

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the shareholders of Sandhar Technologies Limited to be held on Monday the September 10, 2018 at 10:00 AM at the IETE Delton Hall Lodhi Road, Gokalpuri Institutional Area, Lodi Colony New Delhi -110003, to transact the following business:

### ORDINARY BUSINESS:

- 1) 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 31<sup>st</sup> March, 2018 together with the Auditor's Report and the Board's Report thereon.
- 2) To confirm the payment of Ist & IInd Interim Dividends aggregating ₹2 per Equity Share and treat the same as a Final Dividend.
- 3) To reappoint Directors, retiring by rotation:
  - (a) To appoint a Director in place of Shri Dharmendar Nath Davar (DIN- 00002008), who retires by rotation and being eligible, offers himself for re-appointment.
  - (b) To appoint a Director in place of Smt. Monica Davar (DIN- 00100875), who retires by rotation and being eligible, offers herself for re-appointment.
- 4) To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) re- appointment of M/s BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company be and are hereby ratified at such remuneration to be settled by the Directors of the Company plus out of pocket expenses, as may be incurred by such Statutory Auditors in connection with the audit of the Company".

### SPECIAL BUSINESS:

- 5) Appointment of Shri Gaurav Dalmia as an Independent Director 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 160, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Gaurav Dalmia be and is hereby appointed as an Independent, Non-Executive Director of the Company to

hold office for 5 consecutive years from the 26<sup>th</sup> May, 2018 till the 25<sup>th</sup> May, 2023."

- 6) To approve the remuneration of the Cost Auditors vis. A. N. Satija & Co for the financial year ending 31<sup>st</sup> March, 2019

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year ending the 31<sup>st</sup> March, 2019 to M/s A. N. Satija & Co, Cost Accountants, New Delhi, having Registration No. 100267, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company, amounting to ₹1,25,000/- (One Lac Twenty-Five Thousand Only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred during the course of audit be and is hereby ratified and confirmed."

- 7) 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

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

**"RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded to continuation of holding of office by Shri Dharmendar Nath Davar, (DIN 00002008), who has attained the age of 83 years, as a Non-Executive Director, liable to retire by rotation."

- 8) 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

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

**"RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the

Members of the Company be and is hereby accorded for continuation of holding of office by Shri Krishan Lal Chugh (DIN 00140124), who has attained the age of 80 years, as an Independent Non-Executive Director, not liable to retirement up to the **03<sup>rd</sup> July, 2019.**”

- 9) 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

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

**“RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded for continuation of holding of office by Shri Mohan Lal Bhagat (DIN 00699750), who has attained the age of 82 years, as an Independent Non-Executive Director, not liable to retirement up to the **03<sup>rd</sup> July, 2019.**”

- 10) Reappointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. **1<sup>st</sup> June, 2018** up to **31<sup>st</sup> May, 2023**

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

**“RESOLVED THAT** pursuant to provisions of the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby approves the re-appointment and terms of remuneration of Shri Arvind Joshi (DIN-01877905) as a Whole-time Director of the Company with effect from the **01<sup>st</sup> June, 2018 to the 31<sup>st</sup> May, 2023** upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**“RESOLVED FURTHER THAT** the Nomination & Remuneration Committee and/or the Board of Directors be and are hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s) thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

- 11) Renewal of payment of Commission to Non Whole-Time Directors

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, approval given at the Annual general Meeting held on the **03<sup>rd</sup> July, 2013** for payment of commission @1% (one percent) of the net yearly profit of the Company to the Non Whole-Time Directors be and is hereby renewed for a further period of five years commencing from the Financial Year to end on the **31<sup>st</sup> March, 2019** up to and including the Financial Year of the Company ending as on the **31<sup>st</sup> March, 2023** and that such commission be apportioned among the Non-Whole Time Directors of the Company in a manner to be decided by the Board of Directors from time to time.”

- 12) Loans to Directors/Interested Parties:

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

**“RESOLVED THAT** pursuant to section 185 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Company be and is hereby granted to advance loans including any loans represented by book debt or to give any guarantee or to provide any security in connection with any loan, on such terms and conditions in accordance with law and as are most favourable to the Company, to any subsidiary/joint ventures, associate company in which any of the Directors of the Company are interested, either as director and/or shareholder.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution or otherwise considered by the Board of Directors to be in the interest of the Company.”

By Order of the Board  
**For Sandhar Technologies Ltd.**

**ARVIND JOSHI**  
Whole-Time Director,  
Chief Financial Officer &  
Company Secretary  
DIN No. 01877905

Place : New Delhi  
Dated : **14<sup>th</sup> August, 2018**

**Registered Office:**

B-6/20 L.S.C. Safdarjung Enclave,  
New Delhi-110029  
CIN: L74999DL1987PLC029553  
Phone: 0124-4518900  
Fax: 0124-4518912  
Email: info@sandhar.in  
Website: www.sandhar.co.in

**NOTES:**

- 1) An Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 (“Act”) and applicable Secretarial Standard, relating to Special Business to be transacted at the Annual General Meeting, is annexed to the Notice.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.** The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of the Power of Attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting.  
  
A person shall not act as a Proxy on behalf for more than fifty Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single Proxy and such person shall not act as Proxy for any other person or Member.  
  
The Attendance Slip and a Proxy Form with clear instructions for filling, stamping, signing and/or depositing the Proxy Form are enclosed.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the 26<sup>th</sup> Annual General Meeting (“AGM”) and ending with the conclusion of the AGM, a Member would be entitled to inspect the Proxies lodged at any time during the business hours of the Company, provided not less than three days’ written notice is given to the Company.
- 4) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company/ Link Intime India Private Limited, Company’s Registrar and Share Transfer Agent (‘Registrar’), in advance, a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- 6) Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number.
- 7) Any query relating to Financial Statements must be sent to the Company’s Corporate Office at least seven days prior to the date of the AGM, by post or email at [investors@sandhar.in](mailto:investors@sandhar.in).
- 8) In accordance with the provisions of Section 152 of the Act, Shri Dharmendar Nath Davar (DIN- 00002008) and Smt. Monica Davar (DIN- 00100875), will retire by rotation at the forthcoming AGM and, being eligible, have offered themselves for re-appointment.  
  
Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), any additional information in respect of Shri Dharmendar Nath Davar & Smt. Monica Davar, seeking re-appointment upon retirement by rotation, is annexed to the Notice as **ANNEXURE-I**
- 9) In accordance with Article 38 of the Articles of Association of the Company and provisions of Section 161 of the Act, Shri Gaurav Dalmia was co-opted as an Additional Director of the Company with effect from **26<sup>th</sup> May, 2018** and holds office till the conclusion of this AGM. Pursuant to Section 160 of the Act, the Nomination and Remuneration Committee recommended his candidature for appointment as an Independent Director at the ensuing AGM.  
  
Pursuant to Listing Regulations, additional information in respect of Shri Gaurav Dalmia for appointment as Independent, Non-Executive Director at the AGM is annexed to the Notice.
- 10) Pursuant to the provisions of Section 91 of the Act, the **Register of Members** and the **Share Transfer Books** of the Company **will remain closed from Tuesday, 4<sup>th</sup> September, 2018 to Monday, 10<sup>th</sup> September, 2018 (both days inclusive).**
- 11) The Board of Directors of the Company, at its meeting held on the **19<sup>th</sup> December, 2017** had declared 1<sup>st</sup> interim dividend @ ₹1/- per Equity Share. Subsequently, the Company, at its meeting held on the **7<sup>th</sup> March, 2018** declared 2<sup>nd</sup> interim dividend @ ₹1/- per share. The 1<sup>st</sup> & 2<sup>nd</sup> interim dividend put together aggregated ₹2/- per equity share. The same being in line with the Company’s Dividend policy, the Board has recommended the 1<sup>st</sup> & 2<sup>nd</sup> Interim Dividends to be considered as a Final Dividend and no Additional Dividend is being recommended for the Financial Year 2017-18.
- 12) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email addresses either with the Company/Registrar or with the Depository Participant(s). Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
- 13) Annual Report 2017-18, Notice of the AGM and Attendance Slip/Proxy Form are being sent in electronic mode to Members whose email addresses are registered with the Company/Registrar or the Depository Participants, unless the Members have registered their requests for the hard copy. Physical copy of the Notice, Annual Report

and Attendance Slip/Proxy Form are being sent to those Members who have not registered their email addresses with the Company or Depository Participants. Members who have received the Notice, Annual Report and Attendance Slip/Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled-in Attendance Slip at the Registration Counter at the AGM.

- 14)** Members of the Company who have registered their email addresses are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: **investors@sandhar.in**
- 15)** The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- 16)** Members may also note that the Notice of the 26<sup>th</sup> AGM and Annual Report 2017-18 are available on the Company's website, **www.sandhar.co.in**
- 17)** The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Monday the **10<sup>th</sup> August, 2018**.
- 18)** Members holding shares in physical form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Companies Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address /Name /e-mail Address / Contact Numbers, etc., with the Company / Registrar. Blank forms (SH-13) will be supplied on request.
- 19)** Documents referred to in the Notice and explanatory statement are open for inspection at the the Registered Office of the Company on all working days (**Monday to Saturday**) **from 11.00 a.m. to 1.00 p.m.**, except holidays, upto the date of 26<sup>th</sup> AGM i.e. **Monday, 10<sup>th</sup> September, 2018**.
- 20)** Following Statutory Registers shall be available for inspection by the Members at the Registered Office of the Company on all working days (**Monday to Saturday**) **from 11.00 a.m. to 1.00 p.m.**, except holidays.
- i. Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act. The said Register shall also be produced at the commencement of the AGM and shall remain open and accessible during the continuance of the AGM to any person having the right to attend the AGM.
  - ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act. The said Register shall be kept open for inspection at the AGM and shall be made accessible to any person attending the AGM.
- 21)** Guidelines for attending the ensuing AGM:
- a) Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled-in, signed and valid attendance slip;
  - b) Any briefcase/bags/eatables or such other articles, as may be ordered by the authorities of the venue are not allowed inside the Auditorium/Hall; and
  - c) Members are requested to bring their copy of the Annual Report to the meeting.
  - d) No gifts will be distributed at the AGM.
- 22) Cut-off Date**
- The Company has fixed **03<sup>rd</sup> September, 2018** as the Cut-off Date for remote e-voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. **03<sup>rd</sup> September, 2018** only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
- 23)** The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being **03<sup>rd</sup> September, 2018**.
- 24)** The Board of Directors has appointed M/s. S. Anantha & Ved LLP, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system or through poll at the AGM in a fair and transparent manner.
- 25)** The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results will be declared by posting the same on the website of the Company (www.sandhar.co.in) and by filing with the Stock Exchanges.
- 26)** Route-map to reach the venue of the AGM is annexed to the Notice as per the requirement of the applicable Secretarial Standard.
- 27) Remote e-voting**
- Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Link Intime India Private Limited ("LI IPL"), for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 26<sup>th</sup> AGM of the Company.
- The remote e-voting period begins on **07<sup>th</sup> September, 2018 at 09:00 a.m. (IST)** and ends on **09<sup>th</sup> September, 2018 at 05:00 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 i.e. **03<sup>rd</sup> September, 2018** may cast their votes electronically. The remote e-voting module shall be disabled by LI IPL for voting after 05:00 p.m. (IST) on **09<sup>th</sup> September, 2018**.

The facility for voting, either through electronic voting system or through poll, shall also be made available at the venue of 26<sup>th</sup> AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

**Instructions and other information related to remote e-voting are as under:**

- 1) Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
- 2) Click on “Login” tab, available under ‘Shareholders’ section.

3) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

4) Your User ID details are given below:

- a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

5) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the Resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the Resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• **Cast your vote electronically**

- 6) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the Company, you choose to vote.

- 7) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/ against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under

‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/ against’.

- 8) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

- 9) After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

- 10) Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

- 11) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

• **General Guidelines for shareholders:**

- 1) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.
- 2) They are also required to upload a scanned certified true copy of the Board Resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- 3) During the voting period, shareholders can login any number of time till they have voted on the Resolution(s) for a particular “Event”.

- 4) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- 5) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**III. VOTING AT ANNUAL GENERAL MEETING:**

The Chairperson at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of Scrutinizer, by ballot voting system for all the Members who are present at the AGM but have not cast their votes earlier by availing the remote e-voting facility.

**IV. DECLARATION OF RESULTS ON THE RESOLUTIONS:**

- i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes casted in favour or against the Resolutions, invalid votes (if any) and whether the Resolution(s) has/ have been carried or not. This Report shall be submitted to the Chairperson or a person authorized by him in writing, who shall countersign the same.
- ii. The results shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutinizer’s Report shall be placed on the website of the Company [www.sandhar.co.in](http://www.sandhar.co.in) within two days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

### Item no. 5

Shri Gaurav Dalmia was appointed as an Additional Director of the Company with effect from **26<sup>th</sup> May, 2018**. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 38 of the Articles of the Association of the Company, Shri Gaurav Dalmia holds office as an Additional Director upto the date of the ensuing Annual General Meeting. Shri Dalmia had given his consent for appointment as director on the Board of the Company at the time of his appointment as an Additional Director. Based on the declaration received from him, he is not disqualified under Section 164 of the Act.

#### Profile of the appointee, Shri Gaurav Dalmia

Gaurav Dalmia is the Chairman of Dalmia Group Holdings, a holding company for business and financial assets. It invests in private equity, real estate, public markets, structured debt and fixed income.

He is an early investor in and a Board member of True North (formerly India Value Fund), a leading Indian private equity fund, which manages approximately \$3.5 billion. He is also the founder and Chairman of Landmark Holdings, a real estate investment firm, which has invested in more than 40 housing projects. He co-founded GTI, a long term investment vehicle for India focused investments.

He is a Board member of Brookings India. He was selected as a Global Leader for Tomorrow by the World Economic Forum in 2000. Gaurav Dalmia received an MBA with Beta Gamma Sigma honors from Columbia Business School.

Shri Gaurav Dalmia, who had appointed on the Board of Directors as an Additional Director at the Meeting on the 26<sup>th</sup> May, 2018 to take effect from the date of that said day's meeting is now proposed to be appointed as an Independent Director for a period of 5 (Five) years effective from the close of this AGM.

Shri Dalmia has long time experience in variegated fields of activities, with focus on marketing and is very well spoken of as a professional of business acumen and result oriented approaches and action.

Except Shri Gaurav Dalmia none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

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

### Item no. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors M/s. A.N. Satija & Co. to conduct the audit of the cost records of the Company for the financial year ending **31<sup>st</sup> March, 2019** at a remuneration of ₹125,000/- (Rupees One Lac Twenty-Five Thousand only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending **31<sup>st</sup> March, 2019**.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

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

### Item No. 7, 8 & 9

As per the amended SEBI (LODR) Regulations, 2015 through the SEBI (LODR) (Amendment) Regulations, 2018 towards implementation of the accepted recommendation of Kotak Committee as well as other provisions a new Regulation 17 (1A) has been incorporated specifying therein that no Listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years or above unless a Special Resolution is passed to that effect, with the explanatory statement annexed to the notice for such motion to indicate the justification for appointing such a person.

The Board of Directors of the Company currently comprises 3 Non-Executive Directors Viz: Shri D. N. Davar, Shri K. L. Chugh & Shri M. L. Bhagat, who were above the age of 75 years, proposal is being put forward to continue their directorships in the Company. Each of the afore mentioned Directors have all along been making useful, forward looking and valuable contribution to the governance aspects of the Company at the meetings of the Board of Directors over the years and their continuance would be greatly in the interest of the Company.

Except the Directors concerned in respect of whom the Resolutions are proposed to be passed and Shri Jayant Davar, Smt. Monica Davar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.7, 8 & 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 7,8 & 9 of the Notice for approval by the members.

### Item No. 10

The Company, in terms of the Resolution dated **01<sup>st</sup> June, 2013**, passed in the Meeting of Board of Directors, had appointed Shri Arvind Joshi as the Whole-Time Director of the Company for a period of five years w.e.f. **1<sup>st</sup> June, 2013** and his term as the Whole-time Director would be expiring on **31<sup>st</sup> May, 2018**.

Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications, experience and contribution of Shri Arvind Joshi, the Board in its meeting held on **26<sup>th</sup> May, 2018**, has decided to re-appoint him as Whole-Time Director for a further period of 5 (five) years w.e.f. the 1<sup>st</sup> June, 2018 at the remuneration approved by the Board. His re-appointment and remuneration have been recommended by the Nomination and Remuneration Committee.

Shri Arvind Joshi, is a qualified Chartered Accountant, Company Secretary and a Law Graduate. He has vast experience in the field of corporate finance, secretarial, legal and commercial functions across diverse industries in India and abroad. He has been associated with the Company for the last 12 years in various capacities as Chief Financial Officer & Company Secretary and overseeing Strategies, Procurement and Central Maintenance. The main terms and conditions of re-appointment of Shri Arvind Joshi as Whole-time Director are given below:

**Term of Appointment: 5 years (from the 1<sup>st</sup> June '2018 to the 31<sup>st</sup> May '2023)**

**(a) Basic Pay:**

₹4,06,125/- (Rupees Four Lacs Six Thousand One Hundred Twenty Five Only) per month for the financial year 2017-18 from ₹3,56,500/- p.m. applicable for FY 2016-17 with such increments as proposed and recommended by the Co-Chairman and Managing Director Shri Jayant Davar to the Nomination and Remuneration Committee and the Board of Directors from time to time.

**(b) Perquisites and Allowances:**

In addition to Basic Pay as above, the following perquisites/allowances shall be paid to Shri Arvind Joshi, Whole-Time Director.

**Category – A**

- i) **Housing:** The expenditure by the Company, on hiring furnished accommodation shall be subject to a maximum of 50% of the Basic Pay. If the Whole-Time Director is having his own accommodation; the Company shall pay house rent allowance at the rate of 50% of the Basic Pay. The expenditure incurred by the Company, if any, on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 5% of the Basic Salary.
- ii) **Medical Expenses:** Reimbursement of expenses incurred for self and family in accordance with the rules of the Company for the time being in force and as amended from time to time.
- iii) **Leave Travel Concession/ Allowance:** Leave Travel concession/allowance for self and family once in a year incurred in accordance with the rules of the Company, subject to a maximum of 8% of the Basic Pay.

iv) **Other Allowances:** The Company shall pay other Allowances including Special Allowance, if any, as per the Company Policy and subject to such Income Tax as applicable.

v) **Club Fees:** Fees of Clubs subject to a maximum of Two Clubs, if any.

**Note:** For the purpose of perquisites stated hereinabove, "Family" means the Spouse, the Dependent Children and Dependent Parents of the Whole-time Director. Any other perquisite(s) or benefit(s) to be borne or reimbursed in accordance with the Rules of the Company. The perquisites / benefits are interchangeable and shall be valued as per Income Tax Act, 1961 where applicable and shall be limited to his one month's pay.

**Category – B**

- i) **Contribution to Provident Fund/National Pension Fund:** The Company shall contribute towards Provident Fund/National Pension Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act.
- ii) **Gratuity:** The Company shall pay Gratuity as per rules of the Company.
- iii) **Earned/Casual/Sick/Compensatory Leave:** Leave on full pay and allowances, as per rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid as prescribed under the provisions of the Companies Act, 2013.

iv) **Group Personal Accident Insurance:** The Whole-Time Director shall be covered under the Group Personal Accident Insurance Policy, in accordance with the Rules of the Company.

**Category – C**

- i) **Provision of Car for the use on Company's business:** The Company shall provide car with driver in accordance with the Rules of the Company, at the cost of the Company for use on Company's business and the same will not be considered as perquisite.
- ii) **Provision of Telephone Facilities:** The Company shall provide telephone and other communication facilities at the residence of the Whole-Time Director at the entire cost of the Company for the company's business, in accordance with the Rules of the Company.

**Category – D**

i) **Commission:** Commission at the rate of 0.50% of the annual profits shall be paid over and above the total remuneration stated hereinabove. Such Commission



on profits shall be subject to the overall limits of remuneration prescribed under provisions of the Companies Act, 2013 and the Rules made thereunder.

- ii) No Sitting Fee for attending meetings of Board or Committees or Subsidiaries

#### **Minimum Remuneration:**

In the event of inadequacy of Profit, the remuneration will be regulated by Schedule V of the Companies Act, 2013 otherwise to require the approval of the Central Government.

The Board of Directors considers the re-appointment of Shri Arvind Joshi to be in the best interest of the Company. The re-appointment Shri Arvind Joshi requires approval of the members of the Company.

Except Shri Arvind Joshi none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.10 of the Notice.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

#### **Item No. 11**

The Non-Executive Directors are being paid commission @1% (one percent) of the net yearly profits of the Company, pursuant to the shareholders' Resolution passed in the Annual General Meeting held on the **03<sup>rd</sup> July, 2013** for a period of five years commencing from the Financial Year beginning on 01<sup>st</sup> April, 2013. Since the same was valid only upto the 31<sup>st</sup> March, 2018 the matter regarding renewal of the Commission to Non-Executive Directors is brought up before the Board for decision, subject to approval of shareholders at the ensuing Annual General Meeting.

Except Shri Jayant Davar and Shri Arvind Joshi, all the other Directors of the Company are, concerned or interested, financially, in the Resolution set out at Item No.11 of the Notice.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

#### **Item No. 12**

As per the recent amendment in Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting.

The Company has made investments in its subsidiaries and joint ventures to adequately capitalize them. These subsidiaries and joint ventures may require raising of loans from banks for the purpose of financing their working capital needs or capital expenditure on terms and conditions, which may include grant of guarantees or securities from the Company, being the Parent Company or Associate.

Since such subsidiaries/joint ventures companies have common directors with the Company, approval of the shareholders is desired in accordance with the relevant provisions of the Companies Act, 2013 such that any grant of guarantee/s and/or securities to secure such loans, shall be at an arm's length and not prejudicial to the interest of the parties concerned.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

All the Directors are concerned or interested in the aforesaid Resolution.

By Order of the Board  
**For Sandhar Technologies Ltd.**

**ARVIND JOSHI**  
Whole-Time Director,  
Chief Financial Officer &  
Company Secretary  
DIN No. 01877905

Place : New Delhi  
Dated : **14<sup>th</sup> August, 2018**

#### **Registered Office:**

B-6/20 L.S.C. Safdarjung Enclave,  
New Delhi-110029  
CIN: L74999DL1987PLC029553  
Phone: 0124-4518900  
Fax: 0124-4518912  
Email: info@sandhar.in  
Website: www.sandhar.co.in

## ANNEXURE-I

**Brief resume of director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of the Director	Dharmendar Nath Davar	Monica Davar	Gaurav Dalmia
Date of Birth	08/08/1934	07/09/1965	26/10/1965
Age	84	53	53
Date of Appointment	02/07/1994	24/10/1987	26/05/2018
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	N.A.	N.A.	26/05/2018
Relationship with Directors and Key Managerial Personnel	Father of Shri Jayant Davar (Promoter of the Company)	Wife of Shri Jayant Davar (Promoter of the Company)	None
Qualification(s)	B.Com (Hons.), M.A. (Economics), Certified Associate of the Indian Institute of Bankers, and Fellow of the Economic Development Institute of the World Bank.	Pre-Universities studies in Commerce Stream	MBA from Columbia Business School, New York
Expertise in specific Functional Area	Finance, Banking and Corporate Management and Laws	20 years of experience in the auto components sector	Long time experience in variegated fields of activities, with focus on marketing and is very well spoken of as a professional of business acumen and result oriented approaches and action.
Board Membership of other listed Companies as on March 31, 2018	i) Maral Overseas Limited ii) Titagarh Wagons Limited iii) OCL India Limited iv) Ansal Properties & Infrastructure Limited v) HEG Limited vi) RSWM Limited vii) Sandhar Technologies Limited	Nil	i) Landmark Property Development Company Limited ii) Bajaj Corp Limited iii) OCL India Limited iv) Sandhar Technologies Limited

### Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2018

a. Audit Committee	i) Hero Fin Corp Limited	Nil	Nil
b. Stakeholder Relationship Committee	Nil	Nil	Nil
c. Nomination & Remuneration Committee	Nil	Nil	Nil
d. Other Committee(s)	Nil	Nil	i) Raymond Apparel Limited
Number of Shares held in the Company as on March 31, 2018	8,39,582	26,22,725	Nil

Note:

- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
- Consequent upon the cessation of Shareholders Agreement dated the 31<sup>st</sup> March, 2012, Shri Gaurav Dalmia, Non-Executive Nominee Director of the Company, had tendered his resignation with effect from close of business hours on the 23<sup>rd</sup> April, 2018 and again appointed as Additional (Non-Executive Independent) Directors on the Board of the Company on and with effect from 26<sup>th</sup> May, 2018



**SANDHAR TECHNOLOGIES LIMITED**

CIN: L74999DL1987PLC029553

Registered Office: B-6/20, L.S.C. Safdarjung Enclave, New Delhi- 110029

Tel. No.: +91 124 4518900; Fax No.: +91 124 4518912

Website: www.sandhar.co.in

**ATTENDANCE SLIP**

**26<sup>th</sup> ANNUAL GENERAL MEETING ON MONDAY, 10<sup>th</sup> SEPTEMBER, 2018 AT 10:00 A.M.**

At IETE Delton Hall, Lodhi Road, Gokalpuri, Institutional Area, Lodi Colony, New Delhi -110003

Folio No. :	DP ID No. :	Client ID No. :
-------------	-------------	-----------------

I / We hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company at IETE Delton Hall, Lodhi Road, Gokalpuri, Institutional Area, Lodi Colony, New Delhi -110003, at 10:00 A.M. on Monday, **10<sup>th</sup> September, 2018.**

Name of the Member _____	Signature _____
Name of the Proxy holder _____	Signature _____

Notes:

1. Only Member/Proxy holder can attend the meeting.
  2. Please complete the Folio No. /DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.
-

# SANDHAR

Growth. Motivation. Better Life

## SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

Registered Office: B-6/20, L.S.C. Safdarjung Enclave, New Delhi- 110029

Tel. No.: +91 124 4518900; Fax No.: +91 124 4518912

Website: www.sandhar.co.in

### PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No. / Client ID No. : \_\_\_\_\_ DP ID No.: \_\_\_\_\_

I/We, being the member(s) of Sandhar Technologies Limited holding \_\_\_\_\_ equity shares having face value of ₹10 each, hereby appoint:

1. Name: \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature : \_\_\_\_\_

Or failing him/her

2. Name: \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature : \_\_\_\_\_

Or failing him/her

3. Name: \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature : \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 10<sup>th</sup> September, 2018. at 10:00 A.M. at IETE Delton Hall, Lodhi Road, Gokalpuri, Institutional Area, Lodi Colony, New Delhi -110003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

#### Resolution No.:

##### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended the 31<sup>st</sup> March, 2018 together with the Auditor's Report and the Board's Report thereon.
2. To confirm the payment of Ist & IInd Interim Dividends aggregating ₹2 per Equity Share and treat the same as a Final Dividend.
3. To appoint a director in place of Shri Dharmendar Nath Davar & Smt. Monica Davar, who retires by rotation, and being eligible, offers himself for re-appointment
4. To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration.

##### Special Business:

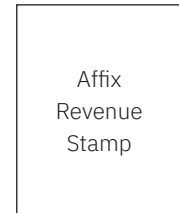
5. Appointment of Shri Gaurav Dalmia as an Independent Director of the Company.
6. To approve the remuneration of the Cost Auditors vis. A. N. Satija & Co for the financial year ending March 31, 2019.
7. To approve the appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years.

8. 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.
9. 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.
10. Reappointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1<sup>st</sup> June, 2018 up to 31<sup>st</sup> May, 2023.
11. Renewal of payment of Commission to Non Whole-Time Directors.
12. Loans to Directors/Interested Parties.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_ Signature of Proxy holder \_\_\_\_\_



**Notes:**

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at B-6/20, L.S.C., Safdarjung Enclave, New Delhi-110 029 not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26<sup>th</sup> Annual General Meeting of the Company.

**ROUTE MAP TO THE AGM VENUE**

**Venue:** IETE Delton Hall, Lodhi Road, Gokalpuri, Institutional Area, Lodi Colony, New Delhi -110003

