

Ref: STL / AGM Outcome / 02 / 09092019

Dated: 09th September, 2019

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To,
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai-4000051

BSE Code: 541163; NSE: SANDHAR

Subject: Proceedings of 27th Annual General Meeting ('AGM') & Outcome.
Ref: Our letter dated 13th August, 2019

Dear Sir/Madam,

In continuation to our letter dated 13th August, 2019, we wish to inform you that the 27th Annual General Meeting ('AGM') of the Company was held on Monday the 09th September, 2019, at 10:00 AM at the Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003 and the business items [from Nos. (1) to (11)] mentioned in the Notice dated 03th August, 2019 and Addendum to Notice dated 12th August, 2019 of the said AGM were transacted at the said meeting.

In this regard we are pleased to enclose herewith a summary of proceedings as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure -1.

Kindly take the aforesaid on your record and oblige.

Thanking you,
Yours faithfully,

FOR SANDHAR TECHNOLOGIES LIMITED


(Arvind Joshi)
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN: 01877905



Sandhar Technologies Limited

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CIN: L74999DL1987PLC029553

ANNEXURE-I

SUMMARY OF THE PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SANDHAR TECHNOLOGIES LIMITED

The 27th Annual General Meeting ("AGM") of the members of the Company was held on Monday the 09th September, 2019, at 10:00 AM at the **Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi – 110003.**

The following Directors were present at the 27th AGM of the Company:

1	Shri Dharmendar Nath Davar	:	Non-Executive Director, Chairman
2	Shri Jayant Davar	:	Executive Director, Co-Chairman & Managing Director
3	Shri Ravinder Nagpal	:	Non-Executive, Independent Director & Chairman of the Audit Committee
4	Shri Arvind Joshi	:	Executive Director , Whole Time Director, Chief Financial Officer & Company Secretary
5	Shri Krishan Lal Chugh	:	Non-Executive, Independent Director & Chairman of the Nomination and Remuneration Committee
6	Shri Archana Capoor	:	Non-Executive, Independent Director
7	Shri Bharat Anand	:	Non-Executive, Independent Director

Smt. Monica Davar, Shri Arvind Kapur & Shri Arjun Sharma were unable to attend the meeting due to their pre-occupation.

Shri D.N. Davar, Chairman of the Board presided over the meeting.

Shri Arvind Joshi, the Whole Time Director, Chief Financial Officer & Company Secretary welcomed all the members present and introduced the Board members on the dais to the members of the Company. He also stated that Shri K. L. Chugh, Independent Director and Chairperson of Nomination and Remuneration Committee, Shri Ravinder Nagpal, Independent Director and Chairperson of Audit Committee were present at the Meeting to address queries of the Members.

Shri Arvind Joshi, the Whole Time Director, Chief Financial Officer & Company Secretary then informed the Members present that the Register of Members, Proxy Register, Register of Contracts and Directors' Shareholding are open for inspection by eligible members.

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary also introduced the representatives of the Statutory Auditors i.e. M/s BSR & Co. LLP and the Scrutinizers i.e. M/s K.K. Sachdeva & Associates who were also present at the venue.

After ascertaining from Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary that the requisite quorum was present, Chairman called the meeting to order and commenced the proceedings of the Meeting.



The details of number of shareholders present in the meeting are as follows:

<u>S.No</u>	<u>Registered as</u>	<u>Persons</u>	<u>Shares as on 02nd September, 2019</u>	<u>Percentage (%)</u>
1	Members	232	3,21,51,694	53.41564
2	Proxy	1	1	0.000002
3	Authorised Representatives	6	50,64,127	8.41344

Upon being asked by the Chairman and with the permission of the members present, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary informed the members present that the Notice of the 27th Annual General Meeting and Addendum to Notice of the 27th Annual General Meeting along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, the Board of Director's Report and the Auditors' Report had been dispatched/e-mailed to the members of the Company whose names appeared in the Register of Members as of 02nd August, 2019 in accordance with the law. He further, informed that the report of M/s. BSR & Co., LLP, Chartered Accountants, Statutory Auditors of the Company, does not contain any Audit qualifications and as such the Report can be taken as read with the consent of the members. The members present unanimously, consented to the proposal and agreed to consider the same as read.

Thereafter, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary apprised the Members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members of the Company to cast their votes electronically in respect of the business to be transacted at the 27th AGM. The remote e-voting period begins on 06th September, 2019 at 09:00 a.m. (IST) and ends on 08th September, 2019 at 05:00 p.m. (IST).

The members were also informed that the Company had provided the e- voting facility to the shareholders, those members who have not voted through the e- voting, the company has also provided the facility to cast their vote through Poll and deposit the Ballot paper in the Ballot Box which was available at the meeting.

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary at the request of the Chairman announced that the members were entitled to raise any query/ies or seek any clarification/s on the items of the business as mentioned in the Notice of the 27th AGM.

No queries or clarifications were sought. Some of the members present requested that:

1. The Company should continue to focus on two wheeler business as well as diversification of products.
2. The Company should make strong efforts to enhance its geographical presence including in the state of Jammu & Kashmir and with new opportunities arising out of BS-VI.
3. The Company should continue to work on sustainable business model and take advantage of the Make in India programme of the government.

The above were taken note of.



Thereafter, the following items as set out in the notice convening the 27th AGM of the members of the Company were proposed and seconded by the Members:

S.No	Particulars	Type of Resolution
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended the 31st March, 2019 together with the Auditor's Report and the Board's Report thereon.;	Ordinary
2	To declare a final dividend of Rs. 1.25/- per equity share of Rs. 10/- each fully paid up, and to confirm the interim dividend of Rs. 1.25/- per equity share of 10/- each fully paid up, already paid, for the year ended 31st March, 2019;	Ordinary
3	To reappoint Directors, retiring by rotation: a) To appoint a Director in place of Shri Dharmendar Nath Davar (DIN- 00002008), who retires by rotation and being eligible, offers himself for re-appointment. b) To appoint a Director in place of Smt. Monica Davar (DIN- 00100875), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary
SPECIAL BUSINESS		
4	To re-appoint Shri Krishan Lal Chugh (DIN: 00140124), as a Non-Executive Independent Director of the Company.	Special
5	To re-appoint Shri Arvind Kapur (DIN: 00096308) as a Non-Executive Independent Director of the Company.	Special
6	To re-appoint Shri Mohan Lal Bhagat (DIN: 00699750) as a Non-Executive Independent Director of the Company.	Special
7	To re-appoint Shri Ravinder Nagpal (DIN: 00102970) as a Non-Executive Independent Director of the Company.	Special
8	Appointment of Smt. Archana Capoor as an Independent Director of the Company.	Ordinary
9	Ratification of remuneration payable to Cost Auditor vis. A.N. Satija & Co for audit of cost records for the financial year 31st March, 2020.	Ordinary
10	Amendments to Articles of Association of the Company.	Special
11	Appointment of Shri Bharat Anand as an Independent Director of the Company	Ordinary

The voting on all the above resolutions was conducted through remote e- voting and Poll at the AGM.

The voting results on the above resolutions will be communicated to the stock exchanges along with the Scrutinizer's report on the remote e-voting and Postal Ballot Voting done at the AGM within the stipulated time period. The same will also be placed on the website of the Company www.sandhargroup.com

The Meeting concluded at 10:40 A.M. after the members casted their votes and with the vote of thanks to the chair and the members present.

FOR SANDHAR TECHNOLOGIES LIMITED


(Arvind Joshi)
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN: 01877905



8/6/19