

Notice

Notice is hereby given that the 28th Annual General Meeting of the shareholders of Sandhar Technologies Limited to be held on Wednesday, the 23rd September, 2020 at 10:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

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 31st March, 2020 together with the Auditor's Report and the Board's Report thereon.
- 2) To declare a final dividend of Rs. 0.75 per equity share of Rs. 10/- each fully paid up, and to confirm the interim dividend of Rs. 1.25 per equity share of 10/- each fully paid up, already paid, for the year ended the 31st March, 2020.
- 3) To re-appoint 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.

SPECIAL BUSINESS:

- 4) Reappointment of Shri Jayant Davar (DIN:00100801) as Managing Director for a further period of 5 (Five) years w.e.f. the 01st January, 2021 to the 31st December, 2025

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 203 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 Jayant Davar as a Managing Director of the Company with effect from the 01st January, 2021 to the 31st December, 2025 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 Managing 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."

- 5) To re-appoint Shri Arjun Sharma (DIN: 00003306) as a Non-Executive Independent Director of the Company.

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 recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Arjun Sharma (DIN: 00003306) who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 11th July, 2016, and who holds office of Independent Director up to 23rd May, 2021 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of upto 5 (five) consecutive years on the Board of the Company effective from 24th May, 2021 to 23rd May, 2026.

- 6) Ratification of remuneration payable to Cost Auditor vis. A.N. Satija & Co for audit of cost records for the financial year 2020-2021.

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 31st March, 2021 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 Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand Only) as also the payment of taxes as applicable and reimbursement of out of pocket expenses incurred during the course of audit be and is hereby ratified and confirmed."

- 7) To appoint Shri Vimal Mahendru 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 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vimal Mahendru (DIN:00006016), who was appointed as an Additional Director on the Board of the Company w.e.f. the 5th November 2019, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160

of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of upto 5 (five) consecutive years on the Board of the Company effective from the 05th November, 2019 to the 04th November, 2024.”

By Order of the Board
For Sandhar Technologies Ltd.

Sd/
SUBHI GUPTA
Company Secretary &
Compliance Officer
Membership Number: 44467

Place: New Delhi
Dated: 13th August, 2020

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

NOTES:

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) 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.
- 3) 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 pursuant to the MCA Circulars through VC / OAVM, physical attendance of the 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.
- 4) Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution /Authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to through e-mail on investors@sandhar.in
- 5) 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 Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 17th September, 2020 to Wednesday the 23th September, 2020 (both days inclusive).
- 6) Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) in respect of the Directors seeking appointment / re-appointment at the AGM is attached as Annexure forming part of this Notice.
- 7) In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, the notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to investors@sandhar.in.
- 8) Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.sandhargroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of linkintime India Private Limited “The registrar” <https://instavote.linkintime.co.in>.
- 9) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of 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 Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, the 16th September, 2020, 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.
- 10) 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.
- 11) 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.
 - 12) 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 will be entitled to vote at the AGM.
 - 13) The remote e-voting period will commence at 09:00 A.M., on Sunday, the 20th September, 2020 and will end at 05:00 P.M. on Tuesday, the 22nd September, 2020.
 - 14) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - 15) 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.
 - 16) 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.
 - 17) The Company has appointed M/s K.K. Sachdeva & Associates, Practicing Company Secretaries, 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.
 - 18) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 - 19) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to investors@sandhar.in.
 - 20) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Registrar by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
 - 21) 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.
 - 22) As per Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National/Regional/Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/RTGS/NEFT/NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of Dividends or other cash benefits to the investors. In addition to this, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.
 - 23) Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
 - 24) Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc. from the Company electronically.
 - 25) Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to investors@sandhar.in in the prescribed form.
 - 26) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid 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.
 - 27) Members may note that the Income Tax Act, 1961 ("Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after the 01st April, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to verify the correctness of the records (including residential status and PAN) and update the same with your depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode). Also submit the following documents/declarations in accordance with the provisions of the Act.

For Resident Members, taxes shall be deducted at source under Section 194 of the Act, as follows:

Shareholders having valid PAN	7.5% or as notified by the Government of India
Shareholders not having PAN or invalid PAN	20%

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 FY 2020-21 from the Company does not exceed Rs. 5,000, and also in cases where Members providing Form No 15G or Form 15H (applicable to an individuals age of 60 years or more) subject to conditions specified in the Act and other applicable sections of the Act by email to investors@sandhar.in.



Resident Members may also submit valid document as prescribed under the Act to claim a lower/Nil withholding tax. PAN is mandatory for Members while providing Form No.15G/15H or any other document as mentioned above. Resident Non-individual Members (who are exempt from TDS under Section 194 of the Act or covered under Section 196 of the Act) are required to submit self-attested copy of the valid documentary evidence and declaration to avail such exemption under the Act.

For Non-resident Members, taxes are required to be withheld in accordance with Section 195 and other applicable sections of the Act. For FPI/FII, TDS shall be at the rate of 20% (plus applicable surcharge and cess) as per Section 196D of the Act. For other non-resident Members, the TDS shall be at the rate of 20% (plus applicable surcharge and cess) or as per Section 90 of the Act. an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, other non-resident Members will have to provide the following:

- i. Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
 - ii. Self-attested copy of Tax Residency Certificate (TRC) for FY 2020-2021 obtained from the revenue authorities of the country of tax residence of Members.
 - iii. Self-declaration Form 10F.
 - iv. Self-declaration by the Member of having no taxable presence or a fixed base/Permanent Establishment in India.
 - v. Self-declaration of Beneficial ownership by the Member, and eligibility to claim treaty benefit, which is not impaired in any manner.
 - vi. Any other documents as prescribed under the Act for lower withholding of taxes, if applicable duly attested by the shareholder.
- 28) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 29) The results declared along with the scrutinizer's report shall be placed on the website of the Company www.sandhargroup.com under the head "Investor Relations" immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
- 30) Instructions for e-voting and joining the Annual General Meeting are as follows:

Instructions for Shareholders/Members to attend the Annual General Meeting through VC/OAVM:

Shareholders/ Members will be provided with InstaMeet facility for attending the AGM through VC/OAVM wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:

- i. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- ii. PAN: Enter your 10-digit Permanent Account Number (PAN)
- iii. Mobile No.: Enter your mobile number.
- iv. Email ID: Enter your email id, as recorded with your DP/Company.

2. Click "Go to Meeting"

Note:

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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

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 in from 20.09.2020 at 10.00 am to 22.09.2020 at 5.00 pm.

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

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.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are

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

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members 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 Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
- c) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- d) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
- e) 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.
- g) 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

3. REMOTE E-VOTING

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Link Intime India Pvt. Limited ("LIPL"), Registrar and Share Transfer agent of the Company to facilitate remote e-voting

The remote e-voting period begins on 09:00 A.M., on Sunday, the 20th September, 2020 and will end at 05:00 P.M. on Tuesday, the 22nd September, 2020 (IST). During this period, shareholders of the Company, holding shares in dematerialized

form as on the Cut-off Date i.e. 16th September, 2020 may cast their votes electronically. The remote e-voting module shall be disabled by LIPL for voting after 05:00 p.m. (IST) on the 22nd September, 2020.

The process and instructions for remote e-voting are as under:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

- I. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- II. Click on "Login" tab, available under 'Shareholders' section.
- III. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- IV. Your User ID details are given below:
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- V. Your Password details are given below:

If you are using e-Voting system of LIPL: <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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). 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 LIPL: <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 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 shareholder's 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 LIPL.

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

VI. 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.

VII. 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'.

VIII. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

IX. 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.

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

XI. 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:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/Corporate Body'.
- 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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

By Order of the Board
For Sandhar Technologies Ltd.

Sd/
SUBHI GUPTA
Company Secretary &
Compliance Officer
Membership Number: 44467

Place: New Delhi
Dated: 13th August, 2020

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

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

Item No 4

The Company, in terms of the Resolution dated the 27th June, 2020, passed in the Meeting of Board of Directors, had appointed Shri Jayant Davar as the Managing Director of the Company for a period of five years w.e.f. the 1st January, 2021 and his term as the Managing Director would be expiring on the 31st December, 2025. Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications, experience and contribution of Shri Jayant Davar, the Board in its meeting held on 27th June, 2020, has decided to re-appoint him as Managing Director for a further period of 5 (five) years w.e.f. the 01st January, 2021 at the remuneration approved by the Board. His re-appointment and remuneration have been recommended by the Nomination and Remuneration Committee.

Jayant Davar is the Co-chairman and Managing Director of our Company. He is the founding Director, and is the Promoter of our Company. He holds a bachelors' degree in mechanical engineering from the Punjab University, Patiala, and has successfully completed the owner / president management programme from the Harvard Business School. He was the chairman of the Confederation of Indian Industries, Northern Region, and has been the president of the Auto Component Manufacturers Association in the past. He has three decades of experience in the auto components sector. He was awarded the distinguished alumnus during the year 2009 from Thapar Collage of Engineering and Technology, Patiala-DEEMED University.

The main terms and conditions of re-appointment of Shri Jayant Davar as Managing Director are given below:

I) Salary & Perquisites

S.No.	Particulars	Amount (Rupees)
1.	Period	5 Years w.e.f. the 1st January '2021
2.	Basic Salary	Rs, 10,00,000/- (to be reviewed for upscale revision by and or before the 31st December '2022)
3.	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self, and his family, subject to a ceiling as prescribed by law.
4.	Leave Travel Assistance	Payable as per the rules of the Company

II) Perquisites and Allowances:

In addition to Basic Pay as above, the following perquisites/allowances shall be paid to Shri Jayant Davar, Managing Director.

- a) **Housing:** Residential Rent Free furnished accommodation.
- b) **Gas, Electricity, Water and furnishing:** Expenses incurred on Gas, Electricity, Water and Furnishing subject to a ceiling of 10 % of the salary.
- c) **Provident Fund:** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being taxable under the Income Tax

Act 1961, which, at present, is 12% of the basic salary.

- d) **Gratuity:** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- e) **Leave:** Leave shall be allowed with full pay and allowances as per the rules of the Company.
- f) **Club Fee:** Fees of clubs, subject to a maximum of two clubs.
- g) **Personal Accident Insurance:** Premium not exceeding Rs. 25,000/- p.a.

III) **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 of Company's car with driver for official business of the Company.

IV) **Commission:** Commission at the rate Equal to 4 % of the Net Profit of the Company for each Financial Year, effective from the 1st January '2021 computed in accordance with the relevant provisions of the Companies Act, 2013 - to be reviewed for revision by the 31st December '2022.

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.

V) **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 Jayant Davar to be in the best interest of the Company. The re-appointment Shri Jayant Davar requires approval of the members of the Company.

Except Shri Dharmendar Nath Davar, Shri Jayant Davar and Smt. Monica Davar 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. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Shri Arjun Sharma was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as Independent Director of the Company up to 23rd May, 2021 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of

Independent Director, have recommended re-appointment of the Shri Arjun Sharma as Independent Director for a second term on the Board of the Company. The performance evaluation of Shri Arjun Sharma was done during each year of his current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board & Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, commitment to protecting/enhancing interests of all shareholders and contribution in implementation of best governance practices etc. The brief resumes of the Shri Arjun Sharma is available in the Annexure to the Notice and detailed profile is available on the website of the Company at www.sandhargroup.com

The Board, based on the performance evaluation of the Shri Arjun Sharma and as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his first tenure, the continued association of the Shri Arjun Sharma would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. The Board of Directors of the Company in its meeting dated 13th August, 2020 on the recommendation of Nomination & Remuneration Committee, approved the reappointment of the Shri Arjun Sharma as an Independent Director of the Company for a second term of upto 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting. Shri Arjun Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of the Shri Arjun Sharma for the office of Independent Directors of the Company.

The Company has also received declarations from Shri Arjun Sharma that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, the Directors fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Shri Arjun Sharma is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Copy of draft letter of appointment of the Directors setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

Shri Arjun Sharma herein is interested in the resolution set out at item no. 5 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of his shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 5 of the Notice for approval by the members of the Company.

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 the 31st March 2021 at a remuneration of Rs. 1, 25,000/- (Rupees One Lakh 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 the 31st March, 2021

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.

Item No. 7

Shri Vimal Mahendru was appointed as an Additional Director of the Company with effect from the 05th November, 2019. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 74 of the Articles of the Association of the Company Shri Vimal Mahendru holds office as an Additional Director upto the date of the ensuing Annual General Meeting. Shri Vimal Mahendru 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 his, he is not disqualified under Section 164 of the Act.

Profile of the appointee, Shri Vimal Mahendru

Shri Vimal Mahendru is the President of Legrand-India. Besides this, Shri Mahendru is presently the IEC Ambassador, representing IEC in various government and stakeholder fora on standardization, rural electrification and energy access. He is also the IEC SMB member from India and Convener of IEC Systems Evaluation Group on standardization of Low Voltage Direct Current – SEG4-LVDC.

He is also a member of the Governing Council of Indian Electrical & Electronics Manufacturers' Association (IEEMA), the apex industry body in India. He is also the Chair of the Bureau of Standards, Sectional Committee 39, for standardization of fuses and fuse accessories. Shri. Vimal has over 28 years of diverse experience in various functions in the manufacturing industry.

Shri Vimal Mahendru herein is interested in the resolution set out at item no. 7 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of his shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 7 of the Notice for approval by the members of the Company.

By Order of the Board
For Sandhar Technologies Ltd.

Sd/
SUBHI GUPTA
Company Secretary &
Compliance Officer (Interim)
Membership Number: 44467

Place: New Delhi
Dated: 13th August, 2020

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-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	Jayant Davar	Vimal Mahendru	Arjun Sharma
Date of Birth	08/08/1934	07/09/1965	18/10/1961	08/06/1963	15/12/1965
Age	86	55	59	57	55
Date of Appointment/ Reappointment	02/07/1994	24/10/1987	*01/01/2021	05/11/2019	*24/05/2021
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	N.A.	N.A.	N.A	05/11/2019	24/05/2016
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)	Son of Shri Dharmendar Nath Davar (Chairman) And Husband of Mrs. Monica Davar	None	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	Bachelors' degree in mechanical engineering from the Punjabi University, Patiala	Bachelor's in Engineering Graduate of 1985 batch from the Thapar College of Engineering and Technology, India.	Bachelor's degree in commerce from University of Delhi
Expertise in specific Functional Area	Five decade of experience in finance, banking, corporate management, laws and auto component sector.	Three decade of experience in the auto components sector.	Three decades of experience in the auto components sector.	28 years of diverse experience in various functions in the manufacturing industry.	Three decades of experience in tourism and tour operations and adviser to various forums, associations.
Board Membership of other listed Companies as on March 31, 2020	Nil	Nil	i) Jagran Prakashan Limited ii) HEG Limited	Nil	Nil

Name of the Director	Dharmendar Nath Davar	Monica Davar	Jayant Davar	Vimal Mahendru	Arjun Sharma
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2020					
a. Audit Committee	Nil	Nil	l) Jagran Prakashan Limited	Nil	Nil
b. Stakeholder Relationship Committee	Nil	Nil	l) Sandhar Technologies Limited		Nil
c. Nomination & Remuneration Committee	Nil	Nil	Nil		l) Sandhar Technologies Limited
d. Other Committee(s)	l) Sandhar Technologies Limited (Member in Finance Committee)	Nil	l) Sandhar Technologies Limited		Nil
Number of Shares held in the Company as on March 31, 2020	8,39,582	26,22,725	3,13,75,200	Nil	Nil

*Re-appointment date