

Subject: SANDHAR TECHNOLOGIES LIMITED : Postal Ballot Notice - EVEN 250207



SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

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

Website: www.sandhargroup.com; **Email ID:** investors@sandhar.in

Tel. No.: +91 124 4518900

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 28 May, 2025 at 09:00 a.m. (IST)	Thursday, 26 June, 2025 at 05:00 p.m. (IST)

Dear Member(s) of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/ 2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 collectively referred to as (**'MCA Circulars'**), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (**'SEBI'**), the Resolutions as set out hereunder is proposed for approval of the Members of Sandhar Technologies Limited (**'the Company'**), through postal ballot by way of remote electronic voting (**remote e-voting**) process only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Each Member's voting rights shall be reckoned in proportion to his/her/its share in the paid-up equity share capital of the Company as on **Cut-off date i.e. Friday, 16th May, 2025**, which will only be considered to avail the facility of remote E-voting. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their

votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. Necessary arrangements have been made by the Company with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company to facilitate remote e-voting, enabling members to cast their votes electronically.

Please refer the instructions for e-voting given herein below for the process and manner in which e-voting is to be carried out.

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Notice.

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL")/ the Company's Registrars and Transfer Agent ('RTA') i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), as on **Friday, 16th May, 2025 ("cut-off date")** and whose email addresses are registered with the Company/Registrar and Transfer Agent ("RTA") / Depository Participants or who will register their email address in accordance with the process outlined in this Notice shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by MUFG Intime India Private Limited. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Thursday, 26th June, 2025**. The remote e-voting facility will be disabled by MUFG Intime India Private Limited immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed M/s K. K. Sachdeva & Associates, Practicing Company Secretaries (M. No. FCS 7153), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman, or any other person authorised by him. The results of voting conducted through Postal Ballot (remote e-voting process) along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said results along with Scrutinizer's Report will be displayed on the website of the Company 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'). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

You are requested to peruse the following proposed resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only.

SPECIAL BUSINESS:

Item No. 01: Appointment/Re-designation of Shri. Sandeep Dinodia (DIN: 00005395), as Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 16(1)(b), 17 & 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) if any, in accordance with the applicable provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non-Executive Independent Director, be and is hereby appointed /re-designated **Shri. Sandeep Dinodia (DIN: 00005395)** as **Non-Executive Independent Director** of the Company , not liable to retire by rotation.

FURTHER RESOLVED THAT Shri. Sandeep Dinodia, having submitted his consent to act as Non-Executive Independent Director and a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed to hold office for a term of **five consecutive years**, commencing from 26th June, 2025 to 25th June, 2030, both days inclusive.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby severally authorised 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.”

Item No. 02: Appointment of Shri. Gurvinder Jeet Singh (DIN: 02129467), as Director (Executive – Non Independent Director) of the Company

To Consider and if thought fit, to pass the following resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) if any, along with Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and in accordance with the applicable provisions of the Articles of Association of the Company, Shri. Gurvinder Jeet Singh (DIN: 02129467) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd May, 2025 in terms of Section 161 of the Act and who is

eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and on the recommendation of Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby severally authorised 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."

Item No. 03: Appointment of Shri. Gurvinder Jeet Singh (DIN: 02129467) as a Whole-time Director (Executive - Non Independent Director) designated as Whole-time Director & Head - Corporate Strategy of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") and Schedule V of the Act read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) if any, and in accordance with the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Shri. Gurvinder Jeet Singh (DIN: 02129467) as Whole Time Director (Executive - Non Independent Director) designated as Whole-Time Director & Head - Corporate Strategy of the Company, not liable to be retire by rotation for a period of Three (3) years with effect from 22nd May, 2025 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT if in any financial year during his tenure, the Company has no profits or inadequate profits, Shri. Gurvinder Jeet Singh (DIN: 02129467) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof;

RESOLVED FURTHER THAT in the event of any statutory amendment or modification to Schedule V of the Act and rules made thereunder by the Central Government, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perquisites and other benefits payable to Shri. Gurvinder Jeet Singh (DIN: 02129467) within such prescribed limit or ceiling as agreed by and between the Board and Shri. Gurvinder Jeet Singh without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board of Directors be and is hereby authorized to alter/revise and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act, for the time being in force and the limit given in the explanatory statement;

RESOLVED FURTHER THAT Shri. Gurvinder Jeet Singh (DIN: 02129467) in the capacity of Whole Time Director will be entrusted with the powers, authorities, functions, duties,

responsibilities etc. as may be decided by Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby severally authorised 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.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**). The details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India for Directors seeking appointment is annexed and form part of this Notice.
2. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The remote e-voting shall commence on Wednesday, 28th May, 2025 at 9:00 a.m. (IST) and shall end on Thursday, 26th June, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.
5. A copy of this Postal Ballot Notice is also available on the website of the Company at www.sandhargroup.com under the head “Investor Relations” , the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> .

6. The voting for this Postal Ballot cannot be exercised through proxy.
7. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investors@sandhar.in from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Thursday, 26th June, 2025**.
8. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. **Thursday, 26th June, 2025**. Further, the Resolutions passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
9. Members holding shares in physical form and who have not registered their email addresses with the Company can register their email addresses by clicking on the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html on the website www.in.mpms.mufig.com, under the Investor Services tab, by selecting the "E-mail Registration" heading and updating their details, such as Name, Folio Number, Certificate Number, PAN, Mobile Number, and Email ID. They must upload a scanned copy of the share certificate (front and back) in PDF or JPEG format (up to 1MB).

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

10. Once the vote on the Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The procedure and instructions for remote e-voting by Members are as under:

EVENT NUMBER: 250207

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"> a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". b) Enter User ID and Password. Click on "Login" c) 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. d) 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 style="text-align: center;">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. 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be

	<p>redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>Shareholders who have not registered for CDSL Easi/ Easiest facility:</p> <p>a) To register, visit URL:</p> <p>https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided username and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “Link InTime / 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> <p>METHOD 2 - By directly visiting the e-voting website of CDSL</p> <p>a) Visit URL: https://www.cdslindia.com</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “Link InTime / 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>
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> <p>a) Login to DP website</p> <p>b) After Successful login, user shall navigate through “e-voting” option.</p> <p>c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</p> <p>d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside</p>

	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> <p><u>Shareholders who have not registered for INSTAVOTE facility:</u></p> <p>a) Visit URL: https://instavote.linkintime.co.in</p> <p>b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:</p> <p>A. 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 <u>Event No + Folio Number</u> registered with the Company.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> <i>**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <p>❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character (!#\$%&*)</u>, at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>).</p> <p>❖ Enter Image Verification (CAPTCHA) Code</p> <p>❖ Click "Submit" (You have now registered on InstaVote).</p>

	<p><u>Shareholders who have registered for INSTAVOTE facility:</u></p> <p>c) Click on “Login” under ‘SHARE HOLDER’ tab.</p> <p>A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click “Submit”</p> <p>d) Cast your vote electronically:</p> <p>A. After successful login, you will be able to see the “Notification for e-voting”. B. Select ‘View’ icon. C. E-voting page will appear. D. 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). E. 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.</p>
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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:

- A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

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

STEP 3 - Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) 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.mufig.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 and
Company Secretary
M. No. : A13981**

Place: Gurugram, Haryana

Dated: 22nd May, 2025

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

CIN: L74999DL1987PLC029553

Phone: 0124-4518900 Fax: 0124-4518912

Email: cs@sandhar.in

Website: www.sandhargroup.com

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act')]

The following statement sets out all the material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice.

Item No. 1: Appointment/Re-designation of Shri. Sandeep Dinodia (DIN: 00005395), as Non-Executive Independent Director

Shri. Sandeep Dinodia is a senior partner at M/s S.R. Dinodia & Co. LLP, Chartered Accountants, a firm that previously held professional association with certain subsidiary and joint venture entities of the Company in the capacity of Statutory Auditors until 19th June, 2021. In view of this prior association, and in adherence to the requirements under the Companies Act, 2013 and applicable SEBI Regulations pertaining to independence, Shri. Sandeep Dinodia was appointed as a **Non-Executive Non-Independent Director** on the Board of the Company, effective from **02nd February, 2022**.

However, it is pertinent to note that, notwithstanding his formal classification as a Non-Independent Director during the said period, Shri. Sandeep Dinodia has consistently conducted himself in an objective, impartial, and non-conflicted manner, demonstrating characteristics and decision-making aligned with that of an Independent Director. His professional integrity, extensive experience, and commitment to high standards of corporate governance have been evident throughout his tenure.

Now, that the mandatory cooling-off period following the cessation of the auditor-client relationship has elapsed, and Shri. Sandeep Dinodia meets all eligibility criteria as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, upon recommendation of the Nomination and Remuneration Committee, proposes to appoint/re-designate him as a **Non-Executive Independent Director** of the Company for a term of five (5) consecutive years, subject to the approval of the shareholders.

Further, in accordance with Regulation 25(8) of the SEBI Listing Regulations, Shri. Sandeep Dinodia has provided a confirmation stating that there are no circumstances or conditions, either existing or reasonably foreseeable, that could affect his independence or interfere with his ability to discharge his duties as an Independent Director of the Company.

Furthermore, **Shri. Sandeep Dinodia has confirmed his compliance with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014**, pertaining to the registration and proficiency requirements for Independent Directors. Specifically, he has duly registered his name in the Independent Directors' databank maintained by the **Indian Institute of Corporate Affairs (IICA)** and has affirmed that he meets the conditions, including any prescribed evaluation, as required under the said Rules.

In addition, **Shri. Sandeep Dinodia has declared that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013**, and has further confirmed that he is **not debarred from holding the office of Director** pursuant to any order passed by the Securities and Exchange Board of India (SEBI) or any other statutory or regulatory authority/ies.

Based on his extensive qualifications, over three decades of professional experience in the field of accounting, auditing, and business advisory, and his deep understanding of corporate governance and regulatory matters, and upon thorough evaluation by the **Nomination and Remuneration Committee**, the **Board of Directors** is of the considered view that his appointment as an **Non Executive Independent Director** would add significant value to the Board's overall expertise and oversight capabilities.

In the opinion of the Board, Shri. Sandeep Dinodia is a person of **high integrity and possesses the requisite skills, experience, and independence** required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is also confirmed that **Shri. Sandeep Dinodia is independent of the management** and does not have any pecuniary relationship with the Company or its subsidiaries, associates, or promoters, apart from receiving sitting fees and commission in the capacity of a Non-Executive Non Independent Director.

Accordingly, the **Board of Directors, at its meeting held on 22nd May, 2025**, approved and recommended the appointment/re-designation of **Shri. Sandeep Dinodia (DIN: 00005395)** as a **Non-Executive Independent Director** of the Company, **not liable to retire by rotation**, for a term of five (5) years commencing from **26th June, 2025**, subject to the approval of the members by way of a **Special Resolution** to be passed through Postal Ballot.

Brief Profile:

Shri. Sandeep Dinodia is a Bachelor of Commerce from Shriram College of Commerce, Delhi University and L.L.B from Delhi University in 1986. He is an empanelled as a Peer Reviewer with ICAI.

Shri. Dinodia is a senior partner of M/s S.R. Dinodia & Co. LLP, Chartered Accountants where under his expert guidance and supervision the firm conducts assurance and consultancy services. He offers strategic advisory services to large corporations in the areas of corporate governance, regulatory compliance, and financial management and supports organizations in navigating complex legal and financial environments, with a focus on fostering sustainable growth and business diversification. In addition to his advisory role, Shri. Sandeep Dinodia serves as Co-Chair of the Corporate House Committee at the PHD Chamber of Commerce and Industry. He also served as an Independent Director on the Board of Hi-Tech Gears Limited and Ester Industries Limited.

The terms and conditions of his appointment shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, up to and including the last date of remote e-voting.

In compliance with **Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("Listing Regulations") and **Secretarial Standard-2 (SS-2)** issued by the Institute of Company Secretaries of India, the relevant details and disclosures pertaining to the proposed appointment are provided in **Annexure - I**, which forms an integral part of this **Postal Ballot Notice**.

In compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto and Regulation 17 of the SEBI Listing Regulations, the Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for the approval of the Members.

Except Shri. Sandeep Dinodia and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the Resolution set out at Item No. 1 of the accompanying Notice.

Item No. 2 & 3: Appointment of Mr. Gurvinder Jeet Singh (DIN: 02129467), as a Director and as a Whole-time Director (Executive Non-Independent Director) designated as Whole-time Director & Head – Corporate Strategy of the Company

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’), and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 22nd May, 2025, appointed Shri. Gurvinder Jeet Singh (DIN: 02129467) as an Additional Director of the Company with effect from 22nd May, 2025, liable to retire by rotation, subject to approval of members of the Company.

Profile of the Director: Shri. Gurvinder Jeet Singh brings a wealth of experience, with a distinguished career spanning 36 years in the industry. He has dedicated over 20 years to Sandhar Technologies Limited, holding several key leadership roles. Throughout his tenure, he has played a pivotal role in driving strategic initiatives, managing greenfield projects, leading mergers and acquisitions, and overseeing the operations of various business verticals. Currently, Shri. Gurvinder Jeet Singh serves as the Senior Advisor and Chief Operating Officer for the Automotive Business at Sandhar Technologies Limited. Prior to his tenure at Sandhar, he held the position of Head of Design and Development at Schefenacker Motherson Limited. Shri. Gurvinder Jeet Singh is a qualified Tool Engineering professional and has further enhanced his skills through specialized courses on manufacturing excellence. He is a certified auditor for QS 9000 standards and a certified internal auditor for ISO 14001 certification. Additionally, Shri. Gurvinder Jeet Singh is an Associate Member of the Society of Automotive Engineers.

Shri. Gurvinder Jeet Singh (DIN: 02129467) has submitted his **written consent** to act as a Director of the Company in accordance with **Section 152(5)** of the Companies Act, 2013. Further, he has provided a declaration affirming that he is **not disqualified** from being appointed as a Director under **Section 164(1) or 164(2)** of the said Act. He has also confirmed that he is **not debarred or restrained** from holding the office of Director pursuant to any order issued by the **Securities and Exchange Board of India (SEBI)** or any other statutory or regulatory authority/ies.

Further, Shri. Gurvinder Jeet Singh has provided the necessary declarations and confirmations that he:

- **Satisfies all the conditions** prescribed in **Part I of Schedule V** to the Companies Act, 2013; and
- Is **not disqualified** from being appointed as a Director in terms of **Section 196(3)** of the Companies Act, 2013.

After considering his academic background, professional credentials, and extensive industry experience, Shri. Gurvinder Jeet Singh fulfils all the requisite qualifications, professional competencies, and experience as laid down in the Company's **Nomination and Remuneration Policy** and is well-suited for the role of Whole-time Director, given the nature of the Company's business and the industry in which it operates. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) in its meeting held on 22nd May, 2025, considered and approved the appointment of Shri Gurvinder Jeet Singh (DIN: 02129467) as a Whole-time Director (Executive Non-Independent Director), designated as Whole-Time Director & Head – Corporate Strategy for a term of **three (3) years**, commencing from **22nd May, 2025** to **21st May, 2028**, on the **terms and conditions** including remuneration and other benefits, in accordance with the provisions of **Schedule V** of the Companies Act, 2013 and other applicable regulatory guidelines, subject to the approval of the Members through the Postal Ballot and shall not be liable to retire by rotation pursuant to the Articles of Association of the Company.

Additionally, if in any financial year during his tenure, the Company has no profits or inadequate profits, Shri. Gurvinder Jeet Singh (DIN: 02129467), will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof;

S.NO	PARTICULARS	PROPOSED
1.	Period	3 Years
2.	Designation	Whole-Time Director & Head-Corporate Strategy
3.	Basic Salary	INR. 4,37,500 per month
4.	Housing/HRA	INR. 87,500 per month
5.	Telephone allowance	INR. 5,000 per month
6.	Vehicle reimbursement, Driver Salary	INR. 1,00,000 per month
7.	Provident Fund	INR. 52,500 per month
8.	NPS	INR. 43,750 per month
9.	Reimbursement of Expenses/ Flexible Payables	INR. 1,90,417 per month
10.	Gratuity	Not Applicable
11.	Leave Encashment	Not Applicable
12.	Personal Accident Insurance	The Whole Time Director shall be covered under the Group Personal Accident Insurance Policy, in accordance with the Rules of the Company
13.	Provision of Car for the use on Company's business	The Whole Time Director shall be eligible for Company car in accordance with the Rules of the Company Applicable for SM9.
14.	Leave travel allowance	Not Applicable

15.	Commission	Commission at the rate of 0.1% of the annual profit shall be paid over and above the total remuneration stated hereinabove. Such Commission on profits shall be subjected to the overall limits of remuneration prescribed under the provision of the Companies Act, 2013 and Rules made thereunder
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Shri. Gurvinder Jeet Singh shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

Pursuant to the provisions of **Sections 152, 196, and 197** of the **Companies Act, 2013** ("the Act") and the applicable Rules framed thereunder, the appointment of a **Director** or as **Whole-time Director (Executive Non-Independent Director)**, along with the terms of their remuneration, requires the **approval of the Members** of the Company, either at a **General Meeting** or through a **postal ballot**.

The Company has received the notice from a Member under Section 160(1) of the Act proposing the candidature of Shri. Gurvinder Jeet Singh for holding the office of Director of the Company

Accordingly, the approval of the Members via postal ballot, is being sought for the appointment of Shri. Gurvinder Jeet Singh as a **Director** and subsequently as a **Whole-time Director (Executive Non-Independent Director)** designated as Whole-Time Director & Head – Corporate Strategy, of the Company, along with the remuneration payable to him, as set out in the accompanying resolutions.

In compliance with **Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("Listing Regulations") and **Secretarial Standard-2 (SS-2)** issued by the Institute of Company Secretaries of India, the relevant details and disclosures pertaining to the proposed appointment are provided in **Annexure - I**, which forms an integral part of this **Postal Ballot Notice**.

The **Board of Directors** accordingly recommends the **Ordinary Resolutions** as set out at **Item No. 2** and **Special Resolution** as set out at **Item No. 3** of this Notice for approval by the Members.

Except, Shri. Gurvinder Jeet Singh, and his relatives to the extent of their shareholding, if any, in the Company, **none of the other Directors, Key Managerial Personnel, or their respective relatives** are, in any manner, **concerned or interested, financially or otherwise**, in the resolutions proposed under **Item No. 2 and Item No. 3** of this Postal Ballot Notice.

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

**Sd/-
YASHPAL JAIN
Chief Financial Officer and
Company Secretary
M. No. : A13981**

Place: Gurugram, Haryana

Dated: 22nd May, 2025

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

CIN: L74999DL1987PLC029553

Phone: 0124-4518900 Fax: 0124-4518912

Email: cs@sandhar.in

Website: www.sandhargroup.com

Annexure-1

Details of the Director seeking appointment

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]		
Name of Director	Shri. Sandeep Dinodia	Shri. Gurvinder Jeet Singh
Director Identification Number (DIN)	00005395	02129467
Age (in Years)	63	59
Date of first appointment on the Board	02 nd February, 2022	22 nd May, 2025
Qualifications	F.C.A., L.L.B, B Com.	Qualified Tool Engineering professional
Expertise in specific functional areas and Profile	Finance, Banking & Corporate Management and Laws	A qualified professional in Tool Engineering with technical expertise and industry-relevant experience.
Terms and conditions of appointment	Non-Executive Independent Director, not Liable to retire by Rotation.	Executive Non-Independent Director, not Liable to retire by Rotation pursuant to the Articles of Association of Company.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in Finance, Banking, Corporate Management, and Legal Affairs, with a strategic and compliance-oriented approach to business leadership	Not Applicable
Details of remuneration sought to be paid	Eligible for payment of Sitting Fees and Commission	As mentioned in Explanatory statement
Directorship in other companies (excluding foreign companies)	0	4
Membership / Chairmanship of Committees in other Companies (excluding foreign companies)	0	0
Listed entities from which the Director has resigned/ term completion from Directorship in last three (3) years	2	0
Inter-se relationship with other Directors/KMP	Shri Sandeep Dinodia is not related to of the Directors of the Company	Shri Gurvinder Jeet Sing is not related to of the Directors of the Company
No. of shares held: (a) Own (b) For other persons on beneficial basis	5200	225