SANDHAR
Growth. Motivation. Better Life

CIN-L74999DL1987PLC029553
Corporate Office: 13, Sector-44, Gurugram-122002, Haryana, India
Ph.: +9112-4518900

Registered office:
B-6/20, L.S.C, Safdarjung Enclave, New Delhi - 110029, India
Ph.: +91-11-40511800
Email : enquiries@sandhar.in Website : www.sandhargroup.com

Notice

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Member(s),

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting ("AGM") of the Members of Sandhar Technologies Limited ("the Company") will be held on Tuesday, the 22nd September, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended the 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon.

   To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare a final dividend of INR 4.00/- (Indian Four Rupees only) each on the fully paid up Equity Shares of the Company of face value of INR 10/- (Indian Rupees Ten) each for the financial year 2025-2026.

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT the final dividend of INR 4.00/- (Indian Four Rupees) (40%) per equity share of the Company, having face value of INR 10/- (Indian Rupees Ten only) each, as recommended by the Board of Directors at their meeting held on 21st May, 2026, be and is hereby declared for the Financial Year ended on 31st March, 2026 and the same be paid to those members whose names appear on the register of members on 11th September, 2026, out of the profits of the Company."

3. To consider and approve re-appointment of Smt. Monica Davar (DIN: 00100875), as a Non-Executive Non-Independent Director, who retires by rotation and being eligible offers herself for re-appointment:

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), if any, and in accordance with Articles of Association of the Company, Smt. Monica Davar (DIN: 00100875), Non-Executive Non Independent Director, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditor viz., M/s Satija & Co., for audit of cost records of the Company for the Financial Year 2026-2027

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s Satija & Co., Cost Accountants (Firm Registration No.004907), appointed by the Board of Directors of the Company as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for FY 2026-27, amounting to INR 10,00,000 (Indian Rupees Ten Lakh Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred by them during the course of aforesaid audit be and is hereby ratified.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Smt. Gazal Kalra (DIN: 07278754) as Non-Executive, Independent Director of the Company.

   To consider and if thought fit, to pass the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act") read with the Rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], in accordance with the applicable provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Gazal Kalra (DIN: 07278754), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 11th August, 2026 and who holds office as such upto the date of next General Meeting of the Company or upto three months from the date of appointment, whichever is earlier in terms of Section 161 of the Act read with LODR Regulations and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the LODR Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five (5) consecutive years from the original date of appointment i.e. 11th August, 2026 upto 10th August, 2031 (both days inclusive) and that she shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To approve for enhancement of the Company's limits for granting Loans, making Investments, providing Guarantees and Securities under Section 186 of the Companies Act, 2013

   To consider and if thought fit, to pass the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory amendment(s) thereto or re-enactment(s) thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, as it may be deemed beneficial and in the interest of the Company, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other bodies corporate along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 2,000/- Crores (Indian Rupees Two Thousand Crores only) or the limits as prescribed under Section 186 of the Act, (i.e., 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more) whichever is higher;

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

By Order of the Board
For Sandhar Technologies Limited

Sd/-
YASHPAL JAIN
Chief Financial Officer & Company Secretary
ICSI Membership Number : A13981
Place: Gurugram, Haryana
Dated: 11th August, 2026

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and, where applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), setting out the material facts relating to the Special Business under Item Nos. 4, 5 and 6 of the accompanying Notice, is annexed hereto. Further, the relevant details and additional information in respect of Item No. 3 of the Notice are also annexed hereto in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and SS-2.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 8th April, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India ("SEBI"), have also provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

   In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 34th AGM of the Members of the Company is being held through VC / OAVM on Tuesday, 22nd September, 2026. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at B-6/20, L.S.C. Safdarjung Enclave, New Delhi-110029.

   The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as agency for providing VC/OAVM facility and e-voting facility (remote e-voting and e-voting during AGM) to shareholders of the Company in order to cast their votes electronically.

3. Pursuant to the above-mentioned MCA Circulars, SEBI Listing Regulations r/w relevant SEBI Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Act and the SEBI Listing Regulations physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPG format) of its Board or governing body resolution /Authorization letter etc. at e-mail ID investors@sandhar.in and to the scrutinizer kksachdeva201@gmail.com atleast 48 hours before the remote e-voting, pursuant to section 113 of the Act.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.

7. Members of the Company under the category of Institutional members are encouraged to attend and participate in the AGM through VC/OAVM and vote.

8. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act along with documents referred to in the accompanying Notice of the AGM and the Explanatory Statement will be available for inspection in electronic mode for inspection on all working days except Saturday and Sunday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) from date of dispatch of notice to members of the Company to 21st September, 2026 and on the date of AGM. Members can inspect the same by sending an email to investors@sandhar.in

10. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 12th September, 2026 to Tuesday, 22nd September, 2026 (both days inclusive).

11. Details as required in Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at the AGM is attached as Annexure -1 forming part of this Notice.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

13. Dividend: Subject to Section 126 of the Act, dividend, if declared, will be paid, on or after September 23, 2026 subject to deduction of tax at source, as may be applicable to those Members whose names appear in the Register of Members as at the end of business hours on September 11, 2026 and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.

14. Members may please note that the bank account details as furnished by the respective Depository Participants ("DPs") to the Depositories will be considered for the purpose of payment of dividend. Accordingly, the Company and its Registrar to an Issue and Share Transfer Agent ("RTA") will not entertain any direct request from Members holding shares in dematerialised form for change or deletion of such bank account details. Members holding shares in dematerialised form are, therefore, requested to update their bank account details, including IFSC, email address and other KYC particulars, with their respective DPs to avoid any delay in receipt of dividend and other communications.

    Pursuant to the applicable provisions of the SEBI Listing Regulations, dividend, if declared at the AGM, shall be paid through electronic mode to those Members whose bank account details are registered with the Depositories or the Company/RTA, as applicable.

15. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

16. As per the provisions of Section 72 of the Act and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting a request to their Depository Participant in Form No. SH-13.

17. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid/unclaimed Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Relevant details in this respect are posted on the Company's website https://sandhargroup.com/investors/unclaimed-and-unpaid-dividend.

19. The details of Dividend and Shares transferred to IEPF are provided in the Board's report which is forming part of the Annual Report for the Financial Year 2025-26.

20. The dividend that remains unclaimed out of the dividend declared for the Financial Year ended 31st March, 2019, is due for transfer to IEPF. Members are requested to contact Company or RTA immediately to encash the unclaimed dividend. The Company has uploaded the details of unpaid / unclaimed dividend on the website of the Company.

21. The Company has sent communication in this respect to concerned shareholders from time to time as may be necessary. Members are requested to contact the Company or the RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from court / authority restraining transfer, payment of dividend etc.

22. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same as well as the corresponding dividend by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The member can file only one consolidated claim in a financial year as per the IEPF Rules.

COMMUNICATION ON TAX DEDUCTION AT SOURCE ON DIVIDEND DISTRIBUTION

Pursuant to the Income-tax Act, 2025 read with the Finance Act, 2026 (effective w.e.f. 1st April, 2026), dividend income continues to be taxable in the hands of shareholders, and the Company is required to deduct Tax at Source (TDS) at the time of making payment or distribution of dividend, at the prescribed rates. Tax shall be deducted at source @10% for resident shareholders with a valid Permanent Account Number (PAN); or @20% (or such higher rate as prescribed) for resident shareholders without PAN or with an invalid PAN, as per Section 397(2) of the Income-tax Act, 2025 (corresponding to the erstwhile Section 206AA).

Further, TDS is required to be deducted at the rate prescribed in the lower/nil tax withholding certificate issued under Section 395(1) of the Income-tax Act, 2025 (corresponding to the erstwhile Section 197), if such valid certificate (Form No. 128) is provided.

However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during Tax Year 2026-27 from the Company does not exceed Rs. 10,000 u/s 393(4), and also in cases where Members furnish a self-declaration in Form No. 121 under Section 393(6) of the Income-tax Act, 2025 (corresponding to the erstwhile Form 15G/Form 15H, applicable to individuals aged 60 years or more, as applicable), subject to conditions specified in the Act and Rules, by email to RTA of the Company at investor.helpdesk@in.mpms.mufg.com.

Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence under Section 393(2) of the Income-tax Act, 2025 (corresponding to the erstwhile Section 195), subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 41 under Section 159(8) of the Income-tax Act, 2025 (corresponding to the erstwhile Form 10F), and any other document required to avail treaty benefits, by sending an email to RTA of the Company at investor.helpdesk@in.mpms.mufg.com. The aforementioned documents and declaration need to be submitted by shareholders by Tuesday, 15th September, 2026.

Note: If a shareholder holds multiple demat accounts under a single PAN, and the aggregate dividend across all such accounts exceeds Rs. 10,000, TDS shall be deducted on the entire amount.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA Circulars and SEBI Listing Regulations, Annual Report for Financial Year 2025-26 and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company and the Depositories. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members may send their request on investors@sandhar.in.

Members holding shares in dematerialized (demat) form are requested to update their email addresses with their respective Depository Participants (DPs). In case of any queries or difficulties in registering the e-mail address, Members may write to enotices@in.mpms.mufg.com or contact Tel: 022-49186000.

A copy of the Notice of this AGM along with Annual Report for the FY 2025-26 is available on the website of the Company at https://sandhargroup.com/investors/annual-reports/, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Registrar and Share Transfer Agent("RTA") https://instavote.linkintime.co.in.

Additionally, as per SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/ RTA/ depositories/ DPs providing the weblink, including the exact path of Company's website where the complete details of the Notice and Annual Report for F.Y. 2025-26 is available.

In case of any assistance, the members are requested to write an email to investors@sandhar.in

Any member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on investors@sandhar.in. The same shall be replied by the Company suitably.

SCRUTINISER FOR E-VOTING:

The Company has appointed M/s K.K. Sachdeva & Associates, Practicing Company Secretaries (M. No. FCS 7153), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, scrutinize the votes cast through e-voting during the meeting and through remote e-voting. The Scrutinizer shall then submit a Consolidated Scrutinizer's Report of the total votes cast in favour of and against each Resolution, along with details of invalid votes, if any, within two working days from the conclusion of the AGM, to the Chairman or to any person authorized by him in writing. The Chairman or the authorized person shall countersign the same and declare the consolidated results of the voting forthwith. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e., September 22, 2026.

The result declared along with the scrutinizers report shall be displayed at the registered office as well as corporate office of the Company and will also be placed on the Company's website at www.sandhargroup.com under the head "Investor Relations" and on the website of MUFG Intime India Private Limited at https://instavote.linkintime.co.in and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. Bombay Stock Exchange Limited ('BSE') and The National Stock Exchange of India Limited ('NSE').

ONLINE DISPUTE RESOLUTION MECHANISM

With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/ shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login and for more information shareholders are requested to visit the weblink https://sandhargroup.com/uploads/Investor/link-to-smart-odr-portal-signed_file.pdf

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/ QUERIES:

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in on or before 18th September, 2026 at 05:00 P.M. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
- Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in. The same will be replied by the Company suitably.

PROCEDURE FOR REMOTE E-VOTING

Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as agency for providing e-voting facility (remote e-voting and e-voting during AGM) to shareholders of the Company in order to cast their votes electronically. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 11th September, 2026 i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.

A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. Vote once cased can't be changed subsequently.

The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on Saturday, 19th September, 2026 at 9:00 A.M. (IST) and ends on Monday, 21st September, 2026 at 5:00 P.M. (IST).The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 11th September, 2026 may cast their vote electronically. The voting right of members shall be in proportion to their share.

E-Voting Event Number (EVEN)- 260534

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the Companies can conduct their AGMs/ EGMs by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.

- Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click **"Go to Meeting"**

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through Insta-Meet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through Insta-Meet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on **'Submit'**.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) 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'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**METHOD 1 - NSDL OTP based login** a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c) Enter the OTP received on your registered email ID/ mobile number and click on login. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **Method - 2: If registered with NSDL IDeAS facility** a) Shareholders who have registered for NSDL IDeAS facility: b) Visit URL: https://eservices.nsdl.com and click on **"Beneficial Owner"** icon under **"Login"**. c) Enter User ID and Password. Click on **"Login"** d) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **OR** **Shareholders not registered for NSDL IDeAS facility:** a) To register, visit URL: https://eservices.nsdl.com and select **"Register Online for IDeAS Portal"** or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp b) Proceed with updating the required fields. c) Post successful registration, user will be provided with Login ID and password. d) After successful login, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services. e) Click on **"MUFG InTime"** or **"evoting link displayed alongside Company's Name"** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **Method - 3: By directly visiting the e-voting website of NSDL:** Visit URL: https://www.evoting.nsdl.com Click on the **"Login"** tab available under 'Shareholder/Member' section. a) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP b) Enter the OTP received on your registered email ID/ mobile number and click on login. c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. d) Click on **"MUFG InTime"** or **"evoting link displayed alongside Company's Name"** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL	**METHOD 1 - CDSL e-voting page** a) Visit URL: https://www.cdslindia.com. b) Go to e-voting tab. c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on **"Submit"**. d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or **"evoting link displayed alongside Company's Name"** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **METHOD 2 : From CDSL Easi/ Easiest facility** Shareholders registered for Easi/ Easiest facility: a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on **"Login"** and select **"My Easi New (Token)"**. b) Enter existing username, Password & click on **"Login"**. c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **OR** **Shareholders not registered for Easi/ Easiest facility:** a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. b) Proceed with updating the required fields for registration. c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).
Individual Shareholders holding securities in demat mode with Depository Participant	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. a) Login to DP website b) After Successful login, user shall navigate through **"e-voting"** option. c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. d) Post successful authentication, click on **"MUFG InTime"** or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under '**SHARE HOLDER'** tab.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

b) Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".
- (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

c) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice. (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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote). Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b)

STEP 2: Steps to cast vote for Resolutions through InstaVote

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

b) Select 'View' icon. E-voting page will appear.

c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

e) 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor's Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor's Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorizing its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on “Investor Mapping” tab under the Menu Section

c) Map the Investor with the following details:

A 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' – Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on “Votes Entry” tab under the Menu section.

c) Enter the “Event No.” for which you want to cast vote.

d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.

e) Enter “16-digit Demat Account No.” for which you want to cast vote.

f) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

g) After selecting the desired option i.e. Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

a) After successful login, you will be able to see the “Notification for e-voting”.

b) Select “View” icon for “Company's Name / Event number”.

c) E-voting page will appear.

d) Download sample vote file from “Download Sample Vote File” tab.

e) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.

f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under **'SHARE HOLDER'** tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **'Login'** under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT".**

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board
For Sandhar Technologies Limited

Sd/-
YASHPAL JAIN
Chief Financial Officer & Company Secretary
ICSI Membership Number: A13981

Place: Gurugram, Haryana
Dated: 11th August, 2026

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

EXPLANATORY STATEMENT

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

Item No 4:

Ratification of Remuneration payable to Cost Auditor viz., M/s Satija & Co., for audit of cost records for the Financial Year 2026-2027

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, to have audit of its cost records conducted by a cost accountant.

The Board on the recommendation of Audit Committee, at its meeting held on 11th August, 2026, approved the re-appointment of M/s Satija & Co., (Firm Reg. No. 004907), as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ending the 31st March, 2027 at a remuneration of INR 10,00,000 (Indian Rupees Ten Lakh Only) plus applicable taxes thereon, and reimbursement of out of pocket expenses incurred during the course of audit.

The fee approved by the Board of Directors on the recommendation of the Audit Committee of the Board of the Company is after considering work & time involved, size of audit team and frequency of audit.

M/s. Satija & Co., Cost Accountant, has furnished certificate confirming that they hold the valid Certificate of Practice under Section 6(1) of the Cost Works Accountant Act, 1959. Further, the firm has confirmed that it is qualified and eligible for such appointment.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending the 31st March, 2027.

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

The Board recommends the resolution set out in Item No. 04 of this notice for the approval of members as an Ordinary resolution.

Item No 5:

Appointment of Smt. Gazal Kalra (DIN: 07278754) as Non-Executive, Independent Director of the Company.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee ("NRC") approved appointment of Smt. Gazal Kalra (DIN: 07278754) as Additional Director (in the capacity of Independent Director) of the Company on 11th August, 2026 pursuant to the provisions of Sections 149, 150, 161(1) and Schedule IV of the Companies Act, 2013 ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and the relevant provisions of the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Smt. Gazal Kalra holds office as such only up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the LODR Regulations as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the LODR Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Pursuant to the first proviso of Regulation 25(2A) of the LODR Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution.

Pursuant to Section 149, 150, 152, 160 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, the LODR Regulations and the Articles of Association of the Company, the Board of Directors of the Company after evaluating the skills, experience, expertise, knowledge of Smt. Gazal Kalra has recommended her for appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years from 11th August, 2026 till 10th August, 2031.

Brief profile of Smt. Gazal Kalra including nature of her expertise is as follows:

Gazal Kalra is the Co-Founder of Nuuk, one of India's fastest growing D2C brands today.

She started Nuuk from the simple belief that India deserves better. Better designs, better products. For far too long, we have had to put up with products that were not designed for us but instead given to us from the western world. Between design, performance and affordability - we were left to choose only two. Nuuk exists to change that. To bring purpose back into the products that power our lives.

Having studied the fundamentals of design thinking at Stanford Design School, she brings a product-led approach rooted in human-centered design along with operational excellence with a vision to create high-performance appliances that reflect modern lifestyles. Gazal is deeply committed to building consumer brands that solve real-world problems alongside raising the bar for thoughtful design, long-term utility, and future-ready approach to sustainability.

Before Nuuk, Gazal co-founded Rivigo, the logistics-tech unicorn that disrupted India's long-haul trucking sector by introducing relay trucking and tech-enabled efficiency at scale - establishing her as a design-thinker, bold problem-solver with an eye for scalable impact. Her career also spans influential roles at McKinsey & Company and the World Bank in Washington DC, giving her a unique cross-sectoral perspective on systems, policy, and innovation.

Gazal has been recognized as a Young Global Leader by the World Economic Forum, featured in Fortune's 40 Under 40, and named among Business Today's Most Powerful Women in Business in India.

An alumna of IIT Delhi, Gazal holds an MBA from Stanford Graduate School of Business, where she was a Reliance Dhirubhai Ambani Fellow, and a Master's in Public Administration from Harvard Kennedy School as a Fulbright Scholar. With expertise across product development, manufacturing, and design thinking, she also remains an active voice in the ecosystem, especially around women in entrepreneurship and Make in India-led growth.

The Board has received all the requisite disclosures/ declarations from Smt. Gazal Kalra and a notice under Section 160 of the Act from a member, proposing her candidature as an Independent Director of the Company.

Further, Smt. Gazal Kalra has registered herself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Also, she has confirmed that she is not debarred or disqualified by any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority from holding the office as a Director of the Company

In the opinion of the NRC and the Board Smt. Gazal Kalra is a person of integrity and possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the LODR Regulations and that she fulfils all the conditions as specified under the Act read with LODR Regulations and is independent of the management and her association as an Independent Director will immensely benefit the Company.

Other disclosures and details of terms and conditions of appointment of Smt. Gazal Kalra as stipulated under Regulation 36 of the LODR Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure- 1 to this Explanatory Statement and should be taken and read as part hereof.

Further, being a Non-Executive Independent Director of the Company, Smt. Gazal Kalra shall be entitled to receive the sitting fee for attending meetings of the Board of Directors or any Committee thereof. She shall also be entitled to receive such commission as approved by the members of the Company at the 32nd Annual General Meeting.

Except Smt. Gazal kalra and her relatives (to the extent of their shareholding in the Company, if any), 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 recommends the resolution set out in Item No. 05 of the accompanying Notice for approval of the Members by way of Special Resolution.

Item No 6:

To approve enhancement of the Company's limits for granting Loans, making Investments, providing Guarantees or Securities under Section 186 of the Companies Act, 2013

The Company, in the ordinary course of its business and as part of its strategic and financial management objectives, may deploy its surplus funds from time to time by way of investments in securities of other body corporates, granting of loans and providing guarantees or securities, including in relation to its subsidiaries, associates, joint ventures and other strategic business entities, as may be considered appropriate and in the best interests of the Company.

The Company evaluates various opportunities for deployment of capital and financial resources with a view to optimise returns, strengthen its business ecosystem and support its long-term growth objectives. The Company may undertake investments, provide financial support or enter into strategic arrangements with entities that are aligned with, ancillary to or complementary to the Company's existing business activities.

The details of investments made, loans granted, guarantees provided and securities given by the Company are disclosed in the Standalone Financial Statements of the Company under the relevant Notes forming part thereof, in accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), the applicable Indian Accounting Standards (Ind AS), Schedule III to the Act and other applicable financial reporting requirements. Such disclosures provide the Members and stakeholders with appropriate information regarding the nature, particulars and extent of such transactions undertaken by the Company.

As part of its long-term growth strategy, the Company continually evaluates opportunities for organic and inorganic growth, including strategic acquisitions, business expansion, investments, joint ventures, partnerships, collaborations and other value-enhancing opportunities. The Company also evaluates suitable ventures and business opportunities in its existing line of business or in areas which are complementary or synergistic to its existing operations, with the objective of enhancing capabilities, expanding market presence, strengthening competitiveness and creating sustainable value for its stakeholders.

To enable the Company to efficiently pursue such opportunities and respond promptly to evolving business requirements, the Company requires adequate financial flexibility to deploy funds through investments, loans, guarantees or securities, wherever considered commercially viable and appropriate. Accordingly, the Board of Directors considers it necessary to enhance the existing enabling limits approved under Section 186 of the Act.

Pursuant to the provisions of Section 186(2) of the Act, a company shall not directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with any loan to any other body corporate or person, or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account or one hundred per cent (100%) of its free reserves and securities premium account, whichever is higher, unless approved by the Members by way of a Special Resolution in accordance with Section 186(3) of the Act.

As on 31 March 2026, sixty per cent (60%) of the paid-up share capital, free reserves and securities premium account of the Company aggregates to INR 767.99 Crores, while one hundred per cent (100%) of its free reserves and securities premium account aggregates to INR 1,219.79 Crores. Accordingly, the maximum limit available to the Company under Section 186(2) of the Act is INR 1,219.79 Crores.

As on 31 March 2026, the aggregate value of loans granted, investments made, guarantees given and securities provided by the Company stood at INR 1,004.73 Crores, thereby leaving limited headroom within the statutory limits prescribed under Section 186(2) of the Act.

The Members of the Company had earlier approved, by way of a Special Resolution passed through Postal Ballot dated 02nd August, 2026, an overall enabling limit of INR 1,500 Crores

(Indian Rupees One Thousand Five Hundred Crores only) under Section 186 of the Act for making investments, granting loans, providing guarantees or securities as may be required from time to time.

Considering the Company's projected business growth, anticipated capital requirements, strategic acquisitions, investments, expansion initiatives, treasury operations, capital expenditure, financial support to subsidiaries and associates, evaluation of strategic ventures and other business opportunities, the Board of Directors, at its meeting held on 11 August 2026, approved and recommended for the Members' approval the enhancement of the aforesaid overall enabling limit from INR 1,500 Crores (Indian Rupees One Thousand Five Hundred Crores only) to INR 2,000 Crores (Indian Rupees Two Thousand Crores only) or such higher limit as may be permissible under Section 186(2) of the Act from time to time, whichever is higher.

The proposed limit has been determined after considering the Company's medium-term business requirements and is intended to provide adequate financial and operational flexibility to pursue organic and inorganic growth opportunities, strategic investments, acquisitions, business expansion initiatives and other value-enhancing opportunities in a timely and efficient manner.

The approval sought under this Resolution is enabling in nature and does not, by itself, result in any immediate investment, loan, guarantee, security or acquisition. The proposed authorisation does not constitute any commitment or obligation on the part of the Company to utilise the entire approved limit. Any transaction undertaken pursuant to this approval shall be evaluated on its own commercial merits, financial feasibility, strategic relevance and risk considerations and shall be undertaken only when considered appropriate and in the best interests of the Company and its stakeholders.

The Company remains committed to maintaining high standards of transparency, governance and timely disclosures. The details of loans granted, investments made, guarantees provided and securities given by the Company shall continue to be disclosed in accordance with applicable provisions of the Act, Ind AS and other applicable financial reporting requirements.

Further, any additional or fresh investment, strategic acquisition, business combination, joint venture, material transaction or other corporate development undertaken pursuant to the proposed authorisation, wherever applicable, shall be disclosed to the Stock Exchanges in accordance with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Act and other applicable laws and regulations. Accordingly, the Members and investors shall continue to receive timely information regarding material developments through the prescribed stock exchange disclosures and statutory filings of the Company.

The proposed authorisation will enable the Board of Directors of the Company (including any Committee thereof authorised by the Board), from time to time, to make investments, grant loans, provide guarantees or securities and acquire securities of other body corporates, as may be considered expedient and in the best interests of the Company, subject to the aforesaid overall limit and applicable laws.

The Company has neither accepted any deposits under the Act nor defaulted in the repayment of any deposits or payment of interest thereon and is therefore eligible to undertake transactions under Section 186 of the Act.

All transactions undertaken pursuant to the proposed authorisation shall be carried out with appropriate standards of governance, financial prudence and risk management and shall be in compliance with the applicable provisions of the Act, rules made thereunder, SEBI Regulations and other applicable laws.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

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

By Order of the Board
For Sandhar Technologies Limited

Sd/-
YASHPAL JAIN
Chief Financial Officer & Company Secretary
ICSI Membership Number: A13981

Place: Gurugram, Haryana
Dated: 11th August, 2026

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.sandhargroup.com

ANNEXURE-1

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards (SS-2).

Name of the Director	Monica Davar	Gazal Kalra
DIN	00100875	07278754
Date of Birth	07/09/1965	09/09/1985
Age	61	40
Nationality	Indian	Indian
Date of first Appointment on the Board	24.10.1987	11.08.2026
Experience/Expertise in specific Functional Area	Four decades of experience in the auto components sector	As stated in explanatory statement
Past Remuneration	Details have been provided in the Corporate Governance Report which forms the part of the Annual Report 2025-2026.	N.A.
Terms and Conditions of appoint-ment/re-appointment including the Remuneration to be paid	Re-appointment as Non-Executive Non-Independent Director, liable to be retire by rotation. Smt. Monica Davar will be entitled only to the sitting fees for attending the Board and Committee Meetings, as may be decided by the Board from time to time and commission	Appointment as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 years from 11th August, 2026 to 10th August, 2031. She will be eligible for the payment of sitting fees for attending the Board and Committee Meetings, as may be decided by the Board from time to time and commission.
Board Membership of listed Com-panies except Sandhar Technolo-gies Limited	NIL	NIL
Committee of the Board of (Sandhar Technologies Limited)	Corporate Social Responsibility Committee Risk Management Committee	NA
Committee of the Board (Other Companies)	N.A	NA
Resignation during last three years from listed entity	N.A.	N.A.
Relationship with Directors and Key Managerial Personnel	Smt. Monica Davar is related to Shri. Jayant Davar and Shri. Neel Jay Davar, Directors of the Company	Smt. Gazal Kalra is not related to any Director of the Company.
Number of Shares held in the Company including shareholding as a beneficial owner as on June 30, 2026	NIL	NIL
Capacity/ Position	Non-Executive Non Independent Director	Non-Executive Independent Director
Number of the Meetings of the Board attended during the financial year ended 31st March, 2026	5 Board Meetings were held during the Financial Year ended 31st March, 2026. 4 meetings were attended by her	N.A.
Brief Resume and Qualification,	Smt. Monica Davar is a Non-Independent, Non-Executive Director of our Company. Smt. Davar was appointed as a Director in 1987. She completed her pre-university studies in the Commerce stream. She has over 40 years of experience in the auto components sector.	As stated in explanatory statement