

Ref: STL / AGM Voting Results / 01 / 11092018

SANDHAR
Growth. Motivation. Better Life

Dated: 11th September, 2018

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
Bandra, (E), Mumbai – 400 0051

To,
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex

[Scrip Code: 541163; Symbol: Sandhar]

Sub: Disclosure of Voting Results at the 26th Annual General Meeting ("AGM") of the Company held on 10th September, 2018 as required under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In continuation to our letter dated 10th September, 2018, wherein the Company had submitted with the exchange the proceedings of the 26th AGM which was held on Monday, 10th September, 2018, at 10:00 AM at the IETE Delton Hall Lodhi Road, Gokalpuri Institutional Area, Lodi Colony New Delhi -110003, we wish to bring your kind notice that the business items [from Nos. (1) to (12)] mentioned in the Notice dated 14th August, 2018 of the said AGM were transacted and approved by the shareholders at the said meeting with requisite majority.

In this regard, please find enclosed herewith the combined voting result (i.e. result of remote e-voting and result of voting conducted at the AGM) as required under Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report dated 11th September, 2018 thereon.

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

FOR SANDHAR TECHNOLOGIES LIMITED


(Arvind Joshi)
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN: 01877905



Sandhar Technologies Limited

Head Office: 13, Sector-44, Gurugram-122002, Haryana, India. Ph: +91-124-4518900
Registered Office : B-6/20, Local Shopping Complex, Safdarjung Enclave, New Delhi- 110029 Ph: +91-11-40511800
Email - enquiries@sandhar.in; website - www.sandhargroup.com; CIN - U74999DL1987PLC029553

CIN: L74999DL1987PLC029553

SANDHAR TECHNOLOGIES LIMITED

Voting Results of AGM

Details of poll at AGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

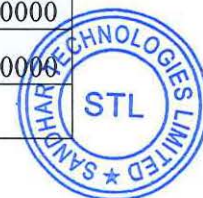
Date of AGM	10-09-2018
Total number of shareholders on record date i.e. 03-09-2018	27884
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	7
b) Public	251
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	13



Resolution (1)

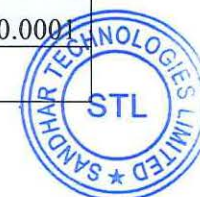
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended on the 31st March, 2018, together with the Auditors' Report and the Board's Report thereon

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (2)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No To confirm the payment of Ist & IInd Interim Dividends aggregating Rs. 2 per Equity Share and treat the same as a Final Dividend				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7731592	3670	0.0475	3625	45	98.7738	1.2262
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4346	45	98.9752	1.0248
Total		60190708	48930998	81.2933	48930953	45	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	



Resolution (3)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No a) To re-appoint a Director in place of Shri Dharmendar Nath Davar (DIN:00002008), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public- Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48689474	241524	99.5064	0.4936
Whether resolution is Pass or Not.							Yes	

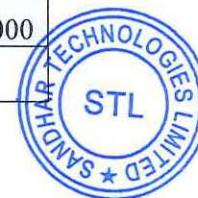


Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No				
Description of resolution considered				b) To appoint a Director in the place of Smt. Monica Davar (DIN:00100875), who retires by rotation and being eligible, offers herself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48689474	241524	99.5064	0.4936
Whether resolution is Pass or Not.							Yes	

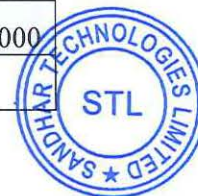


Resolution (5)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No				
Description of resolution considered				To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

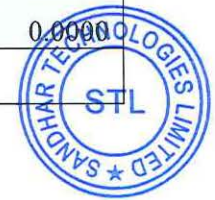


Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Gaurav Dalmia as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



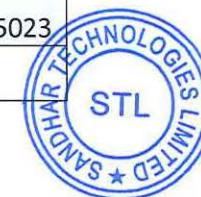
Resolution (7)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary				
Description of resolution considered				No To approve the remuneration of the Cost Auditors vis. A. N. Satija & Co. for the financial year ending 31st March, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3625	0.0469	3625	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4346	0.0562	4346	0	100.0000	0.0000
Total		60190708	48930953	81.2932	48930953	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (8)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special Yes To approve the appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	41380477	98.0114	41380477	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	41380477	98.0114	41380477	0	100.0000	0.0000
Public- Institutions	E-Voting	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public- Non Institutions	E-Voting	7731592	3670	0.0475	3625	45	98.7738	1.2262
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4346	45	98.9752	1.0248
Total		60190708	48091416	79.8984	47849847	241569	99.4977	0.5023
Whether resolution is Pass or Not.							Yes	



Resolution (9)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No To approve appointment of or continuation of directorship of Shri Krishan Lal Chugh as an Independent Non-Executive Director who has attained the age of 80 years				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	5984730	58.4500	4262805	1721925	71.2280	28.7720
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5984730	58.4500	4262805	1721925	71.2280	28.7720
Public- Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48209180	80.0941	46487255	1721925	96.4282	3.5718
Whether resolution is Pass or Not.							Yes	



Resolution (10)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No To approve appointment of or continuation of directorship of Shri Mohan Lal Bhagat as an Independent Non-Executive Director who has attained the age of 82 years				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	5984730	58.4500	3689991	2294739	61.6568	38.3432
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5984730	58.4500	3689991	2294739	61.6568	38.3432
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48209180	80.0941	45914441	2294739	95.2400	4.7600
Whether resolution is Pass or Not.							Yes	



Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1st June, 2018 up to 31st May, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3475	0.0449	3430	45	98.7050	1.2950
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4196	0.0543	4151	45	98.9276	1.0724
Total		60190708	48930803	81.2930	48930758	45	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	



Resolution (12)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Renewal of payment of Commission to Non Whole-Time Directors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (13)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				Loans to Directors/Interested Parties				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	5384730	52.5901	3991527	1393203	74.1268	25.8732
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5384730	52.5901	3991527	1393203	74.1268	25.8732
Public-Non Institutions	E-Voting	7731592	3475	0.0449	3475	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4196	0.0543	4196	0	100.0000	0.0000
Total		60190708	47608985	79.0969	46215782	1393203	97.0737	2.9263
Whether resolution is Pass or Not.							Yes	





Company Secretaries • LLP IN : AAH - 8229
C - 316, 3rd Floor, Nirmal Axiom - Galaxy
LBS Marg, Mulund (W), Mumbai - 400 080
www.sanantha.com; info@sanantha.com
Tel: (+91 22) 2591 3041

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

11th September, 2018

To
The Chairman
Sandhar Technologies Limited
B-6/20, L.S.C. Safdarjung Enclave, New Delhi - 110 029

26th (TwentySixth) Annual General Meeting (AGM) of the Equity Shareholders of Sandhar Technologies Limited held on Monday, September 10, 2018 at 10:00 A.M. at IETE Delton Hall, Lodhi Road, Gokalpuri Institutional Area, Lodi Colony, New Delhi -110003

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Forms* at the Annual General Meeting of Sandhar Technologies Limited held on Monday, September 10, 2018 at 10:00 A.M.

I, Ved Prakash, Company Secretary (ACS:36837; CP:16986), Designated Partner of S. Anantha & Ved LLP, Practising Company Secretaries, (LLPIN:AAH-8229), who were appointed as the Scrutinizers by the Board of Directors of Sandhar Technologies Limited (the 'Company') vide resolution dated 04th August, 2018, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 26th (Twenty Sixth) Annual General Meeting of the members of the Company to be held on Monday, September 10, 2018 at 10:00 A.M. at IETE Delton Hall, Lodhi Road, Gokalpuri Institutional Area, Lodi Colony New Delhi -110003, submit our report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 26th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot is conducted in a fair and transparent manner and to submit to the Chairman, the consolidated Scrutinizer's Report of the total votes cast in

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favour or against, if any, on the resolutions, based on the report generated electronically and by voting through ballot.

**(by the shareholder himself or through authorised representative or by proxy attending the AGM)*

2. As per the Notice of 26th Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on August 15, 2018, in "Business Standard", the remote e-voting opened at 09.00 A.M. (IST) on Friday, September 07, 2018 and remained open until 05.00 P.M. (IST) on Sunday, September 09, 2018.
3. The Shareholders holding the Equity Shares of the Company as on Monday, September 03, 2018 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company.
4. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
5. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 11.15A.M. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Link Intime India Private Limited www.linkintime.co.in and the same are being handed over to the Chairman.

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7. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

A. Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended on the 31st March, 2018, together with the Auditors' Report and the Board's Report thereon:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	4,89,30,277	99.999
Voting by ballot	91	721	0.001
Total	165	4,89,30,998	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,998	100.000
Votes against	-	-
Total	4,89,30,998	100.000

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B. Resolution No. 2: Ordinary Resolution

To confirm the payment of Ist & IInd Interim Dividends aggregating Rs. 2 per Equity Share and treat the same as a Final Dividend:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	73	4,89,30,232	99.999
Voting by ballot	91	721	0.001
Total	164	4,89,30,953	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	45	100.000
Voting by ballot	-	-	-
Total	1	45	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,953	100.000
Votes against	45	0.000
Total	4,89,30,998	100.000

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C. Resolution No. 3: Ordinary Resolution

a) To re-appoint a Director in place of Shri Dharmendar Nath Davar (DIN:00002008), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	73	4,86,88,753	99.999
Voting by ballot	91	721	0.001
Total	164	4,86,89,474	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2,41,524	100.000
Voting by ballot	-	-	-
Total	1	2,41,524	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 3a)

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,86,89,474	99.506
Votes against	2,41,524	0.494
Total	4,89,30,998	100.000

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D. Resolution No. 3: Ordinary Resolution

b) To appoint a Director in the place of Smt. Monica Davar (DIN:00100875), who retires by rotation and being eligible, offers herself for re-appointment:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	73	4,86,88,753	99.999
Voting by ballot	91	721	0.001
Total	164	4,86,89,474	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2,41,524	100.000
Voting by ballot	-	-	-
Total	1	2,41,524	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 3b

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,86,89,474	99.506
Votes against	2,41,524	0.494
Total	4,89,30,998	100.000

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E. Resolution No. 4: Ordinary Resolution

To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	4,89,30,277	99.999
Voting by ballot	91	721	0.001
Total	165	4,89,30,998	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,998	100.000
Votes against	-	-
Total	4,89,30,998	100.000

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F. Resolution No. 5: Ordinary Resolution

Appointment of Shri Gaurav Dalmia as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	4,89,30,277	99.999
Voting by ballot	91	721	0.001
Total	165	4,89,30,998	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,998	100.000
Votes against	-	-
Total	4,89,30,998	100.000

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G. Resolution No. 6: Ordinary Resolution

To approve the remuneration of the Cost Auditors vis. A. N.Satija & Co. for the financial year ending 31st March, 2019:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	73	4,89,30,232	99.999
Voting by ballot	91	721	0.001
Total	164	4,89,30,953	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,953	100.000
Votes against	-	0.000
Total	4,89,30,953	100.000

Note: One Folio holding 45 Equity Shares of Face value of Rs.10/- each didn't participate in passing the resolution

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H. Resolution No. 7: Special Resolution

To approve the appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	4,78,49,126	99.998
Voting by ballot	91	721	0.002
Total	162	4,78,49,847	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2,41,569	100.000
Voting by ballot	-	-	-
Total	2	2,41,569	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
36	8,40,185

Summary of Total valid votes for Resolution No. 7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,78,49,847	99.498
Votes against	2,41,569	0.502
Total	4,80,91,416	100.000

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I. Resolution No. 8: Special Resolution

To approve appointment of or continuation of directorship of Shri Krishan Lal Chugh as an Independent Non-Executive Director who has attained the age of 80 years:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	4,64,86,534	99.998
Voting by ballot	91	721	0.002
Total	162	4,64,87,255	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	17,21,925	100.000
Voting by ballot	-	-	-
Total	2	17,21,925	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 8

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,64,87,255	96.428
Votes against	17,21,925	3.572
Total	4,82,09,180	100.000

Note: One Folio holding 7,21,818 Equity Shares of Face value of Rs.10/- each didn't participate in passing the resolution

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J. Resolution No. 9: Special Resolution

To approve appointment of or continuation of directorship of Shri Mohan Lal Bhagat as an Independent Non-Executive Director who has attained the age of 82 years:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	4,59,13,720	99.998
Voting by ballot	91	721	0.002
Total	160	4,59,14,441	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	22,94,739	100.000
Voting by ballot	-	-	-
Total	4	22,94,739	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 9

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,59,14,441	95.240
Votes against	22,94,739	4.760
Total	4,82,09,180	100.000

Note: One Folio holding 7,21,818 Equity Shares of Face value of Rs.10/- each didn't participate in passing the resolution

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K. Resolution No. 10: Special Resolution

Re-appointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1st June, 2018 up to 31st May, 2023:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	4,89,30,037	99.999
Voting by ballot	91	721	0.001
Total	162	4,89,30,758	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	45	100.000
Voting by ballot	-	-	-
Total	1	45	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
36	798

Summary of Total valid votes for Resolution No. 10

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,758	100.000
Votes against	45	0.000
Total	4,89,30,803	100.000

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L. Resolution No. 11: Special Resolution**Renewal of payment of Commission to Non Whole-Time Directors:**

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	4,89,30,277	99.999
Voting by ballot	91	721	0.001
Total	165	4,89,30,998	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
35	603

Summary of Total valid votes for Resolution No. 11

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,89,30,998	100.000
Votes against	-	-
Total	4,89,30,998	100.000

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M. Resolution No. 12: Special Resolution**Loans to Directors/Interested Parties:**

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	4,62,15,061	99.998
Voting by ballot	91	721	0.002
Total	154	4,62,15,782	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13,93,203	100.000
Voting by ballot	-	-	-
Total	7	13,93,203	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
36	798

Summary of Total valid votes for Resolution No. 12

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	4,62,15,782	97.074
Votes against	13,93,203	2.926
Total	4,76,08,985	100.000

Note: Two Folios holding 13,21,818 Equity Shares of Face value of Rs.10/- each didn't participate in passing the resolution

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8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 26th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For S. ANANTHA & VED LLP
Company Secretaries

Ved Prakash

Ved Prakash
ACS: 36837; CP: 16986



Witnesses:

Pratik Rastogi
1. ANJALI RASTOGI
w/o PRAMOD RASTOGI
c/o S. Anantha & VED
Company Secretaries
C-316, Nirmal Avior Galaxy,
L.B.S Marg, Mulund (West)
Occupation: Service

2.

Sd/Pratik
SAMBHAVNA D VERHANI
D/O : DILIP S VERHANI
c/o : S. ANANTHA & VED LLP
C-316, NIRMAL AVIOR GALAXY,
NEAR DEEP MANDIR, L.B.S
MARG, MULUND (WEST),
MUMBAI - 400080
OCCUPATION: SERVICE

Counter signed
For SANDHAR TECHNOLOGIES LIMITED

Arvind Joshi

Arvind Joshi
Whole-Time Director
CFO & Company Secretary
DIN:01877905

