



Notice

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

Dear Member,

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting (“AGM”) of the Members of Sandhar Technologies Limited (‘the Company’) will be held on Tuesday the 24th September, 2024 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, 2024 together with the reports of the Board of Directors and Auditors thereon.**
- 2) **To declare a final dividend of INR. 3.25 per equity share of INR. 10/- each fully paid up for the year ended the 31st March, 2024.**
- 3) **To re-appoint Directors, retiring by rotation:**

To appoint a Director in place of Shri Sandeep Dinodia (DIN 00005395), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 4) **Ratification of remuneration payable to Cost Auditor viz. M/s Satija & Co., for audit of cost records for the financial year 2024-2025.**

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 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), remuneration of M/s Satija & Co., Cost Accountants, New Delhi, having Firm Registration No. 004907, who was appointed as the Cost Auditors of the Company by the Board of Directors for conduct of the audit of the Cost Records of the Company for the financial year ended the 31st March, 2025, amounting to INR. 1,25,000 (Indian Rupees One Lakh Twenty-Five Thousand Only) per annum plus reimbursement of out of pocket expenses incurred by them in 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. Aabha Bakaya (DIN: 05131734) as 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 provisions of Sections 149, 150, 152, 161 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 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, Smt. Aabha Bakaya (DIN: 05131734), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from 08th August, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of 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. 08th August, 2024 upto 07th August, 2029 (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) **Re-appointment of Shri Vimal Mahendru (DIN: 00006016) as 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 provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the LODR Regulations’) as amended from time to time [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 that of the Board, Shri Vimal Mahendru (DIN: 00006016), who holds office as an independent director up to 04th November, 2024, and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an independent director, not liable to retire by rotation, for a second term of upto five (5) consecutive years with effect from 05th November, 2024 up to 04th November, 2029 (both days inclusive).

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.”

7) **Renewal for the payment of Commission to the Non-Executive Directors**

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

“**RESOLVED THAT** in supersession of the resolution passed by the members of the Company at its 31st Annual General Meeting held on 21st September, 2023 and pursuant to Section 197 and other applicable provisions, if any of the Companies Act, 2013 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 thereof for the time being in force) and pursuant to Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company, be and are hereby accorded for the payment of commission of INR. 3,00,000/- (Indian Rupee Three Lakhs only), to the eligible Non- Executive Directors, not exceeding 1% (One percent) of the Net profit of the Company or within such limits as prescribed in the Act, for a period of five years commencing from the Financial Year 2024- 2025 upto and including Financial Year 2028-2029.

RESOLVED FURTHER THAT the above fixed commissions,

payable to Non-Executive Directors of the Company, shall be in addition to the payment of sitting fees and reimbursement of expenses for attending the meetings of the Board or Committee(s) thereof, as may be determined by the Board, from time to time.

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.”

**By Order of the Board
For Sandhar Technologies Limited**

**YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981**

Place: Gurugram, Haryana

Dated: 08th August, 2024

Registered Office:

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

CIN: L74999DL1987PLC029553

Phone: 0124-4518900

Fax: 0124-4518912

Email: cs@sandhar.in

Website: www.sandhargroup.com

NOTES:

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 08, 2021, Circular no. 21/2021 dated December 14, 2021, Circular no. 2/2022 dated May 05, 2022, Circular no. 10/2022 dated December 28, 2022 and Circular no. 09/2023 dated September 25, 2023, in relation to “Clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or Other Audio Visual Means (“OAVM”)” read with other Circulars, as may be applicable (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD/P/CIR/2023/167 dated October 07, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- 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 AGM, 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 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) 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.
- 5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) 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 through e-mail on investors@sandhar.in
- 7) 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 Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive).
- 8) Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards II 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 and 2 forming part of this Notice.
- 9) In conformity with the regulatory requirements, the notice of 32nd AGM and Annual Report are being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depositories unless any Member has requested for a physical copy of the same. Further, the Notice of the AGM and Annual Report for the Financial Year 2023–24 are available on the Company’s website at <https://sandhargroup.com/investors/annual-reports/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Registrar <https://instavote.linkintime.co.in>.

In case of any assistance, the members are requested to write an email to investors@sandhar.in
- 10) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of 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 Tuesday September 17, 2024 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.
- 11) 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.
- 12) 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.
- 13) 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 casted can’t be changed subsequently.
- 14) 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.

- 15) 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.
- 16) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 17) 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, the terms and conditions of appointment of Independent Directors along with all other documents as referred in this notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investors@sandhar.in
- 18) 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.
- 19) 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.
- 20) 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.
- 21) Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
- 22) 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 investors@sandhar.in in Form No. SH-13.
- 23) 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.
- 24) Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 01st April, 2020 and the Company is required to deduct Tax at Source (TDS) at the time of making the payment or distribution of dividend to the shareholders at the prescribed rates. Tax shall be deducted at source @10% for resident shareholders with valid Permanent Account Number (PAN); or @ 20% for resident shareholders without PAN or invalid PAN (as per Sec. 206AA of IT Act). Further, the TDS rate of 10% is subject to provisions of Section 206AB of the IT Act (effective from 01st July 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in Section 206AB of the IT Act, tax is required to be deducted, at the higher of the following rates, in case of payments to the 'specified person'.
- At twice the rate specified in the relevant provision of the IT Act; or
 - At twice the rate or rates in force; or
 - At the rate of 5%
- The term 'Specified Person' as defined in Section 206AB of the IT Act means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the Financial Year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.
- Further, TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the IT Act, if such valid certificate 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 FY 2024-25 from the Company does not exceed Rs. 5,000, and also in cases where Members providing Form No 15G/Form 15H (applicable to an individual 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.
- Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Electronically Filed Form 10F, any other document which may be required to avail the tax treaty benefits by submitting the documents to our Registrars & Transfer Agents (RTA), Link Intime India Private Limited at its dedicated link- <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforementioned documents and declaration needs to be submitted by the shareholders by Tuesday, September 17, 2024. For detailed instruction and formats of the Forms and documents needs to be submitted, please visit <https://sandhargroup.com/>.
- Note:-If a shareholder holds multiple demat account having single PAN in that case if the aggregate amount of dividend of all the demat account exceeds Rs 5,000/- the TDS shall be deducted on the entire amount of dividend.

- 25) The Scrutinizer shall, immediately after the completion of e-voting at the AGM, scrutinize votes casted at the meeting, vote casted through remote e-voting within 2 working days from the conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall counter sign the same and declare results (consolidated).
- 26) 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 the same shall be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- 27) Instructions for e-voting and joining the Annual General Meeting are as follows:

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

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: <https://instameet.linkintime.co.in> & Click on "Login".
 - ▶ Select the "Company" and 'Event Date' and register with your following details: -
 - A. 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
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/ Company.
 - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the 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 Speaker during the Annual General Meeting through InstaMeet:

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 from September 21, 2024 at 09:00 A.M. to September 23, 2024 at 05:00 P.M.

Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

Other shareholder may ask questions to the panel list, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 are allowed to use camera and are advised to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance 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/ 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:

- 1) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2) 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 and click on 'Submit'.
- 3) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- 4) 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'.
- 5) 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.
- 6) 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 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.

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.

Remote e-Voting Instructions for shareholders:

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 ("LI IPL"), Registrar and Share Transfer agent of the Company to facilitate remote e-voting.

The remote e-voting period begins on 09:00 A.M. (IST), on Saturday, September 21, 2024 and will end at 05:00 P.M. (IST) on Monday, September 23, 2024. During this period, shareholders of the Company, holding shares in dematerialized form as on the Cut-off Date i.e. Tuesday, September 17, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by LI IPL for voting after 05:00 P.M. (IST) on the Monday, September 23, 2024.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for 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 registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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

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, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.

*Shareholders holding shares in NSDL form, shall provide 'D' above

▶ 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).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHAREHOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ 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) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- b. 'Investor's Name - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- e. Click on Submit button and investor will be mapped now.
- f. The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel 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:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for 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 and 022 - 2499 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:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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 for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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**

**YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981**

**Place: Gurugram, Haryana
Dated: 08th August, 2024**

Registered Office:

B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: cs@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 2024–2025.

The Board on the recommendation of Audit Committee, at its meeting held on 23rd May, 2024, 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 ended the 31st March, 2025 at a remuneration of INR 1,25,000 (Indian Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes thereon, and reimbursement of out of pocket expenses incurred during the course 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.

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 ended the 31st March, 2025.

None of the Promoters, Directors, Key Managerial Personal(s) and their relatives (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. Aabha Bakaya (DIN: 05131734) as Non-Executive, Independent Director of the Company.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee ("NRC") approved appointment of Smt. Aabha Bakaya (DIN: 05131734) as Additional Director (in the capacity of Independent Director) of the Company, who shall hold office as such till 32nd Annual General Meeting ("AGM"). Further, Board of Directors has recommended the appointment of Smt. Aabha Bakaya as Independent Director for a term of five consecutive years i.e. from 08th August, 2024 upto 07th August, 2029 for approval of the Members of the Company.

In the opinion of the Board Smt. Aabha Bakaya fulfil the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment as Independent Director of the Company and is independent of management of the Company.

Brief profile of Smt. Aabha Bakaya is as follows:

Smt. Aabha Bakaya, aged about 43 years is an eminent

person in the TV journalism, known for her multifaceted roles across several esteemed news channels including Business Today, India TV group, ET Now, NDTV Good Times, and CNBC TV18 etc. Her career spans content curation, news reporting and conducting insightful interviews with industry leaders. Smt. Aabha Bakaya established herself as a thought leader contributing significantly in the field of finance, economy and corporate affairs through her comprehensive reporting and engaging interviews.

Smt. Aabha Bakaya completed her Bachelor's degree in Media and Communication from the University of New South Wales and also holds a certificate in Creative Writing and Screenwriting from Columbia University in the City of New York.

Smt. Aabha Bakaya recognized as an innovative and visionary leader known for her ability to think creatively and translate ideas into impactful realities. Her contributions include writing numerous articles on CEO management mantras, corporate strategy, and profiles of young achievers.

In terms of Regulation 25(8) of the Listing Regulations, Smt. Aabha Bakaya has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Smt. Aabha Bakaya be appointed as Independent Director for a term of five consecutive years from the original date of their appointment i.e. 08th August, 2024 upto 07th August, 2029.

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

Except Smt. Aabha Bakaya 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 Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 06

Re-appointment of Shri Vimal Mahendru (DIN: 00006016) as Non-Executive Independent Director of the Company

Shri Vimal Mahendru (DIN:00006016) was appointed as Independent Director on the Board of Directors of the Company ("the Board") effective 05th November, 2019 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read

with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the members at 28th Annual General Meeting of the Company held on 23rd September, 2020. Shri Vimal Mahendru will hold office as Independent Director of the Company up to 04th November, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. In compliance thereof, the approval of the Members for re-appointment of the said Independent Director through Special Resolution is being sought at this Annual General Meeting prior to expiry of their respective first term.

The Company has received declarations from Shri Vimal Mahendru, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Shri Vimal Mahendru is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to continue as Director. And he is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. And he did not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice.

Brief Profile of Shri Vimal Mahendru is mentioned below:

Shri. Vimal Mahendru is an Independent Director of our Company. He is also the Vice President and Chair of the IEC Standardization Management Board. In addition, he is a member of the ISO Technical Management Board and IEC Special Envoy for UN SDGs. Shri Mahendru Chairs the IEC Committee for global standards on Direct Current and Direct Current for electricity access and member of the World Standards Cooperation. He has been a member of the IEC Standardization Management Board (IEC SMB) since 2015.

Shri. Mahendru is passionate about building a sustainable future for all through the effective proliferation of technologies. He is very well recognized worldwide for his work on sustainability and the UN SDGs and is a recipient of the prestigious Lord Kelvin Medal for his service to the global technological industry.

Besides, he is also member of Advisory Group on digitalization and sustainability through Standards, Ministry of Consumer Affairs, Bureau of Indian Standards, Government of India. He has over 34 years of diverse experience in various functions in the manufacturing industry and has gained a high level of expertise in cross-cultural management, consensus building, and strategy. His proven strengths include excellent communication skills, a wide network of people across the global technology community and deep insights into emerging technologies and harnessing these for global good.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Shri Vimal Mahendru has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on 29th July, 2024 and 08th August, 2024 respectively, taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Shri Vimal Mahendru during their respective tenures, formed an opinion that, Shri Vimal Mahendru confirm to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Director of the Company.

The Board based on the recommendation of NRC, is of the view that continued association of Shri Vimal Mahendru as Independent Director of the Company would be of immense benefit and value to the Company.

Other disclosures and details of terms and conditions of re-appointment of Shri Vimal Mahendru as stipulated under Regulation 36 of the SEBI Listing 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.

Except Shri Vimal Mahendru and his 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. 6 of the Notice.

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

Item No. 07

Renewal of Payment of Commission to the Directors other than Managing Director and Whole Time Directors.

The Company had taken approval of the members, from time to time, for payment of remuneration in the form of commission or otherwise to Non-Executive Directors, both in the Independent and Non-Independent category, not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, subject to approval of the members by means of an Ordinary Resolution.

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Directors have been shaping and steering the long term strategy and make invaluable contributions towards Sandhar group level strategy, monitoring of risk management and compliances.

Members of the company at the 31st Annual General Meeting held on the 21st September, 2023 had approved the payment of commission to Non- Executive Directors for a period of five years commencing from the Financial Year beginning on 01st April, 2023 for an amount of INR. 2,00,000 (Indian Rupee Two Lakhs Only).

Further in supersession to the earlier resolution passed at the 31st AGM of the Company and in line with the recommendations of Nomination and Remuneration

Committee and the Board of Directors of the company made at their respective meetings held on 29th July, 2024 and 08th August, 2024 respectively has considered and recommended to members for renewal of the Commission payable to Non-Executive Directors of the Company, by way of commission or otherwise, not exceeding 1 (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2024–25 upto the financial year 2028–29. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

Accordingly, the Board recommends the resolution set forth in Item No. 7 relating payment of commission to Non-Executive Directors, at an amount not exceeding 1% of the net profit of the Company, by way of Ordinary Resolution.

Except the Key Managerial Personnel of the Company and their relatives, all Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration/ commission or fees that may be received by them.

**By Order of the Board
For Sandhar Technologies Limited**

**YASHPAL JAIN
Chief Financial Officer and
Company Secretary
Membership Number: A13981**

Place: Gurugram, Haryana

Dated: 08th August, 2024

Registered Office:

B-6/20 L.S.C. Safdarjung Enclave,

New Delhi-110029

CIN: L74999DL1987PLC029553

Phone: 0124–4518900

Fax: 0124–4518912

Email: cs@sandhar.in

Website: www.sandhargroup.com

ANNEXURE-1

Brief resume of director seeking Appointment/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	Sandeep Dinodia	Vimal Mahendru
DIN	00005395	00006016
Date of Birth	04/04/1962	08/06/1963
Age	62	61
Nationality	Indian	Indian
Date of Appointment/ Reappointment on the Board	Appointment w.e.f. 02/02/2022	Reappointment w.e.f. 05/11/2024
Qualification(s)	B.Com, L.L.B and Fellow Member of Institute of Chartered Accountant of India	Bachelor's in Engineering Graduate of 1985 batch from the Thapar College of Engineering and Technology, India
Expertise in specific Functional Area	Finance, Banking and Corporate Management and Laws	34 years of diverse experience in various functions in the manufacturing industry.
Board Membership of listed Companies	Sandhar Technologies Limited The Hi-Tech Gears Limited Ester Industries Limited	NIL
Committee of the Board (Sandhar Technologies Limited)	Audit Committee Risk Management Committee	Audit Committee Risk Management Committee Stakeholders' Relationship Committee Finance & Strategy Committee Share Transfer & Allotment Committee
Resignation during last three years from listed entity	N.A.	N.A.
Relationship with Directors and Key Managerial Personnel	Shri Sandeep Dinodia is not related to any of the Directors of the Company.	Shri Vimal Mahendru is not related to any of the Directors of the Company.
Number of Shares held in the Company as on June 30, 2023	5,200	0
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	Non-Executive Non-Independent Director, liable to retire by rotation. Eligible for the payment of sitting fees and commission	Non-Executive Independent Director, not liable to retire by rotation. Eligible for the payment of sitting fees and commission.
Capacity/ Position	Non-Executive Non-Independent Director	Non-Executive Independent Director
Brief Resume, Qualification, Nature of Expertise, terms & conditions of appointment	As stated in explanatory statement	As stated in explanatory statement

ANNEXURE-2

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

Name	Smt. Aabha Bakaya
Age	43 Years
Date of appointment on the Board	08th August, 2024
Qualifications	Bachelor's Degree in Media and Communication from the University of New South Wales and also holds Certificate in Creative Writing and Screenwriting from Columbia University in the City of New York.
Brief Resume including experience	Smt. Aabha Bakaya is a prominent figure in TV journalism, known for her multifaceted roles across several esteemed news channels including Business Today, India TV group, ET Now, NDTV Good Times, and CNBC TV18 etc. Her career spans content curation, news reporting and conducting insightful interviews with industry leaders. Smt. Aabha Bakaya established herself as a thought leader contributing significantly in the field of finance, economy and corporate affairs through her comprehensive reporting and engaging interviews.
Relationship with other Directors/Key Managerial Personnel	Smt. Aabha Bakaya is not related to any of the Directors of the Company.
Other Directorship	Leading Ladies Network Private Limited Aabha Bakaya Network Private Limited
Chairmanship/ Membership of Committees in Companies in which position of Directors is held	-
No. of equity shares held in the Company (as on 08th August, 2024)	NIL
Remuneration last drawn	N.A.
Remuneration proposed to be paid	N.A.
Number of meetings of the Board attended during the Financial Year (2023-24)	N.A.
Terms and conditions of appointment or re-appointment	Non-Executive Independent Director, not liable to retire by rotation.