or its authorised Committee in accordance with applicable laws and the Company's Policy on Related Party Transactions.	may be approved by the Board or its authorised Committee in accordance with applicable laws and the Company's Policy on Related Party Transactions.	provided on such terms and conditions as may be approved by the Board or its authorised Committee in accordance with applicable laws and the Policy on Related Party Transactions.

C(4): Borrowings by the Listed Entity or its Subsidiary

S. No.	Particulars	Information provided by the Management (SAR Televenture Limited and Tikona Communication Limited)	Information provided by the Management (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Nature of borrowing	Borrowings by SAR Televenture Limited and/or from Tikona Communication Limited by way of loans, inter-corporate deposits, debentures or such other permissible borrowing arrangements under applicable law.	Borrowings by Tikona Communication Limited and/or from Parametrique Electronic Solutions Private Limited by way of loans, inter-corporate deposits, debentures or such other permissible borrowing arrangements under applicable law.	Borrowings by Fusionnet Web Services Limited and/or from Tikona Communication Limited by way of loans, inter-corporate deposits, debentures or such other permissible borrowing arrangements under applicable law.	Borrowings by SAR Televenture Limited and/or Fusionnet Web Services Limited by way of loans, inter-corporate deposits, debentures or such other permissible borrowing arrangements under applicable law.
2.	Purpose of borrowing	Working capital requirements, capital expenditure, refinancing of existing	Working capital requirements, capital expenditure, refinancing of existing	Working capital requirements, capital expenditure, refinancing of existing	Working capital requirements, capital expenditure, refinancing of existing

		borrowings, project financing, business expansion and other general corporate purposes	borrowings, project financing, business expansion and other general corporate purposes	borrowings, project financing, business expansion and other general corporate purposes	borrowings, project financing, business expansion and other general corporate purposes
3.	Maximum borrowing limit	The aggregate outstanding borrowings under the proposed Related Party Transactions shall not exceed Rs. 3000,00,00,000 (Rupees Three Thousand Crore only) during the approval period	The aggregate outstanding borrowings under the proposed Related Party Transactions shall not exceed Rs. 300,00,00,000 (Rupees Three Hundred Crore only) during the approval period	The aggregate outstanding borrowings shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.	The aggregate outstanding borrowings shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore only) during the approval period.
4.	Tenure	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
5.	Rate of interest / Commercial terms	At such rate of interest and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate of interest and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate of interest and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.	At such rate of interest and on such commercial terms as may be mutually agreed between the parties, having regard to prevailing market conditions and applicable laws.
6.	Security	Secured or unsecured, with or without creation of charge, security, collateral security or other credit enhancement, as may be mutually agreed between the parties.	Secured or unsecured, with or without creation of charge, security, collateral security or other credit enhancement, as may be mutually agreed between the parties.	Secured or unsecured, with or without creation of charge, security, collateral security or other credit enhancement, as may be mutually agreed between the parties.	Secured or unsecured, with or without creation of charge, security, collateral security or other credit enhancement, as may be mutually agreed between the parties.

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

S. No.	Particulars of the Information	Details (SAR Televenture Limited and Tikona Communication Limited)	Details (Parametrique Electronic Solutions Private Limited and Tikona Communication Limited)	Information provided by the Management (Fusionnet Web Services Limited and Tikona Communication Limited)	Information provided by the Management (SAR Televenture Limited and Fusionnet Web Services Limited)
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)	Refer above table (Point A1 to A5)
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Executive Director and CFO of the Company, as required under the RPT Industry Standards.

	CFO of the Listed Entity as required under the RPT Industry Standards				
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board has recommended the proposed transaction(s) to the shareholders for approval
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6.	The Audit Committee and Board of Directors, while providing information to the shareholders,	The Audit Committee and the Board of Directors have reviewed the commercial rationale, transaction structure and	The Audit Committee and the Board of Directors have reviewed the commercial rationale, transaction structure and	The Audit Committee and the Board of Directors have reviewed the commercial rationale, transaction structure and	The Audit Committee and the Board of Directors have reviewed the commercial rationale, transaction structure and

	can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	other relevant factors and are of the view that the proposed transaction is in the interest of the Company and its shareholders.	other relevant factors and are of the view that the proposed transaction is in the interest of the Company and its shareholders.	other relevant factors and are of the view that the proposed transaction is in the interest of the Company and its shareholders.	other relevant factors and are of the view that the proposed transaction is in the interest of the Company and its shareholders.
7.	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

For Item No. 10

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

S. No.	Particulars	Information provided by the Management
A(1): Basic details of the related party		
1.	Name of the Related Party	SAR Televenture Limited ("SAR")
1.	Country of incorporation of the related party	India
2.	Nature of business of the related party	SAR is engaged in the business of Telecom Infrastructure
A(2): Relationship and ownership of the related party		

S. No.	Particulars	Information provided by the Management
1.	Relationship between the listed entity and the Related Party	SAR Televenture Limited is the Holding Company of TKL and is a Related Party under Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015.
2.	Shareholding of the listed entity in the Related Party	Nil
3.	Capital contribution, where applicable	Not Applicable
4.	Shareholding of the Related Party in the listed entity	SAR Televenture Limited holds approximately 71% of the equity share capital of TKL and 90.82% of the equity share capital of Fusionnet Web Services Limited. Pursuant to the proposed transaction, Fusionnet Web Services Limited shall become a direct subsidiary of TKL while continuing to remain a part of the SAR Televenture Group.
A(3): Details of previous transactions with the related party		
1.	Total amount of transactions during the last financial year	There were no transactions during FY 2025-26
2.	Total amount of transactions during the current financial year up to the quarter immediately preceding the quarter in which approval is sought	There were no transactions during the period April 1, 2026 till June 30, 2026
3.	Default by Related Party, if any	Nil
A(4): Amount of Proposed Transaction(s)		
1.	Amount of proposed transactions	The aggregate consideration for the proposed acquisition is Rs. 256,83,57,080 The consideration shall be discharged by way of issuance and allotment of 85611902 (3.20%) Redeemable Cumulative Non-Convertible Preference Shares of the Company having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash
2.	Whether the proposed transaction would be a Material RPT?	Yes
3.	Value of proposed transactions as % of consolidated turnover	The value of the proposed transactions will be 2,440.11% of annual turnover of TKL for FY 2025-26
4.	Value of proposed transaction as % of Related Party turnover	The consolidated turnover of SAR is Rs 52,211.30 Lakhs for FY 2025-26. The proposed transaction will be 49.19% of the company's consolidated turnover for the FY 2025-26.
5.	Financial Performance of Related Party	The key financial parameters of the related parties is provided below

Related Parties	Particulars- Standalone	FY 2025-26 (Rs In Lakhs)
	Turnover	11,617
	PAT	1,176

S. No.	Particulars	Information provided by the Management
		SAR Televenture Limited | Net Worth | 81,600
A(5): Basic details of the Proposed Transaction		
1.	Specific type of the proposed transaction	Tikona Communication Limited shall acquire 1,28,09,761 equity shares (90.82%) equity shares of Fusionnet Web Services Limited from SAR Televenture Limited. The consideration shall be discharged by issuance and allotment of 85611902 (3.20)% Redeemable Cumulative Non-Convertible Preference Shares of Tikona Communication Limited having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash, redeemable on completion of 10 years from the date of allotment.
2.	Details of each type of the proposed transaction	
3.	Tenure	One-time transaction. The equity shares of Fusionnet Web Services Limited proposed to be acquired by TKL from SAR shall be a one-time basis upon completion of the conditions precedent and execution of the definitive transaction documents. The Preference Shares issued as consideration shall remain outstanding for a period of 10 years from the date of allotment, subject to redemption terms.
4.	Whether omnibus approval is being sought	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	The aggregate consideration for the proposed acquisition of 1,28,09,761 equity shares (90.82%) of Fusionnet Web Services Limited by TKL from SAR is Rs. 256,83,57,080/-. The consideration shall be received by SAR by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of TKL, having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share, as consideration other than cash.
6.	Justification	The Board of Directors of the Company, after considering the recommendation of the Audit Committee, believes that the proposed transaction is in the best interests of the Company and its shareholders. The proposed acquisition forms part of the Group's internal restructuring initiative aimed at rationalising and simplifying the existing Group structure, consolidating the telecom and digital infrastructure businesses under a focused operating platform, enhancing operational integration and strengthening management oversight. The transaction is also expected to facilitate efficient deployment and allocation of capital within the Group, provide a stronger

S. No.	Particulars	Information provided by the Management
		platform for future growth and strategic initiatives, and contribute towards sustainable long-term value creation for the Company and its shareholders.
7.	Interest of Directors/KMP	SAR holds approximately 71% of the equity share capital of TKL and 90.82% of the equity share capital of Fusionnet Web Services Limited. Pursuant to the proposed transaction, Fusionnet Web Services Limited shall become a direct subsidiary of TKL while continuing to remain a part of the SAR Televenture Group. Certain Directors and/or Key Managerial Personnel of the TKL are also Directors and/or Key Managerial Personnel of SAR and/or Fusionnet and may accordingly be deemed to be concerned or interested in the proposed transaction to the extent of their respective directorships, employment, managerial positions and/or shareholding, if any, in the aforesaid entities. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes
9.	Other Information relevant for decision making	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013
B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Not Applicable, as the proposed transaction relates to acquisition of shares by the Company from SAR Televenture Limited, and the consideration is proposed to be discharged by way of issuance and allotment of 3.20% Redeemable Cumulative Non-Convertible Preference Shares of the Company for consideration other than cash. Accordingly, no cash funds are proposed to be deployed by the Company in connection with the proposed transaction.
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	Tikona Communication Limited propose to acquire 1,28,09,761 equity shares (90.82%) equity shares of Fusionnet Web Services Limited from SAR Televenture Limited. The consideration shall be discharged by issuance and allotment of 85611902 (3.20%) Redeemable Cumulative Non-Convertible Preference Shares of Tikona

S. No.	Particulars	Information provided by the Management
		Communication Limited having a face value of Rs. 10/- each, to be issued at an issue price of Rs. 30/- per share, comprising face value of Rs. 10/- and premium of Rs. 20/- per share for consideration other than cash, redeemable on completion of 10 years from the date of allotment.
C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	The proposed transaction is subject to the approval of the Members of the Company under Regulation 23, and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other statutory and regulatory approvals, permissions and consents, if any, as may be required under applicable laws.

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

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

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

By Order of the Board of Directors of
Tikona Communication Limited
(Formerly Known as Grand Foundry Limited)
Sd/-
(Sonia Arora)
Company Secretary & Compliance Officer
Membership No. : A25863
Date: October 1, 2026
Place: Noida
CIN: L61900MH1973PLC017655
Regd. Office: 17, 1st Floor, A Wing, B. No. 19,
BKC Bandra Pinnacle Corporate Park Mumbai-400098
Phone: +91-9315615506
E-mail: info@tikonacomm.in
Website: www.tikonacomm.in

AGARWAL & SAXENA
CHARTERED ACCOUNTANTS

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E-mail: dc@agasax.com; agasax.delhi@agasax.org

To
Board of Directors,
Grand Foundry Limited
17, 1st Floor, A Wing, B. No. 19, BKC Bandra
Pinnacle Corporate Park Mumbai-400098

Independent Practitioner's Certificate pursuant to Regulation 45(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

1. We have been requested by the management of the Grand Foundry Limited ('the Company'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company from **"Grand Foundry Limited"** to **"Tikona Communication Limited"**

2. This report is issued in accordance with the terms of our engagement.

Management responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances

4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.

6. We have been requested by the company to certify the compliance of conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company.

7. The following documents have been furnished by the company:
   a. Name approval and availability letter from Ministry of Corporate Affairs (MCA), Registrar of Companies, CRC Manesar, dated 24th June 2026.
   b. Audited Financial Statement and board's report of the company for the FY 2025-26.
   c. Memorandum of Association (MOA) of the company.

AGARWAL & SAXENA * NEW DELHI * CHARTERED ACCOUNTANT

8. We have performed the following procedures:
   a. Verified Name approval and availability letter from Ministry of Corporate Affairs (MCA), registrar approving proposed name **Tikona Communication Limited**
   b. Verified copy of audited financial statements and board's Report for FY 2025-26.
   c. Verified the Object Clause of the Memorandum of Association.
   d. Made such inquiries from company personnel as considered necessary.

9. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the lCAl.The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by lCAl.

Opinion

11. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management. we confirm that:

Regulation	Particulars	Company's Confirmation
45(1)(a)	Time period of at least one year has elapsed from the last name change	The Company has changed its name in year 1992 on account of conversion of private Company to Public Limited and thereafter the company has not changed its name. There has been no change in the name of the company in the last one year.
45(1)(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name	During FY 2025-26, the management of the Company changed pursuant to the Share Purchase Agreement ("SPA") dated June 26, 2025 and the Open Offer made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011, pursuant to the Public Announcement dated June 26, 2025. Subsequently, the Company expanded and diversified its business activities to include telecommunications infrastructure, broadband, internet, leased line and allied digital communication services. Accordingly, the Main Objects clause of the MOA was amended to incorporate objects relating to the telecommunications

AGARWAL & SAXENA NEW DELHI CHARTERED ACCOUNTANT

Regulation	Particulars	Company's Confirmation
		sector. The amendment was approved by Special Resolution at the EGM held on February 10, 2026 and was subsequently approved by the ROC vide letter dated February 27, 2026. Prior to the aforesaid amendment, the Company recorded nil revenue during the first three quarters of FY 2025-26. Following the amendment and commencement of the new business activities, the Company generated revenue from the telecommunications business during the fourth quarter of FY 2025-26. The detailed revenue information is set out in **Annexure 1** attached hereto. The proposed new name of the Company does not suggest any new business activity and, accordingly, the said requirement is not applicable.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity	As there is no change in the activity pursuant to the proposed name change, this clause is not applicable.

Restrictions on use

12. This certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for onward submission to the Stock Exchange, where the equity shares of the Company are listed and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For **Agarwal & Saxena**
Chartered Accountants
(FRN – 002405C)



Place: New Delhi
Date: 1st October,2026

Akshay Sethi
Partner
(Membership No. :539439)
(UDIN: 26539439ICLLND6277)

Annexure-1 to the Certificate pursuant to Regulation 45 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

(Amount in INR lacs)

Quarter Ended	Telecom and Other Allied Activity	% to Total Revenue	Other Activities	% to Total Revenue	Total Revenue
June 2025	Nil	0%	Nil	0%	Nil
September 2025	Nil	0%	Nil	0%	Nil
December 2025	Nil	0%	Nil	0%	Nil
March 2026	1052.56	100%	Nil	0%	1052.56

For **Agarwal & Saxena**
Chartered Accountants
(FRN – 002405C)



Place: New Delhi
Date: 1st October,2026

Akshay Sethi
Partner
(Membership No. :539439)
(UDIN: 26539439ICLLND6277)