

**Ref: STL/SE/2023-2024/AGM Proceedings/33**

**Dated: 21<sup>st</sup> September, 2023**

**To,**  
Department of Corporate Services  
BSE Limited  
Limited  
Phiroze Jeejeebhoy Tower, Dalal Street,  
Mumbai-400001

**To,**  
Listing Department  
The National Stock Exchange of India  
C-1, G-Block, Bandra-Kurla Complex,  
Bandra, (E), Mumbai-400051

**BSE Code 541163; NSE: SANDHAR**

**Subject: Proceedings of the 31<sup>st</sup> Annual General Meeting ('AGM') & Outcome**

Dear Sir/ Ma'am,

In continuation to our letter dated 28<sup>th</sup> August, 2023, we wish to inform you that the 31<sup>st</sup> Annual General Meeting ('AGM') of the Company was held on Thursday, the 21<sup>st</sup> September, 2023, at 11:30 A.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

The voting results of the 31<sup>st</sup> Annual General Meeting of the Company along with the Scrutinizer's Report will be submitted with the Stock Exchanges in due course.

In compliance with the Regulation 30 read with Part A (13) of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith a summary of AGM proceedings as **Annexure -1**.

The 31<sup>st</sup> Annual General Meeting of the Company concluded at 12:26 P.M.

Kindly take the aforesaid on record and oblige.

Thanking you,

Yours faithfully,

**For SANDHAR TECHNOLOGIES LIMITED**

**Komal Malik**  
**Company Secretary &**  
**Compliance Officer**

**Sandhar Technologies Limited**

**ANNEXURE-1**

**SUMMARY OF THE PROCEEDINGS OF THE 31st (THIRTY ONE) ANNUAL GENERAL MEETING OF THE MEMBERS OF SANDHAR TECHNOLOGIES LIMITED (“THE COMPANY”)**

The 31<sup>st</sup> Annual General Meeting ('AGM') of the Members of Sandhar Technologies Limited (“Company”) was held on Thursday, the 21<sup>st</sup> September, 2023, at 11:30 A.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Smt. Komal Malik, Company Secretary & Compliance Officer welcomed all the members present and requested Board Members and other officials present at the meeting to introduce themselves.

The following Directors and officials were present at the 31<sup>st</sup> AGM of the Company:

1.	Shri. Jayant Davar	:	Co-Chairman & Managing Director, Chairman of Corporate Social Responsibility Committee.
2.	Shri. Arvind Kapur	:	Non-Executive Independent Director
3.	Smt. Archana Capoor	:	Non-Executive Independent Director & Chairman of the Audit Committee.
4.	Shri. Vimal Mahendru	:	Non-Executive Independent Director & Chairman of Nomination and Remuneration Committee
5.	Shri. Bharat Anand	:	Non-Executive Independent Director
6.	Shri. Arjun Sharma	:	Non-Executive Independent Director & Chairman of Stakeholder’s Relationship Committee
7.	Shri. Sandeep Dinodia	:	Non-Executive & Non Independent Director
8.	Smt. Monica Davar	:	Non-Executive & Non Independent Director
9.	Shri. Neel Jay Davar	:	Non-Executive & Non Independent Director
10.	Shri. Yashpal Jain	:	Chief Financial Officer
11.	Shri. Shashank Agarwal	:	Representative of BSR & Co. LLP, Statutory Auditors of the Company
12.	Shri. K K Sachdeva	:	Secretarial Auditor & Scrutinizer
13.	Smt. Komal Malik	:	Company Secretary & Compliance Officer

**Sandhar Technologies Limited**

Total of 131 Members attended the meeting through Video Conferencing.

Smt. Komal Malik informed the shareholders that pursuant to the circulars as issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India, the Annual General Meeting was conducted through Video Conferencing facility provided by Link Intime India Private Limited.

She further informed that the Company provided remote e-voting facility to the members to cast their vote between 9:00 A.M. (IST) of Monday, 18<sup>th</sup> September, 2023 till 5:00 P.M. (IST) of Wednesday, 20<sup>th</sup> September, 2023.

The Chairman Shri. Dharmendar Nath Davar was not able to attend today's AGM due to health issues, the Directors present at the meeting consented for Shri Jayant Davar the Co-Chairman and Managing Director to preside over the meeting.

It was also informed to the members that the Annual Report for the year 2022-23 including the Notice of AGM, had been emailed to the members on 28<sup>th</sup> August, 2023 and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, terms and conditions of appointment of Independent Directors, along with other documents as referred in AGM Notice etc. was available on the portal of Link Intime India Private Limited at <https://instameet.linkintime.co.in/> platform for electronic inspection by the members who had requested for the same by sending e-mail to [investors@sandhar.in](mailto:investors@sandhar.in) till the conclusion of the meeting.

The Chairman upon ascertaining that the requisite quorum was present, called the meeting to order and welcomed all the shareholders to the meeting.

Shri. Jayant Davar delivered his speech and thereafter informed that Notice of the 31<sup>st</sup> Annual General Meeting, the Report of the Board of Directors, and the Financial Statements including Auditor's Report thereon for the Financial Year 2022-23 were taken as read as the same was circulated to the Members. There were no qualifications, reservations, disclaimer or adverse remarks in the Auditor's Report and the Report of the Secretarial Auditor of the Company. Accordingly, these reports were taken as read.

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**The following items of Business as set out in the notice convening 31<sup>st</sup> AGM were placed for members' consideration and approval:**

S No.	Particulars	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended the 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Director and the Auditors thereon.;	Ordinary
2.	To declare a final dividend of Rs 2. 50/- per equity share of Rs 10/- each fully paid up for the financial year ended the 31 <sup>st</sup> March, 2023;	Ordinary
3.	To appoint a Director in place of Smt. Monica Davar (DIN : 00100875), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary
<b>SPECIAL BUSINESS</b>		
4.	Ratification of remuneration payable to Cost Auditor viz., M/s Satija & Co., Cost Accountants for audit of cost records for the Financial Year 2022-2023.	Ordinary
5.	Appointment of Shri. Vikrampati Singhania (Din: 00040659) as Non-Executive, Independent Director of the Company.	Special
6.	Reappointment of Smt. Archana Capoor (DIN: 01204170) as Non-Executive Independent Director of the Company.	Special
7.	Reappointment of Shri. Bharat Anand (DIN: 02806475) as Non-Executive Independent Director of the Company.	Special
8.	To review and approve the variation, if any, in the remuneration of Shri. Jayant Davar (DIN: 00100801), Co-Chairman and Managing Director of the Company in compliance with the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special
9.	Renewal of Payment of Commission to the Non-Executive Directors.	Ordinary

The members who had registered themselves as speakers, addressed the meeting through VC/OAVM and sought clarifications on the Company's accounts and businesses. Shri. Jayant Davar responded to the queries of the Members and provided clarifications.

Further, the Chairman informed that the facility for e-voting would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting, to cast their votes through e-voting facility available at the AGM.

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The members were informed that Shri K. K. Sachdeva, proprietor of M/s K K Sachdeva & Associates, Company Secretaries, appointed as the scrutinizer to scrutinize the voting process of the AGM.

On the receipt of the final report from the scrutinizer, the results of the voting along with remote e-voting would be announced within 48 hours from conclusion of the meeting. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <https://sandhargroup.com> and on the website of Linkintime India Private Limited and shall also be submitted immediately to the BSE Limited and the National Stock Exchange of India Limited.

The meeting concluded at 12:26 PM with the Chairman of the meeting presenting vote of thanks to everyone present at the meeting.

**For SANDHAR TECHNOLOGIES LIMITED**

**Komal Malik**  
**Company Secretary &**  
**Compliance Officer**

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**Sandhar Technologies Limited**

Corporate Office: 13, Sector-44, Gurugram-122 002, Haryana, India. Ph: + 91 12-4518900  
Registered Office: B-6/20, L.S.C., Safdarjung Enclave, New Delhi-110 029, India, Ph: +91-11-40511800  
E-mail: [enquiries@sandhar.in](mailto:enquiries@sandhar.in), website: [www.sandhargroup.com](http://www.sandhargroup.com); CIN-L74999DL1987PLC029553