

SANDHAR

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of the shareholders of Sandhar Technologies Limited to be held on Monday the September 09, 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, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended on the 31st March, 2019 together with the Auditor's Report and the Board's Report thereon.
- 2) To declare a final dividend of ₹1.25/- per equity share of ₹10/- each fully paid up, and to confirm the interim dividend of ₹1.25/- per equity share of 10/- each fully paid up, already paid, for the year ended 31st March, 2019.
- 3) **To re-appoint Directors, retiring by rotation:**
 - (a) To appoint a Director in place of Shri Dharmendar Nath Davar (DIN- 00002008), who retires by rotation and being eligible, offers himself for re-appointment.
 - (b) To appoint a Director in place of Smt. Monica Davar (DIN- 00100875), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 4) **To re-appoint Shri Krishan Lal Chugh (DIN: 00140124), as a Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishan Lal Chugh (DIN: 00140124), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 09th July, 2014, and who holds office of Independent Director up to 03rd July, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office

for a second term of upto 5 (five) consecutive years on the Board of the Company effective from 04th July, 2019 to 03rd July, 2024.

- 5) **To re-appoint Shri Arvind Kapur (DIN: 00096308) as a Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Arvind Kapur (DIN: 00096308), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 09th July, 2014, and who holds office of Independent Director up to 03rd July, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of upto 5 (five) consecutive years on the Board of the Company effective from 04th July, 2019 to 03rd July, 2024.

- 6) **To re-appoint Shri Mohan Lal Bhagat (DIN: 00699750) as a Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Mohan Lal Bhagat (DIN: 00699750) who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 09th July, 2014, and who holds office of Independent Director up to 03rd July, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of upto 5 (five) consecutive years on the Board of the Company effective from 04th July, 2019 to 03rd July, 2024.

7) To re-appoint Shri Ravinder Nagpal (DIN: 00102970) as a Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ravinder Nagpal (DIN: 00102970) who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 09th July, 2014, and who holds office of Independent Director up to 03rd July, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of upto 5 (five) consecutive years on the Board of the Company effective from 04th July, 2019 to 03rd July, 2024.

8) To appoint Smt. Archana Capoor as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Archana Capoor (DIN: 01204170), who was appointed as an Additional Director on the Board of the Company w.e.f. 5th November 2018, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of upto 5 (five) consecutive years on the Board of the Company effective from 05th November, 2018 to 04th November, 2023.”

9) Ratification of remuneration payable to Cost Auditor vis. A.N. Satija & Co for audit of cost records for the financial year 2019-2020.

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year ending the 31st March, 2020 to M/s A. N. Satija & Co, Cost Accountants, New Delhi, having Registration No. 100267, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company, amounting to ₹1,25,000 (Rupees One lakh Twenty Five Thousand Only) as also the payment of service tax as applicable and reimbursement of out of

pocket expenses incurred during the course of audit be and is hereby ratified and confirmed.”

10) Amendments to Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and rules framed there under, approval be and is hereby accorded for effecting the following amendments to the clause 69 of the Articles of Association (“AOA”) of the Company:

The existing clause 69 of the AOA of the Company be altered by replacing with the following Article:

“The Common Seal of the Company, if required to be affixed, shall be affixed to any instrument(s), in the presence of any one of Directors of the Company and/or Chief Financial Officer and/or Company Secretary and/or Compliance Officer of the Company or such person(s) as the Board or aforesaid persons may appoint for the purpose and who shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Notwithstanding anything contained in the clause, the use of the Seal of the Company shall not be a mandatory requirement for authenticating any instrument or document by the Company.”

*By Order of the Board
For Sandhar Technologies Ltd.*

*Sd/
ARVIND JOSHI
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905*

*Place: New Delhi
Dated: 03rd August, 2019*

Registered Office:
*B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: info@sandhar.in
Website: www.sandhargroup.com*

NOTES:

- 1) An Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 (“Act”) and applicable Secretarial Standard, relating to Special Business to be transacted at the Annual General Meeting, is annexed to the Notice.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.** The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of the Power of Attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting.

A person shall not act as a Proxy on behalf for more than fifty Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single Proxy and such person shall not act as Proxy for any other person or Member.

The Attendance Slip and a Proxy Form with clear instructions for filling, stamping, signing and/or depositing the Proxy Form are enclosed.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the 27th Annual General Meeting (“AGM”) and ending with the conclusion of the AGM, a Member would be entitled to inspect the Proxies lodged at any time during the business hours of the Company, provided not less than three days’ written notice is given to the Company.
- 4) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company/ Link Intime India Private Limited, Company’s Registrar and Share Transfer Agent (‘Registrar’), in advance, a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- 6) Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number.
- 7) Any query relating to Financial Statements must be sent to the Company’s Corporate Office at least seven days prior to the date of the AGM, by post or email at investors@sandhar.in.

- 8) In accordance with the provisions of Section 152 of the Act, Shri Dharmendar Nath Davar (DIN- 00002008) and Smt. Monica Davar (DIN- 00100875), will retire by rotation at the forthcoming AGM and, being eligible, have offered themselves for re-appointment.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any additional information in respect of Shri Dharmendar Nath Davar and Smt. Monica Davar, seeking re-appointment upon retirement by rotation, is annexed to the Notice as **ANNEXURE-I**

- 9) In accordance with Article 38 of the Articles of Association of the Company and provisions of Section 161 of the Act, Smt Archana Capoor was appointed as an Additional Director of the Company with effect from 5th November, 2018 and holds office till the conclusion of this AGM. In terms of Section 160 of the Act, the Company has received Notice from Shri Jayant Davar proposing his candidature for appointment as Independent Director of the Company at the ensuing AGM.

Pursuant to Listing Regulations, additional information in respect of Smt Archana Capoor for appointment as Independent, Non-Executive Director at the AGM is annexed to the Notice as **ANNEXURE-I**

- 10) Pursuant to the provisions of Section 91 of the Act, the **Register of Members** and the **Share Transfer Books** of the Company **will remain closed from Tuesday, 3rd September, 2019 to Monday, 09th September, 2019 (both days inclusive)** for the purpose of 27th AGM of the Company and for determining the entitlement of shareholders for final dividend for the financial year 2018-2019, as may be approved by the Members at the meeting.

- 11) Final dividend of ₹1.25/- per equity share fully paid up has been recommended by the Board of Directors for the year ended March 31, 2019 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and after 14th September, 2019 to those members whose name appears in the Register of Members of the Company as on the Book Closure date. Interim dividend at the rate of 1.25/- per equity share fully paid up for the year ended March 31, 2019 were paid on 21st November, 2018.

- 12) M/s BSR & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company in the 25th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. However, as a measure of good corporate governance practice, the Company had put the matter before shareholders in the 26th Annual General Meeting for seeking their approval for ratification of appointment of the Statutory Auditors for the Financial Year ended 31st March, 2019. In view of the deletion of first proviso to section 139 (1) of Companies Act, 2013, the appointment

of M/s BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall not require any annual ratification for remaining period of their appointment from the conclusion of 25th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company. Accordingly, you will notice that the ordinary business item relating to appointment/ratification of the appointment of Auditors is not part of this Notice.

- 13) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email addresses either with the Company/Registrar or with the Depository Participant(s). Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
- 14) Annual Report 2018-19, Notice of the AGM and Attendance Slip/Proxy Form are being sent in electronic mode to Members whose email addresses are registered with the Company/Registrar or the Depository Participants, unless the Members have registered their requests for the hard copy. Physical copy of the Notice, Annual Report and Attendance Slip/Proxy Form are being sent to those Members who have not registered their email addresses with the Company or Depository Participants. Members who have received the Notice, Annual Report and Attendance Slip/Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled-in Attendance Slip at the Registration Counter at the AGM.
- 15) Members of the Company who have registered their email addresses are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: investors@sandhar.in
- 16) The Securities and Exchange Board of India ("SEBI") has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- 17) Members may also note that the Notice of the 27th AGM and Annual Report 2018-19 are available on the Company's website, www.sandhargroup.com
- 18) The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday the 02nd August, 2019.
- 19) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their

demat accounts will be used by the Company for payment of dividend. The Company or Registrar cannot act on any request received directly from the Members holding shares in demat for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Companies Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address /Name /e-mail Address / Contact Numbers, etc., with the Company / RTA. Blank forms (SH-13) will be supplied on request.

20) Documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Saturday) from 11.00 a.m. to 1.00 p.m., except holidays, upto the date of 27th AGM i.e. Monday, 09th September, 2019.

21) Following Statutory Registers shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours

- i. Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act. The said Register shall also be produced at the commencement of the AGM and shall remain open and **accessible** during the continuance of the AGM to any person having the right to attend the AGM.
- ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act. The said Register shall be kept open for inspection at the AGM and shall be made accessible to any person attending the AGM.

22) Guidelines for attending the ensuing AGM:

- i. Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled-in, signed and valid attendance slip;
- ii. Any briefcase/bags/eatables or such other articles, as may be ordered by the authorities of the venue are not allowed inside the Auditorium/Hall; and
- iii. Members are requested to bring their copy of the Annual Report to the meeting.

23) Cut-off Date

The Company has fixed 02nd September, 2019 as the Cut-off Date for remote e-voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. 02nd September, 2019 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

24) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being 02nd September, 2019.

25) The Board of Directors has appointed **M/s K.K. Sachdeva & Associates**, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system or through poll at the AGM in a fair and transparent manner.

26) The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results will be declared by posting the same on the website of the Company www.sandhargroup.com and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.

27) Route-map to reach the venue of the AGM is annexed to the Notice as per the requirement of the applicable Secretarial Standard.

28) Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Link Intime India Private Limited ("LIPL"), for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 27th AGM of the Company.

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). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. 02nd September, 2019 may cast their votes electronically. The remote e-voting module shall be disabled by LIPL for voting after 05:00 p.m. (IST) on 08th September, 2019.

The facility for voting, either through electronic voting system or through poll, shall also be made available at the venue of 27th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

Instructions and other information related to remote e-voting are as under:

- 1) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>

- 2) Click on "Login" tab, available under 'Shareholders' section.
- 3) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- 4) Your User ID details are given below:
 - a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
- 5) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the Resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the Resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- 6) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
- 7) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/against'.
- 8) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- 9) After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10) Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

11) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• **General Guidelines for shareholders:**

- 1) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- 2) They are also required to upload a scanned certified true copy of the Board Resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- 3) During the voting period, shareholders can login any number of time till they have voted on the Resolution(s) for a particular "Event".
- 4) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- 5) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

VOTING AT ANNUAL GENERAL MEETING:

The Chairperson at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of Scrutinizer, by ballot voting system for all the Members who are present at the AGM but have not cast their votes earlier by availing the remote e-voting facility.

DECLARATION OF RESULTS ON THE RESOLUTIONS:

- i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the

votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against the Resolutions, invalid votes (if any) and whether the Resolution(s) has/ have been carried or not. This Report shall be submitted to the Chairperson or a person authorized by him in writing, who shall countersign the same.

- ii. The results shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.sandhargroup.com within two days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.

*By Order of the Board
For Sandhar Technologies Ltd.*

*Sd/
ARVIND JOSHI
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905*

*Place: New Delhi
Dated: 03rd August, 2019*

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, 5, 6 & 7

Shri Krishan Lal Chugh, Shri Arvind Kapur, Shri Mohan Lal Bhagat and Shri Ravinder Nagpal ("the Directors") was appointed as an Independent Directors on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They holds office as Independent Director of the Company up to 03rd July, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

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

The Board, based on the performance evaluation of the Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that, given their background, experience and contributions made by them during their first tenure, the continued association of the Directors would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board of Directors of the Company through circular resolution dated 04th July, 2019 on the recommendation of Nomination & Remuneration Committee, approved the reappointment the Directors as an Independent Directors of the Company for a second term of upto 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting.

The Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Directors.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of the Directors for the office of Independent Directors of the Company.

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

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

The Directors are not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

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

The Directors named above herein are interested in the resolution set out at item no. 4,5, 6 & 7 of the Notice and their relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 4, 5, 6 & 7 of the Notice for approval by the members of the Company.

Item no. 8

Smt. Archana Capoor was appointed as an Additional Director of the Company with effect from 05th November, 2018. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 74 of the Articles of the Association of the Company Smt. Archana Capoor holds office as an Additional Director upto the date of the ensuing Annual General Meeting. Smt. Capoor had given her consent for appointment as director on the Board of the Company at the time of her appointment as an Additional Director. Based on the declaration received from her, she is not disqualified under Section 164 of the Act.

Profile of the appointee, Smt. Archana Capoor

Smt Archana Capoor, aged about 61 years, holds a masters' degree in Business Administration with specialization in Finance and Market Research, University of Allahabad, UP (India). She has a versatile profile in different sectors such as Tourism, Banking & Finance and Social. This apart she is an Independent Board Director/member of 6 listed Companies and 3 Private Companies since 2014 also a member secretary and project director of an NGO, India Trust or Rural heritage and culture (ITRHD). She has over 34 years of work experience in Finance, Legal & International Business.

Except Smt. Archana Capoor none of the other Directors / key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 8 of the Notice.

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

Item no. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors M/s. A.N. Satija & Co. to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of ₹1, 25,000/- (Rupees One Lakh Twenty Five Thousand Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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.9 of the Notice.

The Board Commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10:

Currently, Clause 69 of the Articles of Association ("AOA") of the Company mandates that the Common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of atleast two directors and of the secretary or such other persons as the Board may appoint for the purpose, and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

The Companies (Amendment) Act, 2015 has amended the provisions relating to Common Seal, making it optional for companies to continue maintain a seal. However, if a company decides to keep Common Seal, it is required to comply with relevant provisions in the Act regarding maintenance and affixation, thereof.

The Act allows affixing the Common Seal on instruments by persons authorised by the Board by way of a resolution. For the purpose of administrative convenience, it is proposed to amend existing Clause 69 of the AOA to enable affixing Common Seal of the Company in the presence of such person(s) as the Board or a committee of the Board, may authorise.

Pursuant to the provisions of Section 14 of the Act, alteration of AOA requires approval of the shareholders by way of Special Resolution.

In terms of Section 102(3) of the Act, the AOA, with proposed amendment, is available for inspection at the Registered Office of the Company on all working days (Monday to Saturday) from 11:0 a.m. to 1.00 p.m., except holidays, upto the date of the 27th AGM. The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors, and Key Managerial Personnel of the Company and/ or their relatives are, in any manner, concerned or interested in the said resolution.

The Board Commends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

By Order of the Board
For Sandhar Technologies Ltd.

Sd/
ARVIND JOSHI
*Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905*

Place: New Delhi
Dated: 03rd August, 2019

Registered Office:
*B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: info@sandhar.in
Website: www.sandhargroup.com*

ANNEXURE-I

Details of the Directors seeking appointment/ re-appointment in the Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

Name of the Director	Dharmendar Nath Davar	Monica Davar	Krishan Lal Chugh	Arvind Kapur	Mohan Lal Bhagat	Ravinder Nagpal	Archana Capoor
Date of Birth	08/08/1934	07/09/1965	13/09/1937	05/07/1950	23/06/1935	06/04/1956	17/09/1958
Age	85	54	82	69	84	63	61
Date of Appointment	02/07/1994	24/10/1987	14/03/2003	01/10/2005	02/02/1993	21/11/2001	05/11/2018
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	N.A.	N.A.	03/07/2014	03/07/2014	03/07/2014	03/07/2014	05/11/2018
Relationship with Directors and Key Managerial Personnel	Father of Shri Jayant Davar (Promoter of the Company)	Wife of Shri Jayant Davar (Promoter of the Company)	N.A.	N.A.	N.A.	N.A.	N.A.
Qualification(s)	B.Com (Hons.), M.A. (Economics), Certified Associate of the Indian Institute of Bankers, and Fellow of the Economic Development Institute of the World Bank.	Pre-Universities studies in Commerce Stream.	Bachelors' degree in mechanical engineering.	Bachelors' degree in science.	Bachelors' degree in commerce.	Practicing chartered accountant.	Masters' degree in Business Administration with specialization in Finance and Market Research, University of Allahabad, UP (India)
Expertise in specific Functional Area	Finance, Banking and Corporate Management and Laws	21 years of experience in the auto components sector	He has over five decades in the areas of heavy industries, fast-moving consumer durables, and paper industries.	He has 36 years in the area of manufacturing of auto components.	He has over 41 years of experience in the areas of financial and management consultancy.	He has 33 years of experience in the areas of corporate restructuring and mergers and acquisition, due diligence, tax planning, and strategic advisory.	She has 34 years of work experience in Finance, Legal & International Business.
Board Membership of other listed Companies as on March 31, 2019	i) Maral Overseas Limited ii) Titagarh Wagons Limited iii) Dalmia Bharat Limited iv) HEG Limited v) RSWM Limited vi) Sandhar Technologies Limited	Nil	i) Gati Limited ii) Sandhar Technologies Limited	i) Rico Auto Industries Limited ii) Subros Limited iii) Sandhar Technologies Limited	i) Wires And Fabriks (Sa) Ltd ii) Sandhar Technologies Limited	i) Sandhar Technologies Limited	i) RSWM Limited ii) Maral Overseas Limited iii) S Chand & Company Limited iv) Birla Cable Limited v) EMCO Ltd vi) Sandhar Technologies Limited

Name of the Director	Dharmendar Nath Davar	Monica Davar	Krishan Lal Chugh	Arvind Kapur	Mohan Lal Bhagat	Ravinder Nagpal	Archana Capoor
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2019							
a. Audit Committee	i) Hero Fin Corp Limited	Nil	Nil	Nil	i) Wires And Fabriks (S.A.) Ltd.	Nil	S. Chand & Company Limited
b. Stakeholder Relationship Committee	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c. Nomination & Remuneration Committee	Nil	Nil	i) Gati Limited	i) Rico Auto Industries Limited	Nil	Nil	Nil
d. Other Committee(s)	Nil	Nil	Nil	Rico Auto Industries Limited: - i) Share transfer Committee ii) Finance Committee iii) Budget & Investment Committee iv) Risk Management Committee	Wirers And Fabriks (S.A.) Limited: - i) Corporate Social Responsibility Committee	Nil	Nil
Number of Shares held in the Company as on March 31, 2019	8,39,582	26,22,725	NIL	NIL	NIL	NIL	NIL

SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

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

Tel. No.: +91 124 4518900; Fax No.: +91 124 4518912

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

ATTENDANCE SLIP

27th ANNUAL GENERAL MEETING ON MONDAY, 09th SEPTEMBER, 2019 AT 10:00 A.M.

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Sr. No. :

Regd. Folio / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares held	

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company on 09th SEPTEMBER, 2019 AT 10:00 A.M. at Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003.

Signature of the Attending Member: _____

Signature of Proxy: _____

NOTES:

- (1) Shareholder / Proxy desiring to attend the meeting must bring duly filled in and signed Attendance Slip to the meeting and hand over at the entrance.
- (2) Shareholder / Proxy desiring to attend the meeting should bring his / her copy of the Notice alongwith Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

Event Number	User ID	*Default PAN / Sequence No.
190160		USE YOUR PAN

* Only Members who have not updated their PAN with the Company / Depository Participant shall use Default PAN / Sequence No in the PAN field.

Please refer Notice of 27th Annual General Meeting for E-voting instructions.

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SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

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

Tel. No.: +91 124 4518900; Fax No.: +91 124 4518912

Website: www.sandhargroup.com

Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____

DP ID No.: _____

I/We, being the member(s) of Sandhar Technologies Limited holding _____ equity shares having face value of ₹10 each, hereby appoint:

1. Name: _____

Registered Address : _____

Email Id: _____

Signature : _____

Or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, 09th September, 2019. at 10:00 A.M. at Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.:

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.
2. To declare a final dividend of ₹1.25/- per equity share of ₹10/- each fully paid up, and to confirm the interim dividend of ₹1.25/- per equity share of 10/- each fully paid up, already paid, for the year ended 31st March, 2019
3. To appoint a director in place of Shri Dharmendar Nath Davar & Smt. Monica Davar, who retires by rotation, and being eligible, offers himself for re-appointment

Special Business:

4. To re-appoint Shri Krishan Lal Chugh (DIN: 00140124), as a Non-Executive Independent Director of the Company.
5. To re-appoint Shri Arvind Kapur (DIN: 00096308) as a Non-Executive Independent Director of the Company
6. To re-appoint Shri Mohan Lal Bhagat (DIN: 00699750) as a Non-Executive Independent Director of the Company.
7. To re-appoint Shri Ravinder Nagpal (DIN: 00102970) as a Non-Executive Independent Director of the Company.
8. Appointment of Smt. Archana Capoor as an Independent Director of the Company
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.
10. Amendments to Articles of Association of the Company.

Signed this _____ day of _____, 2019.

Signature of Shareholder _____

Signature of Proxy holder _____ Signature of Proxy holder _____

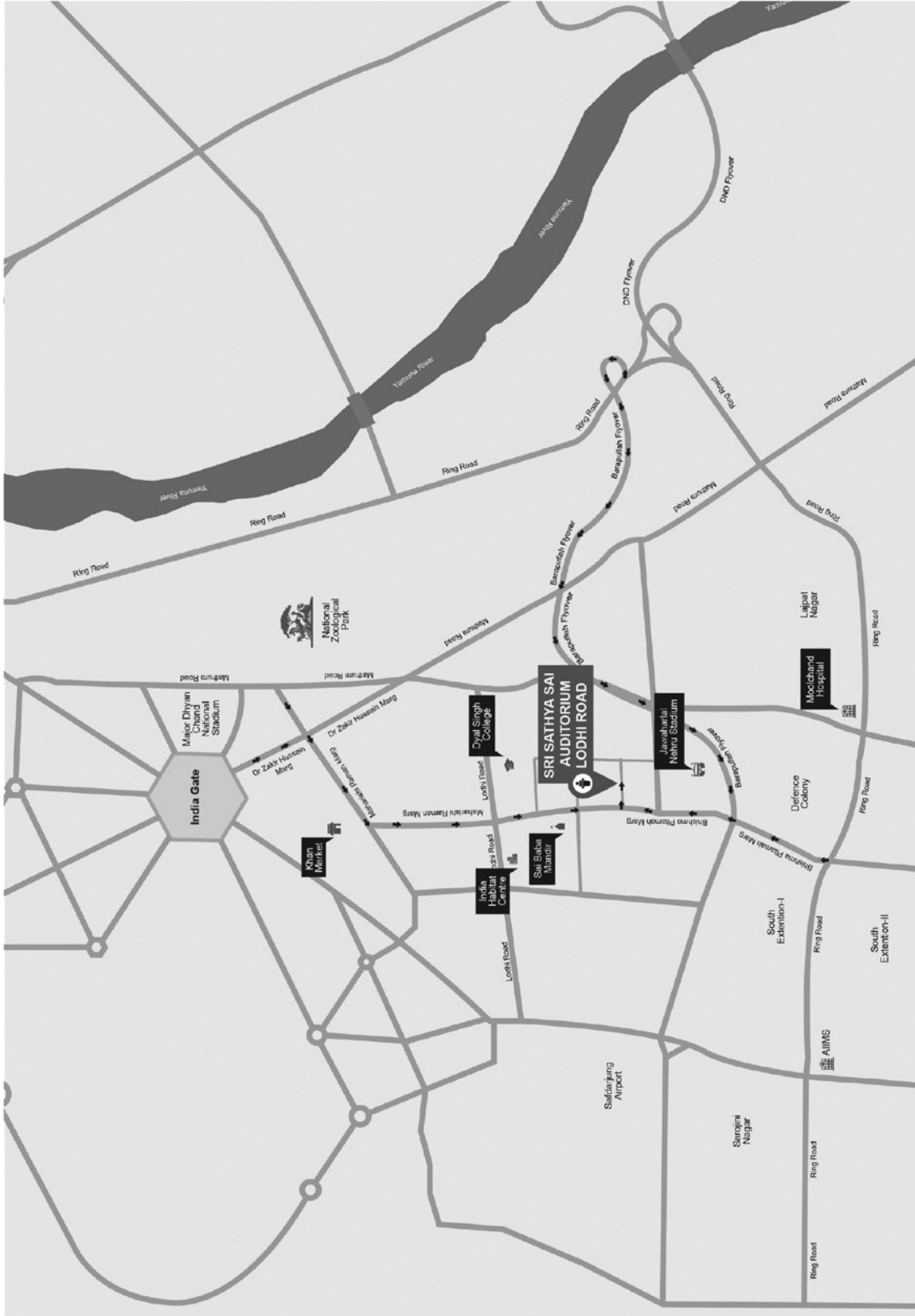
Affix
Revenue
Stamp

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at B-6/20, L.S.C., Safdarjung Enclave, New Delhi-110 029 not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting of the Company.

ROUTE MAP TO THE AGM VENUE

Venue: Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003, near Jawahar Lal Nehru stadium and is at a 2-minute walking distance from the JLN Stadium Metro station

ROUTE MAP OF THE AGM VENUE



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NOTICE

ADDENDUM TO THE NOTICE OF 27th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, 9th SEPTEMBER, 2019 AT 10.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, (A UNIT OF SRI SATHYA SAI CENTRAL TRUST), PRAGATI VIHAR, BHISHAM PITAMAH MARG, NEW DELHI - 110003

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member of the Company, proposing candidature of Shri Bharat Anand (DIN:02806475) for election to the office of Director at the ensuing 27th Annual General Meeting ("AGM") of the Company, scheduled to be held on Monday, 9th September, 2019 at 10.00 A.M., at Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003.

As the Notice was received from a Member subsequent to approval of the Notice of the 27th AGM at the Board Meeting held on 03rd August, 2019, an Addendum to the Notice of 27th AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

Your Directors recommend the following resolution for appointment of Shri Bharat Anand (DIN: 02806475) as an Independent Director for your approval in the AGM, as part of the Special Business, as set forth below:

Item No 11. Appointment of Shri Bharat Anand as an Independent Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), Shri Bharat Anand (DIN:02806475), who was appointed as an Additional Director on the Board of the Company w.e.f. 12th August, 2019, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of upto 5 (five) consecutive years on the Board of the Company effective from 12th August, 2019 to 11th August, 2024."

"RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution."

By Order of the Board
For **Sandhar Technologies Ltd.**

Sd/

ARVIND JOSHI

Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905

Place: New Delhi
Dated: 12th August, 2019

Registered Office:

B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
CIN: L74999DL1987PLC029553
Phone: 0124-4518900
Fax: 0124-4518912
Email: info@sandhar.in
Website: www.sandhargroup.com

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Statement giving details of the Director seeking appointment pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") is given below
3. Relevant documents referred to in this Addendum to Notice of 27th AGM are open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
4. This Addendum to the Notice of 27th AGM is available along with the Notice of 27th AGM on the website of the Company www.sandhargroup.com. The revised Proxy Form including the resolution proposed hereinabove as item No. 11 is enclosed and also available on the website of the Company.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 27th AGM shall mutatis-

mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 27th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

By Order of the Board
For **Sandhar Technologies Ltd.**

Sd/

ARVIND JOSHI

Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905

Place: New Delhi
Dated: 12th August, 2019

Registered Office:

B-6/20 L.S.C. Safdarjung Enclave,
New Delhi-110029
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Phone: 0124-4518900
Fax: 0124-4518912
Email: info@sandhar.in
Website: www.sandhargroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 11**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Shri Bharat Anand, as an Additional Director (Independent Category) on the Board of the Company, not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 on 12th August, 2019 to hold office upto the date of ensuing 27th Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention to propose the candidature of Shri Bharat Anand for the office of Director of the Company.

Shri Bharat Anand, aged about 43 years is a Partner in the Corporate Department of Khaitan & Co. Bharat is a dual qualified (England & Wales and India) lawyer and his practice focuses on corporate transactions such as acquisitions, joint ventures and private equity investments. Bharat joined Khaitan & Co in March 2009 from the London office of Freshfields Bruckhaus Deringer, where he worked since 2001. Bharat has been highly ranked by several legal journals and magazines. RSG Consulting, an independent UK-based consultancy, featured Bharat in their list of 'Top 25 Second Generation Lawyers in India'.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the criteria of independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director.

Considering his vast experience and knowledge in the field of Corporate Governance and Law and strategic guidance his appointment would be in the interest of the Company. The Board of Directors recommends the appointment of Shri Bharat Anand as an Independent Director of the Company for a period of Five (5) years commencing from 12th August, 2019, not liable to retire by rotation, as set in this Addendum to the Notice of 27th AGM.

Except Shri Bharat Anand none of the other Directors / key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 11 of the Notice.

The Board Commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members.

By Order of the Board
For **Sandhar Technologies Ltd.**

Sd/

ARVIND JOSHI

Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905

Place: New Delhi
Dated: 12th August, 2019

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

Additional information on the Director being appointed, as required under Regulation 36(3) of the SEBI LODR and Secretarial Standard 2 issued by the Institute of Company Secretaries of India:

1	Name	Shri Bharat Anand
2	Age	43 Years
3	Date of first appointment on the Board	12th August, 2019
4	Qualifications	<ul style="list-style-type: none"> • Solicitor, England & Wales • B.A. (Law), Jesus College, Cambridge University • B.A. (Hons.) Economics, Hans Raj College, Delhi University • Executive Education Programme on Leadership in Law Firms' at Harvard Law School, 2013
5	Brief Resume including experience	<p>Shri Bharat Anand, aged about 43 years is a Partner in the Corporate Department of Khaitan & Co. Bharat is a dual qualified (England & Wales and India) lawyer and his practice focuses on corporate transactions such as acquisitions, joint ventures and private equity investments. Bharat joined Khaitan & Co in March 2009 from the London office of Freshfields Bruckhaus Deringer, where he worked since 2001. Bharat has been highly ranked by several legal journals and magazines. RSG Consulting, an independent UK-based consultancy, featured Bharat in their list of 'Top 25 Second Generation Lawyers in India'. Bharat plays an active role in leading industry associations in India. He is Co-Chair of FICCI's Committee on Stressed Assets and a member of CII's Committee on Transparency and Governance.</p> <p>Bharat read law at Jesus College, Cambridge and is an alumnus of St. Columba's School.</p>
6	Relationship with other Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
7	Other Directorship	5 Private Companies
8	Chairmanship/Membership of Committees in companies in which position of Director is held	
9	No. of equity shares held in the Company (as on 12th August, 2019)	NIL
10	Remuneration last drawn	N.A.
11	Remuneration proposed to be paid	Mr. Bharat being a Non-executive Independent Director shall be paid sitting fees for attending Board and/or Committee Meetings and commission, as approved by the Members of the Company.
12	Number of meetings of the Board attended during the financial year (2018-19)	N.A.
13	Terms and conditions of appointment or re-appointment	Non-Executive Independent Director, not liable to retire by rotation

By Order of the Board
For **Sandhar Technologies Ltd.**

Sd/

ARVIND JOSHI

Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN No. 01877905

Place: New Delhi
Dated: 12th August, 2019

Registered Office:

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

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SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

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

Tel. No.: +91 124 4518900; Fax No.: +91 124 4518912

Website: www.sandhargroup.com

Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____

DP ID No.: _____

I/We, being the member(s) of Sandhar Technologies Limited holding _____ equity shares having face value of ₹10 each, hereby appoint:

1. Name: _____

Registered Address : _____

Email Id: _____

Signature : _____

Or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, 09 September, 2019. at 10:00 A.M. at Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.:

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.
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
3. To appoint a director in place of Shri Dharmendar Nath Davar & Smt. Monica Davar, who retires by rotation, and being eligible, offers himself for re-appointment

Special Business:

4. To re-appoint Shri Krishan Lal Chugh (DIN: 00140124), as a Non-Executive Independent Director of the Company.
5. To re-appoint Shri Arvind Kapur (DIN: 00096308) as a Non-Executive Independent Director of the Company
6. To re-appoint Shri Mohan Lal Bhagat (DIN: 00699750) as a Non-Executive Independent Director of the Company.
7. To re-appoint Shri Ravinder Nagpal (DIN: 00102970) as a Non-Executive Independent Director of the Company.
8. Appointment of Smt. Archana Capoor as an Independent Director of the Company
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.
10. Amendments to Articles of Association of the Company.
11. Appointment of Shri Bharat Anand as an Independent Director of the Company

Signed this _____ day of _____, 2019.

Signature of Shareholder _____

Signature of Proxy holder _____ Signature of Proxy holder _____

Affix
Revenue
Stamp

Notes:

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at B-6/20, L.S.C., Safdarjung Enclave, New Delhi-110 029 not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting of the Company.