

Ref: STL/SE/2022-23/EGM/03

Dated: 4th April, 2022

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

To,
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai - 400 051

BSE Code: 541163; NSE: SANDHAR

Sub: Notice of the 17th Extra-Ordinary General Meeting

Dear Sir/Madam,

With reference to the captioned subject, we are submitting herewith the Notice of Extra-Ordinary General Meeting ("EGM") which is sent today to the shareholders by Electronic Mode.

The Extra-Ordinary General Meeting of the Company will be held on Thursday, the 28th April, 2022 at 11:30 A.M (IST) through Video Conferencing (VC)/ Other Audio Visual means (OAVM).

Schedule of events relating to the EGM is set out below:

| Event | Day and Date | Time (IST) |
|--|--|------------|
| Relevant Date/Cut-off date to vote on EGM Resolution | Thursday, 21 st April, 2022 | NA |
| Book Closure Date for EGM | Friday, 22 nd April, 2022 to Thursday, 28 th April, 2022 (both days inclusive) | NA |
| Commencing of remote e-voting | Monday, 25 th April, 2022 | 09:00 A.M. |
| End of remote e-voting | Wednesday, 27 th April, 2022 | 05:00 P.M. |
| EGM | Thursday, 28 th April, 2022 | 11:30 A.M. |

The EGM Notice is also uploaded on the Company's website www.sandhargroup.com

Kindly take the same on record.

Thanking you,

Yours faithfully,

For SANDHAR TECHNOLOGIES LIMITED


Komal Malik
Company Secretary &
Compliance Officer



Encl.: As above

Sandhar Technologies Limited

SANDHAR

Growth. Motivation. Better Life

Notice

Notice is hereby given that the 17th Extra-Ordinary General Meeting (“EGM”) of the Members of Sandhar Technologies Limited to be held on Thursday, the 28th April, 2022 at 11:30 A.M. (IST) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) to transact the following business:

SPECIAL BUSINESS:

1) Appointment of Shri Sandeep Dinodia (DIN: 00005395) as Non Executive and Non Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendations of Nomination and Remuneration Committee, Shri Sandeep Dinodia (DIN: 00005395), who was appointed as Additional Director in the Category of Non Executive and Non Independent Director of the Company with effect from 02nd February, 2022 and holds office upto the date of this Extra-Ordinary General Meeting, be and is hereby appointed as Director of the Company, and whose period of office shall be liable to retire by rotation.

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

Sd/
KOMAL MALIK
Company Secretary &
Compliance Officer
Membership Number: 6430

Place: Gurugram
Dated: 02nd February, 2022

Registered Office:

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

NOTES:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, June 23, 2021, September 28, 2020, December 31, 2020, January 13, 2021 and December 08, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, Secretarial Standard-2 on General Meetings, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC / OAVM.
- 2) 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 EGM, is annexed to the Notice.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution / Authorization letter etc. authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EGM. The said resolution / authorization shall be sent through e-mail on investors@sandhar.in
- 5) Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, April 22, 2022 to Thursday, April 28, 2022 (both days inclusive).
- 6) Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment at the EGM is attached as Annexure-1 forming part of this Notice.
- 7) In compliance with the MCA Circulars and SEBI Circular dated 5th May, 2020, the notice of EGM are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to investors@sandhar.in.
- 8) Members may note that the Notice of the EGM will also be available on the Company's website www.sandhargroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Registrar <https://instavote.linkintime.co.in>.
- 9) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, the April 21, 2022, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
- 10) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- 11) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 12) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 13) The remote e-voting period will commence at 09:00 A.M., on Monday, April 25, 2022 and will end at 05:00 P.M. on Wednesday, April 27, 2022.
- 14) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 15) Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 16) The Members who have casted their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- 17) The Company has appointed KK Sachdeva & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

- 18) Since the EGM will be held through VC / OAVM, the Route Map of the venue of the EGM is not annexed in this Notice and the venue of EGM shall be deemed to be the Registered Office of the Company. The recorded transcript of the meeting shall also be made available on the website of the Company.
- 19) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to investors@sandhar.in.
- 20) Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices, Circulars etc. from the Company electronically.
- 21) Members desirous of making a nomination in respect of their shareholding under Section 72 of the Companies Act, 2013, are requested to send their request to investors@sandhar.in in the prescribed form.
- 22) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 23) The results declared along with the scrutinizer's report shall be placed on the website of the Company www.sandhargroup.com under the head "Investor Relations" immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
- 24) Instructions for e-voting and joining the Extra-Ordinary General Meeting are as follows:

Instructions for Shareholders/Members to attend the Extra-Ordinary General Meeting InstaMeet (through VC/OAVM):

Shareholders/ Members will be provided with InstaMeet facility for attending the EGM through VC/OAVM wherein Shareholders/ Members shall register their details and attend the Extra-Ordinary General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - i. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ Members holding shares in physical form shall provide Folio Number registered with the Company

- ii. PAN: Enter your 10-digit Permanent Account Number (PAN)
- iii. Mobile No.: Enter your mobile number.
- iv. Email ID: Enter your email id, as recorded with your DP/Company.

2. Click "Go to Meeting"

Note:

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

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

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

In case shareholders/members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/Members to register themselves as Speakers during Extra-Ordinary General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at e-mail: investors@sandhar.in from Monday, April 25, 2022 at 10.00 A.M. to Wednesday, April 27, 2022 at 5.00 P.M.

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

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

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to

express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Extra-Ordinary General Meeting.

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

Instructions for Shareholders/Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:

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

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

Note:

Shareholders/ Members, who will be present in the Extra-Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred

from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

REMOTE E-VOTING

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically in respect of the business to be transacted at the EGM. For this purpose, necessary arrangements have been made by the Company with Link Intime India Private. Limited ("LI IPL"), Registrar and Share Transfer agent of the Company to facilitate remote e-voting.

The remote e-voting period will commence from 09:00 A.M. (IST) on Monday, April 25, 2022 and will end at 05:00 P.M. (IST) on Wednesday, April 27, 2022. During this period, shareholders of the Company, holding shares in dematerialized form as on the Cut-off Date i.e. Thursday, April 21, 2022 may cast their votes electronically. The remote e-voting module shall be disabled by LI IPL for voting after 05:00 P.M. (IST) on the Wednesday, April 27, 2022

The process and instructions for remote e-voting are as under:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> • Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) & login through their depository participants | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME. | <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above |

| Type of shareholders | Login Method |
|----------------------|---|
| | <ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. 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). 7. 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. |

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. 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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members have valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 22-23058542-43. |

General Guidelines for shareholders:

- 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'.

- 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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available

at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: -
Tel: 022 -4918 6000.

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

Sd/
KOMAL MALIK

Company Secretary &
Compliance Officer

Membership Number: 6430

Place: Gurugram

Dated: 02nd February, 2022

Registered Office:

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

CIN: L74999DL1987PLC029553

Phone: 0124-4518900

Fax: 0124-4518912

Email: investors@sandhar.in

Website: www.sandhargroup.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No 1:

Appointment of Shri Sandeep Dinodia (DIN: 00005395) as Non Executive and Non Independent Director of the Company

Shri Sandeep Dinodia was appointed as Additional Director in the category of Non Executive and Non Independent Director of the Company by the Board of Directors w. e. f. 02nd February 2022 in terms of Section 161 of the Companies Act, 2013 ("Act") subject to the Articles of the Association of the Company and holds such office upto the date of this Extra-Ordinary General Meeting.

Shri Sandeep Dinodia has given his consent pursuant to the provisions of Section 152 of the Companies Act, 2013 and declaration of non-disqualification to act as Director of the Company in terms of Section 164 of the Companies Act, 2013. Shri Sandeep Dinodia has declared that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Save and except the above, none of the other Directors, Key Managerial Personnel(s) and their relatives are in any way, concerned or interested, whether financially or otherwise in this resolution.

This statement may also be regarded as an appropriate disclosure to take decision thereon. The Board recommends the above Ordinary Resolution set forth in Item No. 1 for the approval of the members of the Company.

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

Sd/
KOMAL MALIK
Company Secretary &
Compliance Officer
Membership Number: 6430

Place: Gurugram

Dated: 02nd February, 2022

Registered Office:

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

New Delhi-110029

CIN: L74999DL1987PLC029553

Phone: 0124-4518900

Fax: 0124-4518912

Email: investors@sandhar.in

Website: www.sandhargroup.com

ANNEXURE-I**Details of Director proposed to be appointed at the forthcoming Extra-Ordinary General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Name of the Director | Shri Sandeep Dinodia |
|--|--|
| Date of Birth | 04/04/1962 |
| Age | 59 Years |
| Date of Appointment/Reappointment | 02 nd February, 2022 |
| Relationship with Directors and Key Managerial Personnel | None |
| Qualification(s) | B.Com, L.L.B and Fellow Member of Institute of Chartered Accountant of India |
| Expertise in specific Functional Area | Finance, Banking and Corporate Management and Laws |
| Board Membership of listed Companies | 1. The Hi-Tech Gears Limited 2. Ester Industries Limited |
| Committees of the Board (Sandhar Technologies Limited) | Nil |
| Number of Shares held in the Company as on 31st December, 2021 | 3200 |