

SANDHAR

Growth. Motivation. Better Life

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Notice

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

Dear Member(s),

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting ("AGM") of the Members of Sandhar Technologies Limited ("the Company") will be held on Friday, the 19th September, 2025 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, 2025 together with the reports of the Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2) **To declare a final dividend of INR. 3.50/- (Indian Three Rupees Fifty Paise) each on the fully paid up Equity Shares of the Company of face value of INR 10/- (Indian Rupees Ten) each for the financial year 2024-2025.**

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

"RESOLVED THAT the final dividend of INR 3.50/- (Indian Three Rupees Fifty Paise) per equity share of the Company, having face value of INR 10/- (Indian Rupees Ten only) each, fully paid-up, be and is hereby declared for the Financial Year ended on 31st March, 2025, as recommended by the Board of Directors at their meeting held on 22nd May, 2025.

- 3) **To consider and approve re-appointment of Shri. Neel Jay Davar (DIN: 09201336), as a Non-Executive Non-Independent Director, who retires by rotation and being eligible offers himself for re-appointment:**

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 152(6) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, Shri Neel Jay Davar (DIN: 09201336), Non-Executive Non-Independent Director, who is liable to retire by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

- 4) **To appoint M/s KK Sachdeva & Associates, as Secretarial Auditor 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 Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), circulars issued thereunder from time to time and other applicable statutory laws, if any, as amended from time to time, and upon the recommendations of the Audit Committee and Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to appoint M/s. K K Sachdeva & Associates, Practicing Company Secretary, having Membership No. F7153 and Certificate of Practice No. 4721 and Peer Review Certificate No. 1684/2022, as the Secretarial Auditor of the Company to hold such office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2030, at such professional fees as mentioned in the explanatory statement plus

applicable taxes and other out-of-pocket expenses as may be determined by the Board of Directors of the Company (based on the recommendation(s) of the Audit Committee), from time to time, and, as mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, to determine including but not limited to role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution.

5) Ratification of Remuneration payable to Cost Auditor viz., M/s Satija & Co., for audit of cost records of the Company for the Financial Year 2025–2026

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), M/s Satija & Co., Cost Accountants (Firm Registration No.004907), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for FY 2025–26, be paid a remuneration of INR. 1,25,000 (Indian Rupees One Lakh Twenty-Five Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses as may be 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.”

6) Re- Appointment of Shri. Jayant Davar (DIN: 00100801) as Executive Chairman (Executive Director) & Chief Executive Officer of the Company for 5 years w.e.f 01st January, 2026

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

“RESOLVED THAT pursuant to provision of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (‘Listing Regulations’), and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to Articles of Association, approval of the Members of the Company be and are hereby accorded for the re-appointment of Shri Jayant Davar as Executive Chairman (Executive Director) & Chief Executive Officer of the Company to hold such office for the period of 5 (five) years with effect from 01st January, 2026 to 31st December, 2030, not liable to retire by rotation, upon the terms and conditions of the said re-appointment, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) from time to time and further mutually agreed between Shri Jayant Davar and the Company including but not limited to the 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 Act, but may exceed the limits as specified under the Regulation 17(6)(e) of the Listing Regulations or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed in the explanatory statement be and is hereby approved effective from 01st, January 2026 and may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as ‘Board’ which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to vary and/or revise the terms and conditions of re-appointment including the remuneration payable to Shri Jayant Davar from time to time within the permissible limits under the provisions of the Companies Act, 2013 read with the rules made thereunder, Schedule V of the said Act, but may exceed the limits as specified under the Regulation 17(6)(e) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) without requiring to obtain the approval of shareholders any further and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take such steps as may be necessary, proper or expedient to give effect to this Resolution.

7) Approval for the Increase in the borrowing limits of the Company

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Board of Directors and Special resolution passed by the Members of the Company at the Annual General Meeting held on 09th July, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the

Articles of Association of the Company, the consent of the Members be and are hereby accorded to authorize the Board of Directors of the Company or the Committee thereof, to borrow any sum or sums of money for the purpose of the business of the Company, whether from any bank(s), financial institution(s), body corporate(s), or any other person(s) or from any other source in India or outside India in any form including but not limited to by way of, loans, issue of debentures, bonds or other instruments or otherwise, with or without security, in Indian or foreign currency, on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of its paid-up share capital, free reserves and securities premium account that is to say, reserves not set apart for any specific purpose of the Company, provided however, the same shall not exceed at any point in time a sum equivalent to INR 1,200 crore (Indian Rupees One Thousand Two Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution), be and are hereby authorized to do all the necessary acts/deeds/things including taking all consequential/incidental steps, to give effect to this Resolution."

8) Approval for Increase in the limits for creation of charge, mortgage, hypothecation on or otherwise encumbering the movable and immovable properties of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Board and Special resolution passed by the Members of the Company at the Annual General Meeting held on 09th July, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any), Regulation 37A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in accordance with the Articles of the Association of the Company, the consent of the members of the Company be and are hereby accorded to authorize the Board of Directors or Committee thereof:

To sell, lease, transfer or otherwise dispose of, from time to time, the whole or substantially the whole of the undertaking of the Company. In cases where the Company owns more than one undertaking, the authority shall extend to the whole or substantially the whole of any such undertaking(s), in any manner as may be deemed necessary and in the best interest of the Company, including but not limited to creating mortgage, hypothecation, charge or other encumbrances on the whole or substantially the whole of the Company's properties and assets, whether movable or immovable, tangible or intangible, present or future, comprised in any undertaking of the Company. Such security may be created in favour of banks, financial institutions, debenture trustees, or any other lenders or creditors, hereinafter collectively referred to as "Lenders," for the purpose of securing the financial assistance in

the form of loans, term loans, working capital facilities, issuance of non-convertible debentures, bonds, or other financial instruments, including borrowings in foreign currency (including any additional amounts that may arise on account of revaluation, devaluation, foreign exchange rate fluctuations, or other financial adjustments), raised from time to time by the Company in the ordinary course of its business or for strategic and expansion purposes, subject to terms and conditions as may be mutually agreed with the Lenders, including but not limited to, interest (simple or compound), additional interest, liquidated damages, commitment charges, prepayment/redemption premiums, and other costs, charges, and expenses as may be applicable under the respective financing agreements or instruments executed by the Company, not exceeding INR 1,200 crores (Indian Rupees One Thousand Two Hundred Crores only).

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior/ pari passu/ subservient with/ to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between Company and the lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution), be and are hereby authorized to do all necessary acts/deeds/things including taking all consequential/incidental steps, to give effect to this resolution."

9) To consider the increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed thereunder (including any modification(s) or re-enactment(s) thereof for the time being in force, if any) and the Articles of Association of the Company, the consent of the members be and are hereby accorded to increase the Authorised Share Capital of the Company from INR 70,00,00,000/- (Indian Rupees Seventy Crores only) divided into 6,80,00,000 (Six Crores and Eighty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 2,00,000 (Two Lakhs) Preference Shares of INR 100/- (Indian Rupees Hundred Only) each to INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 7,80,00,000 (Seven Crores and Eighty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 2,00,000 (Two Lakhs) Preference Shares of INR 100/- (Indian Rupees Hundred Only) each ranking pari-passu with the existing equity shares in all respects.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

"The Authorised Share Capital of the Company is INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 7,80,00,000 (Seven Crores and Eighty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only)

each and 2,00,000 (Two Lakhs) Preference Shares of INR 100/- (Indian Rupees Hundred Only) “

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.”

10) To consider and approve the raising of capital by way of Further Public Issue, Debt Issue, Rights Issue, Preferential Allotment, Private Placement, Qualified Institutions Placement (QIP) or Any Other Permissible Method/Mode.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71, 179, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and other applicable laws, rules, regulations, guidelines, circulars, notifications, and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India, the Registrar of Companies, stock exchanges, or any other competent authority, from time to time, and subject to such approvals, consents, permissions, and sanctions as may be required from such authorities, and such conditions as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall include any committee constituted or to be constituted by the Board), the consent of the shareholders be and is hereby accorded to the Board to create, offer, issue, and allot, in one or more tranches, equity shares of face value ₹10 each (“Equity Shares”) and/or other securities including fully or partly convertible debentures, non-convertible debentures with warrants, or any other securities convertible into or exchangeable with Equity Shares, whether denominated in Indian rupees or foreign currency (collectively referred to as the “Securities”), through one or more permissible modes including but not limited to Public issue, Preferential allotment, Qualified Institutions Placement (“QIP”), Private placement, or any combination thereof, to eligible investors (whether or not existing shareholders), including resident or non-resident investors, institutions, banks, mutual funds, foreign portfolio investors, venture

capital funds, alternative investment funds, qualified institutional buyers, individuals, trusts, stabilizing agents, or others, for an aggregate amount not exceeding ₹500 crore (Rupees Five Hundred Crore only), in accordance with applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issuance, including the type of Securities, the issue price(s) (whether at market price, premium or discount), timing of the issue, tranches, investors to whom Securities will be allotted, utilization of issue proceeds, and other related matters, in consultation with merchant bankers, legal and financial advisors, underwriters, and other intermediaries, as the Board may, in its absolute discretion, deem necessary or expedient.

RESOLVED FURTHER THAT in case of a Qualified Institutions Placement (“QIP”) in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the SEBI ICDR Regulations, such Securities shall be allotted as fully paid-up Securities and the allotment shall be subject to the provisions of the SEBI ICDR Regulations, be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations or other applicable laws from time to time, at such issue price being not less than the price determined in accordance with the pricing formula prescribed under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% (or such percentage as permitted under applicable law) on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued pursuant to a Qualified Institutions placement under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting of Board of Directors of the Company or the committee duly authorised by the Board at which the decision is made to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event the Company issues convertible securities and/or warrants convertible into Equity Shares, together with non-convertible debentures, to Qualified Institutional Buyers pursuant to Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the “relevant date” for the purpose of pricing such convertible securities and/or warrants shall be the date of the meeting of the Board of Directors at which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures, or the date on which the holders of such convertible securities and/or warrants become entitled to apply for the Equity Shares and the issue price of such securities shall not be less than the price determined in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event of a further public offering, the Securities shall be issued by the Company

in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and any other applicable laws, rules, and regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issuance of Securities that are convertible into or exchangeable for Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) In the event the Company undertakes a bonus issue by way of capitalization of its profits or reserves prior to the allotment of Equity Shares upon conversion or exchange of the Securities, the number of Equity Shares to be allotted shall be proportionately increased in the same ratio in which the equity share capital is increased, and the conversion price, if any, shall be adjusted accordingly to reflect such bonus issue;
- b) In the event the Company makes a rights issue of Equity Shares prior to the allotment of Equity Shares pursuant to conversion or exchange of the Securities, the entitlement of the holders of such Securities shall be adjusted in the same proportion as that of the rights issue, and such additional Equity Shares shall be offered to them at the same price at which the rights issue is made to the existing shareholders;
- c) In the event of any merger, demerger, amalgamation, takeover, corporate restructuring, or other similar corporate action, the number of Equity Shares to be allotted upon conversion or exchange of the Securities, the conversion price, and/or the time period for conversion shall be suitably adjusted, as may be required and permitted under applicable law;
- d) In the event of a consolidation or sub-division (stock split) of the Equity Shares, reclassification of the Securities, or any such other event or circumstance which, in the opinion of the Board or as required by any stock exchange or regulatory authority, necessitates an adjustment, appropriate adjustments shall be made to the number of Equity Shares to be allotted and/or the conversion price, to ensure that the interests of the holders of such Securities are not adversely affected

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolutions, the Securities to be issued as aforesaid may carry such rights, features, and attributes, or any combination thereof, in accordance with applicable laws and prevailing international market practices, to facilitate their tradability and free transferability in capital markets and it include but not limited to the provisions relating to payment of dividend, issuance of additional equity shares, adjustments to the conversion price and/or conversion period of the Securities into Equity Shares during their tenure and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issuance, or allotment of Equity Shares or other Securities or instruments representing the same, as contemplated in the foregoing resolutions, the consent of the members be and is hereby accorded to the Board (which terms shall be deemed to include any duly constituted Committee thereof) to take all necessary, appropriate,

and incidental actions in its absolute discretion, including but not limited to determining the terms and conditions of the issuance, including the class and number of Securities to be issued, the timing and tranches of such issuance, the pricing, mode and manner of offering (whether domestic or international), and the class of investors to whom such Securities may be offered and allotted in accordance with applicable laws and regulations and to vary, modify, or amend any of the terms and conditions of the issuance as it may deem necessary, proper or expedient, to engage and appoint intermediaries including merchant bankers, underwriters, lead managers, legal advisors, consultants, depositories, custodians, registrars, trustees, stabilizing agents, paying and conversion agents, escrow agents, and other service providers, and to enter into and execute all such agreements, contracts, arrangements, documents, deeds and instruments as may be required, to finalize, approve and file any offer documents, including but not limited to draft and final prospectus, offer letters, placement documents, offering circulars, registration statements, and any other necessary filings with regulatory or governmental authorities or stock exchanges in India or abroad and to make applications for listing and trading of the Securities (or underlying Equity Shares) on one or more recognized stock exchanges in India or internationally and to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, desirable or expedient by the Board in connection with or incidental to the proposed offering, issuance or allotment of Securities, including the utilization of the issue proceeds, without being required to seek any further consent or approval of the members, with the intent that the members shall be deemed to have given their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Equity Shares or other Securities or instruments representing the same, as stated above, the Board be and is hereby authorized, on behalf of the Company, to take all necessary steps for the listing of such Securities), on one or more recognized stock exchanges in India and/or overseas, in accordance with applicable laws, rules, regulations, and guidelines issued by relevant regulatory authorities from time to time.

RESOLVED FURTHER THAT –

- (i) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- (ii) the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company;
- (iii) the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- (iv) the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it

may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned with the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized Stock Exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Directors or Directors of Company as empowered by the Board to give effect to the above resolution."

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

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

**Place: Gurugram, Haryana
Dated: 07th August, 2025**

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Email: info@sandhar.in
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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, and the MCA General Circular No.09/2024 dated 19th September, 2024 ("MCA Circulars") 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 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 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 pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standard setting out the material facts relating to Special Business to be transacted at the AGM, is annexed to the Notice.
- 3) The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as agency for providing e-voting facility (remote e-voting and e-voting during AGM) to shareholders of the Company in order to cast their votes electronically.
- 4) Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- 5) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated 12th December, 2024, amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), whereby the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. 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.
- 6) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
- 7) Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPG format) of its Board or governing body resolution /Authorization letter etc. at e-mail ID investors@sandhar.in at least 48 hours before the e-voting, pursuant to section 113 of the Act.
- 8) Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.
- 9) In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
- 10) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements maintained under Section 189 of the Act along with documents referred to in the accompanying Notice of the AGM and the Explanatory Statement will be available for inspection in electronic mode for inspection on all working days except Saturday and Sunday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) from date of dispatch of notice to members of the Company to 18th September, 2025 and on the date of AGM. Members can inspect the same by sending an email to investors@sandhar.in
- 11) 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 Saturday, 13th September, 2025 to Friday, 19th September, 2025 (both days inclusive).
- 12) Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards-2 issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at the AGM is attached as **Annexure-1** forming part of this Notice.
- 13) 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.

- 14) 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.
- 15) Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
- 16) As per the provisions of Section 72 of the Act and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting a request to MUFG Intime India Private Limited, Registrar and Share Transfer Agent in Form No. SH-13.
- 17) 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.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25th September, 2023, MCA General Circular No. 09/2024 dated 19th September, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, the Annual Report for Financial Year 2024-25 and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company and the Depositories. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

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

A copy of the Notice of this AGM along with Annual Report for the FY 2024-25 is available on the website of the Company at <https://sandhargroup.com/investors/annual-reports/>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Registrar and Share Transfer Agent ("RTA") <https://instavote.linkintime.co.in>.

Additionally, as per Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/depositories/DP providing the weblink, including the exact path of Company's website where the complete details of the Notice and Annual Report for F.Y. 2024-25 is available.

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

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

COMMUNICATION ON TAX DEDUCTION AT SOURCE ON DIVIDEND DISTRIBUTION

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, 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 2025-26 from the Company does not exceed Rs. 10,000, 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, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@sandhar.in. The aforementioned documents and declaration needs to be submitted by the shareholders by Friday, 12th September, 2025. 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 10,000/- the TDS shall be deducted on the entire amount of dividend.

SCRUTINISER FOR E-VOTING:

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

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, scrutinize the votes cast during the meeting and through remote e-voting. The Scrutinizer shall

then submit a Consolidated Scrutinizer's Report of the total votes cast in favour of and against each Resolution, along with details of invalid votes, if any, within two working days from the conclusion of the AGM, to the Chairman or to any person authorized by him in writing. The Chairman or the authorized person shall countersign the same and declare the consolidated results of the voting forthwith.

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

Online Dispute Resolution Mechanism

SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website https://sandhargroup.com/uploads/Investor/link-to-smart-odr-portal-signed_file.pdf

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/ QUERIES:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in on or before 16th September, 2025 at 05:00 P.M.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in. The same will be replied by the Company suitably.

PROCEDURE FOR REMOTE E-VOTING

Pursuant to Section 108 of the 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 Friday, 12th September, 2025 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.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if

he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

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

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

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

The remote e-voting period begins on Tuesday, 16th September, 2025 at 9:00 A.M. (IST) and ends on Thursday, 18th September, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 12th September, 2025 may cast their vote electronically. The voting right of members shall be in proportion to their share. E-Voting Event Number (EVEN)- 250487

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

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

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

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

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No:

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.

Shareholders holding shares in physical form – shall provide Folio Number.

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. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click "Go to Meeting"

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

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

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Othershareholderwho has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

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

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

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

Helpdesk:

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

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Note:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>Method –1: If registered with NSDL IDeAS facility</p> <p>Shareholders who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. Enter User ID and Password. Click on “Login” After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Shareholders not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 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 Proceed with updating the required fields. Post successful registration, user will be provided with Login ID and password. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>Method –2: By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com Click on the “Login” tab available under ‘Shareholder/Member’ section. 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. <ol style="list-style-type: none"> Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>METHOD 1 : From CDSL Easi/ Easiest facility</p> <p>Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi Tab Login with existing my easi username and password After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Shareholders who have not registered for CDSL Easi/ Easiest facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with updating the required fields. Post registration, user will be provided username and password. After successful login, user able to see e-voting menu. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – By directly visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with Depository Participant	<p>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.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, user shall navigate through “e-voting” option. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in <p>Shareholders who have not registered for INSTAVOTE facility:</p> <ol style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ol style="list-style-type: none"> User ID: <p>NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.</p> <p>CDSL demat account – User ID is 16 Digit Beneficiary ID.</p> <p>Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.</p> PAN: <p>Enter your 10-digit Permanent Account Number (PAN)</p> <p>(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> DOB/DOI: <p>Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)</p> Bank Account Number: <p>Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</p> <p>**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> 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). Enter Image Verification (CAPTCHA) Code Click “Submit” (You have now registered on InstaVote). <p>Shareholders who have registered for INSTAVOTE facility:</p> <ol style="list-style-type: none"> Click on “Login” under ‘SHARE HOLDER’ tab. <ol style="list-style-type: none"> User ID: Enter your User ID Password: Enter your Password Enter Image Verification (CAPTCHA) Code Click “Submit” Cast your vote electronically: <ol style="list-style-type: none"> After successful login, you will be able to see the “Notification for e-voting”. Select ‘View’ icon. E-voting page will appear. 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. <p>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.</p>

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- 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.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 'Investor's Name' – Enter Investor's Name as updated with DP.
 - 'Investor PAN' – Enter your 10-digit PAN.
 - 'Power of Attorney' – Attach Board resolution or Power of Attorney.
 *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
 - Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

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

METHOD 1 – VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.
 Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No." for which you want to cast vote.
- 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).

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

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR**METHOD 2 – VOTES UPLOAD**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

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

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

Individual Shareholders holding securities in demat mode:

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

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

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the

shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

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

User ID:

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

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

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

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

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

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

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

Sd/–

YASHPAL JAIN

**Chief Financial Officer & Company Secretary
ICSI Membership Number: A13981**

Place: Gurugram, Haryana

Dated: 07th August, 2025

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:**Appointment of M/s K K Sachdeva & Associates, as Secretarial Auditor of the Company**

The Board of Directors at its meeting held on 22nd May, 2025, on the recommendation of Audit Committee, approved the appointment of M/s. K. K. Sachdeva & Associates, a peer reviewed firm of Company Secretaries in practice, as the Secretarial Auditors of the Company for five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2030.

The Securities and Exchange Board of India (SEBI), vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December 2024, had amended Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The amended regulations provide specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f., 01st April, 2025.

The amended Regulation 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the evaluation in terms of competency, independence and expertise, the Audit Committee and the Board of Directors of the Company, recommended to appoint M/s K. K. Sachdeva & Associates, Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the Year 2030 pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24A of SEBI (LODR) Regulations, 2015.

Brief Profile:

M/s. KKSachdeva&Associates, Practicing Company Secretary, having Membership No. F7153 and Certificate of Practice No. 4721 and peer review Certificate 1684/2022, is engaged in rendering the services in the areas of Corporate Laws, Security Laws, Registration of Companies, Partnership Firms, Societies, Trusts, NGOs, Legal Consultancy, Intellectual Property Rights, and Statutory Compliance Audit etc. It is the philosophy of the firm to be pro-active to their clients' requirements and provide widest spectrum of corporate services under one roof. They have set the standards of services rendered by their firm which include identifying the needs of the client and developing a plan to meet those needs in proactive manner. We firmly believe in rendering professional services of the highest order.

Mr. K K Sachdeva, FCS possesses more than 30 years of post-qualification experience as a full time practicing Company Secretary. His expertise includes compliance audit of private and public sector units, SEBI inspection due diligence of

companies.

Eligibility:

The Firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and Circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company.

Remuneration:

The proposed remuneration payable to the Secretarial Auditor to conduct the Secretarial Audit for the Financial Year 2025-26 shall be INR 1,35,000 (India Rupees One Lakh Thirty Five Thousand Only) in addition to out of pocket expenses and subject to taxes as applicable.

The remuneration proposed to be paid to the Secretarial Auditor for the Financial Year 2025-26 till 2029-30 will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be required and permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.

The Audit Committee and the Board of Directors has recommended the appointment of M/s K. K. Sachdeva & Associates, as Secretarial Auditor of the Company, to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

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 recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.05:**Ratification of Remuneration payable to Cost Auditor viz., M/s Satija & Co., for audit of cost records for the financial year 2025-2026**

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

The Board on the recommendation of Audit Committee, at its meeting held on 07th August, 2025, approved the reappointment 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, 2026 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(l) of the Cost Works Accountant Act, 1959. Further, the firm has confirmed that it is not qualified and eligible for such appointment.

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

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended the 31st March, 2026.

None of the 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. 05 of this notice for the approval of members as an Ordinary resolution.

Item No.06:

Re-appointment of Shri. Jayant Davar (DIN: 00100801) as Executive Chairman (Executive Director) & Chief Executive Officer of the Company for 5 years w.e.f 01st January, 2026

The Company, in terms of the Resolution dated the 23rd September, 2020 passed in the Annual General Meeting, on recommendation of Board of Directors, had appointed Shri Jayant Davar as Managing Director of the Company for a period of five years w.e.f. the 01st January, 2021 to 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 07th August, 2025, has decided to re-appoint him as Executive Chairman (Executive Director) & Chief Executive Officer for a further period of 5 (five) years w.e.f. the 01st January, 2026 to 31st December, 2030 at such terms and conditions as recommended by the Nomination and Remuneration Committee.

Shri Jayant Davar is the Founder, Chairman, Managing Director, and Chief Executive Officer of the Company. He holds a bachelor's degree in Mechanical Engineering from Thapar Institute of Engineering & Technology, Patiala, and has been conferred the Distinguished Alumnus Award by the Institute. He is also an alumnus of Harvard Business School, Boston, and Springdales School.

With over four decades of rich experience in the auto component industry, Shri Davar has been instrumental in shaping the Company's journey since its inception. His visionary leadership and strategic foresight have propelled the organization to the forefront of the industry, driving sustained growth and expanding its global footprint.

Beyond his leadership within the Company, Shri Davar is deeply engaged in various professional and industry bodies. He serves on the Board of several leading Companies and educational institutions. He is currently a Member of the Advisory Committee of Fraunhofer Gesellschaft, Germany; Advisor to the Automotive Component Manufacturers Association (ACMA); and Member of the Executive Committee of the National Council, Confederation of Indian Industry (CII). He also serves on the Sectoral Committee on Auto & Auto Components of the Haryana Government and is the Co-Chairman of the

Hero MotoCorp Suppliers Council.

In addition to his corporate responsibilities, Shri Davar is an active contributor to the start-up ecosystem—both as an investor and a strategic advisor—supporting innovation and fostering industry-wide collaboration.

Shri Jayant Davar is eminently qualified and has consistently demonstrated exceptional dedication, diligence, and foresight in the discharge of his duties. He has been a key driving force behind the Company's sustained growth and strategic development, providing exemplary leadership and vision throughout his tenure. Under his able stewardship, the Company has achieved remarkable results and attained significant milestones. Various initiatives implemented under his leadership — including cost optimisation, strategic management, sound corporate governance, and effective overall administration — have substantially contributed to the Company's continued success.

The main terms and conditions of re-appointment of Shri Jayant Davar as Executive Chairman (Executive Director) & Chief Executive Officer are given below:

I) Salary

S. No.	Particulars	
1	Period	5 years w.e.f 01 st January, 2026 Till 31 st December, 2030
2	Designation	Executive Chairman (Executive Director) & CEO
3	Basic Salary	INR 15,00,000/- per month The basic salary shall be subject to annual increments effective from the 1 st day of April each year, as may be approved by the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, having due regard to prevailing factors and in accordance with the Company's internal appraisal policy on increments. Provided, however, that such annual increment shall not exceed Twelve percent (12%) of the basic salary on an annualized basis. In the event that no increment is granted in any particular year, he shall be entitled to receive the cumulative increment in the subsequent year(s), subject to approval as aforesaid.

II) Perquisites and Allowances:

In addition to the basic pay as above, the following perquisites / allowances shall be paid to Shri. Jayant Davar, Executive Chairman (Executive Director) & CEO

S. No.	Particulars	
1.	Housing	Residential Rent Free furnished accommodation
2.	Gas, electricity, water and furnishing	Expenses incurred on Gas, Electricity, Water and furnishing subject to a ceiling of 10% of the Basic salary
3.	Provident Fund	12% of the Basic Salary
4.	Medical Reimbursement	Reimbursement of medical expenses incurred in India or abroad including hospitalization and surgical charges for self and travel thereto.
5.	Leave Travel Assistance	Payable as per the rules of the Company
6.	Gratuity	Not exceeding one-half month's basic salary for each completed year of services
7.	Leave	Leave shall be allowed with full pay and allowances as per the rules of the Company
8.	Club Fees	Fees of clubs, subject to a maximum of 2 clubs
9.	Personal Accident Insurance	The company shall also reimburse/contribute the personal accident insurance premium
10.	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
11.	Commission	Effective from the 1 st January, 2026 - Commission payable to Shri Davar, as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, shall constitute a part of his overall remuneration. Provided, however, that the aggregate remuneration, including salary, perquisites, allowances and commission, shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and shall be computed in accordance with the applicable provisions of the said Act and Regulations—specifically, up to 10% of the net profits calculated under Section 198 in the event of there being more than one Executive Director. Notwithstanding the foregoing, such remuneration may exceed the thresholds specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which permits annual remuneration payable to an Executive Director in Promoter category to exceed ₹5 crore or 2.5% of the net profits of the listed entity, whichever is higher
12.	Sitting Fees	No sitting fees for attending meetings of Board or Committee.

Minimum Remuneration:

In the event of inadequacy of Profit, the remuneration will be regulated by Schedule V of the Companies Act, 2013.

The Board of Directors considers the re-appointment of Shri Jayant Davar to be in the best interest of the Company. It is pertinent to note that as per Section 196 and 197 of the Companies Act, 2013 the appointment and remuneration of Executive Director shall be approved by the shareholders of the Company.

The Company has received all statutory disclosures / declarations from Shri. Davar, including consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"). Further, he satisfies all the conditions set out in Part - I of Schedule V of the Companies Act, 2013 and also the conditions set out under Section 196(3) of the said Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 and 196 of the said Act. Further, he is not debarred from appointment by any order of SEBI or any other authority.

The remuneration details and terms and conditions as set hereinabove may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Except Shri Jayant Davar, Smt. Monica Davar and Shri. Neel Jay Davar none of the Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding, if any) 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 Notice for approval by the members.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of his appointment is given in the Annexure to the Notice.

Item No. 07

Approval for the Increase in the borrowing limits of the Company

The Company at its Annual General Meeting held on 09th July, 2014 authorized the Board of Directors of the Company by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow the money (apart from temporary loans from time to time obtained from the Company's Banker in the ordinary course of business) in excess of the paid up capital of the Company and its free reserves provided that the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed INR.600 Crores.

Since then, the Company has witnessed substantial growth in its scale of operations. With the ongoing expansion of business activities and the formulation of capital-intensive plans, the financial requirements of the Company have significantly increased. Consequently, the existing borrowing limit of INR 600 Crores is no longer adequate to support the evolving funding needs of the Company.

However, pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013 ("the Act") since then notified, the Board can exercise such borrowing powers only with the prior approval of the Members of the Company by way of Special Resolution where the money to be borrowed, together with

the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. Further, in view of the increasing business operations and future growth plans of the Company, the Board of Directors in its meeting held on 07th August, 2025 approved and recommend to increase the borrowing limit of the Company to INR. 1200 Crore from any Banks, Financial Institutions or Non-Banking Financial Companies or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India, subject to approval of the Members of the Company.

This increased limit is necessary to provide the Board with the flexibility to raise funds from time to time to support business growth, capital expenditure, and other financial needs of the Company.

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

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

Item No. 08

Approval for Increase in the limits for creation of charge, mortgage, hypothecation on or otherwise encumbering the movable and immovable properties of the Company

To align the borrowing powers and security creation limits with the Company's present and projected financial requirements, the Board of Directors proposes to seek members' approval for authorising the Board to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings from time to time, in any manner as may be deemed necessary and in the best interest of the Company, including but not limited to creation of charges, mortgages, or hypothecations or other encumbrances on the whole or substantially the whole of the Company's properties and assets, whether movable or immovable, tangible or intangible, present or future, comprised in any undertaking of the Company, in favors of the Banks, Financial Institutions, Non-Banking Financial Companies or any other lenders from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings.

The Company has borrowed and may continue to borrow funds, from time to time, to meet its financial obligations including project-based and general capital expenditure, working capital needs, and other general corporate purposes. In light of the Company's long-term growth strategy and in order to maintain financial flexibility, it is essential to enhance the limit for creating security on the Company's assets to secure such borrowings.

This approval will enable the Board to respond effectively to changing market conditions, seize strategic opportunities, and support the Company's operational and financial plans through funding from various sources.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, Regulation 37A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board can exercise the power to sell, lease or

otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings including but not limited to creation of charges/mortgages/ hypothecation/ encumbrances, only with the prior approval of the members through a Special Resolution where it exceeds the prescribed thresholds. Accordingly, the resolution set out in Item No. 8 of the accompanying Notice is proposed for approval by the members as a Special Resolution.

Accordingly, the Board in its Meeting held on 07th August, 2025 has considered and approved the creation of charges, mortgages, or hypothecations or other encumbrances on the whole or substantially the whole of the Company's properties and assets, whether movable or immovable, tangible or intangible, present or future, comprised in any undertaking of the Company upto an aggregate amount of INR 1200 Crores subject to approval of the Members of the Company.

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

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No.9

To consider the increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association

To support future capital-raising initiatives and meet the Company's anticipated financial and operational needs, additional funds are required by the Company. Therefore, it is proposed to infuse funds in the Company by way of further issuance of shares. The current authorised share capital of the Company is INR 70,00,00,000 (Indian Rupees Seventy Crores only) and current paid-up share capital of the Company is INR 60,19,07,080 (Indian Rupees Sixty Crore Nineteen Lakhs Seven Thousand Eighty Only). Thus, to facilitate the further issuance of equity shares, the Board of Directors, at its meeting held on 07th August, 2025, approved the increase in the authorised share capital of the Company from INR 70,00,00,000/- (Indian Rupees Seventy Crores only) to INR 80,00,00,000/- (Indian Rupees Eighty Crores only). This requires an amendment to Clause V of the Memorandum of Association of the Company.

In accordance with Sections 61 and 64 of the Companies Act, 2013, such an increase in authorised share capital and the corresponding alteration to the Memorandum of Association require the approval of the members of the Company.

The Board recommends the resolution set out in Item No. 9 of the accompanying Notice for approval by the members as an Ordinary Resolution.

A copy of the amended Memorandum of Association will also be available for inspection by the Members during the meeting in electronic mode.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed resolution.

Item No.10

To consider and approve the raising of capital by way of Further Public Issue, Debt Issue, Rights Issue, Preferential Allotment, Private Placement, Qualified Institutions Placement (QIP) or Any Other Permissible Method/Mode.

As part of the Company's growth strategy and with a view to augmenting its long-term financial resources, the Board of Directors ("the Board") proposes to raise funds for business expansion, general corporate purposes, and other strategic objectives. Accordingly, the Board seeks enabling approval from the Members to raise capital up to an aggregate amount not exceeding INR 500 Crores (Indian Rupees Five Hundred Crores only).

The fund-raising may be carried out through issuance of equity shares and/or other securities convertible into or linked with equity shares (collectively referred to as "Eligible Securities"), including but not limited to fully or partly convertible debentures, warrants, convertible preference shares, or any combination thereof. The issuance may also include Non-Convertible Debentures (NCDs) and Bonds as Debt Securities, either standalone or along with equity or equity-linked instruments, by way of Qualified Institutional Placement (QIP), private placement, public offer, or any other mode as permitted under applicable laws.

While the specific nature and terms of the instrument(s) will be determined at a later stage, the aggregate proceeds from all such issuances shall not exceed the overall limit of INR 500 Crores. Any equity shares issued upon conversion of Eligible Securities shall rank pari-passu in all respects with the existing equity shares of the Company.

The proposed resolution is an enabling one, empowering the Board (including any committee thereof) to decide on the structure, timing, pricing, and terms of the issuance(s) in consultation with lead managers, book running lead managers, advisors, and subject to prevailing market conditions, regulatory requirements, and applicable laws. These include the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Companies Act, 2013 and rules thereunder, and other applicable rules/regulations/ circulars/guidelines issued by SEBI, RBI, MCA and Stock Exchanges

The Board, at its meeting held on 07th August, 2025, approved the proposal to raise funds by way of issue of equity shares of face value INR 10 each and/or other Eligible Securities, in one or more tranches, whether in rupee denomination or otherwise, at such price or prices (including at a premium or discount) as may be permitted under applicable law.

In terms of Section 42 and 62(1)(c) of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, approval of Members by way of a Special Resolution is required for any offer or allotment of securities to persons other than existing shareholders, including by way of private placement/ preferential issue. The proposed issuance of securities, including QIP, may be made to such categories of investors as the Board may determine, in accordance with applicable law.

The securities proposed to be issued shall be listed on the stock exchange(s) where the Company's equity shares are currently listed. Any issuance to foreign investors or conversion of securities held by them shall be subject to compliance with

applicable foreign investment limits and the provisions of FEMA, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and Foreign Exchange Management (Debt Instruments) Regulations, 2019, including any amendments thereto.

Necessary disclosures, as required under SEBI Listing Regulations, will be made to Stock Exchange as may be required. The proposed issue will not result in a change in control of the Company.

None of the Promoters, Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in Item No. 10 of the accompanying Notice for approval of the Members by way of Special Resolution.

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

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

**Place: Gurugram, Haryana
Dated: 07th August, 2025**

Registered Office:

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

CIN: L74999DL1987PLC029553

Phone: 0124-4518900

Fax: 0124-4518912

Email: info@sandhar.in

Website: www.sandhargroup.com

ANNEXURE-1

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 and the Secretarial Standards (SS-2).

Name of the Director	Jayant Davar	Neel Jay Davar								
DIN	00100801	09201336								
Date of Birth	18/10/1961	16/08/1997								
Age	63	27								
Nationality	Indian	Indian								
Date of first Appointment in the Board	24/10/1987	06/08/2021								
Qualification(s)	Bachelors' degree in mechanical engineering from the Punjabi University, Patiala	B S Industrial Engineering and Operations from the University of California, Berkeley.								
Experience/Expertise in specific Functional Area	Four decades of experience in the auto components sector	Software Development and prototyping								
Past Remuneration	Details have been provided in the Corporate Governance Report which forms the part of the Annual Report 2024-2025.	Being a Non-Executive Director, Shri Neel Jay Davar does not receive any fixed remuneration. He has received sitting fees for attending the Board meeting. The details of the sitting fees paid to him during the financial year ended 31 st March, 2025 have been provided in the Corporate Governance Report which forms part of the Annual Report.								
Terms and Conditions of appointment/ re-appointment including the Remuneration to be paid	Re-appointment as the Executive Chairman (Executive Director) & CEO from 01 st January, 2026 to 31 st December, 2030. The remuneration details (effective from 01 st January, 2026) are given in the Explanatory Statement of this Notice.	Re-appointment as Non-Executive Non-Independent Director, liable to be retire by rotation. Shri. Neel Jay Davar would not paid any fixed remuneration. Shri. Neel Jay Davar would be entitled to the sitting fees for attending the Board and Committee Meetings, as may be decided by the Board from time to time								
Board Membership of listed Companies	HEG Limited	NIL								
Committee of the Board of (Sandhar Technologies Limited)	1. Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee 3. Finance and Strategy Committee 4. Share Transfer & Allotment Committee	N.A.								
Committee of the Board of (Other Companies)	HEG Limited <table><tr><td>Name of the Committee</td><td>Member/ Chairman</td></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholder Relationship Committee</td><td>Member</td></tr><tr><td>Board Committee for Shares</td><td>Member</td></tr></table>	Name of the Committee	Member/ Chairman	Audit Committee	Member	Stakeholder Relationship Committee	Member	Board Committee for Shares	Member	N.A.
Name of the Committee	Member/ Chairman									
Audit Committee	Member									
Stakeholder Relationship Committee	Member									
Board Committee for Shares	Member									
Resignation during last three years from listed entity	N.A.	N.A.								
Relationship with Directors and Key Managerial Personnel	Shri. Jayant Davar is related to Smt. Monica Davar and Shri. Neel Jay Davar, Directors of the Company	Shri Neel Jay Davar is related to Shri. Jayant Davar and Smt. Monica Davar, Directors of the Company.								
Number of Shares held in the Company as on June 30, 2025	3,30,56,928	15,55,995								
Capacity/ Position	Executive Chairman (Executive Director) & CEO	Non-Executive Non-Independent Director								

Number of the Meetings of the Board attended during the financial year ended 31st March, 2025	5 Board Meeting were held during the Financial Year ended 31st March, 2025. All these meetings were attended by him.	5 Board Meeting were held during the Financial Year ended 31st March, 2025. 4 meetings were attended by him.
Brief Resume, Qualification, Nature of Expertise, terms & conditions of appointment	As stated in explanatory statement	<p>Shri. Neel Jay Davar is a Non-Independent, Non-Executive Director of our Company. He holds a degree in Engineering from the University of California, Berkeley. He is the son of Shri Jayant Davar (Chairman, Managing Director and Chief Executive Officer) and Smt. Monica Davar, (Non-Executive Director), and the grandson of the Late Shri Dharmendar Nath Davar, (Chairman-Emeritus) & Smt. Santosh Davar. He was appointed as a Director in August 2021. He has previously worked at Morgan Stanley, New York as a Member of the Wealth Management Team.</p> <p>Shri Neel Jay Davar, appointed as Non-Executive Non-Independent Director of the Company on 06th August, 2021. In terms of Section 152(6) of the Companies Act, 2013, he is liable to retire by rotation</p>