

Ref: STL/Secretarial Compliance Report/Reg 24A/BSE/NSE/30062020

Dated: 30th June, 2020

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 0051

BSE Code: 541163; NSE: SANDHAR

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2020

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019

Dear Sir/Madam,

Pursuant to above-referred regulation, we submit herewith Annual Secretarial Compliance Report for the year ended 31st March, 2020.

We request you to take the same on record.

Thanking you,

Thanking You

Yours faithfully,

FOR SANDHAR TECHNOLOGIES LIMITED

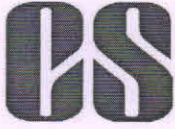
Sd/-

SUBHI GUPTA

Company Secretary & Compliance Officer (Interim)

Membership Number: 44467

Sandhar Technologies Limited



K K SACHDEVA & ASSOCIATES

Company Secretaries

201, 3rd Floor, Dr. Mukherjee Nagar, Delhi-110009

Ph. 011 40394670, 9811071577, E-mail: kks445@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF
SANDHAR TECHNOLOGIES LIMITED
For the year ended 31.03.2020**

We, K K Sachdeva & Associates, have examined:

- (a) all documents and records made available to us and explanation provided by Sandhar Technologies Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/ guidelines issued thereunder;

and based on the above examinations we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29(2)/ (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in furnishing prior intimation about the meeting of the Board of Directors regarding not giving prior intimation for declaration/ recommendation of final dividend in the Board Meeting held on 27 th May, 2019.	The Company had paid fine/ penalty imposed by BSE Ltd (BSE) and National Stock Exchange Ltd. (NSE)

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE Ltd. (BSE) And National Stock Exchange of India Ltd. (NSE)	Regulation 29(2)/ (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Each Stock Exchange imposed a fine of Rs. 11,800/ (Rs. Eleven thousand eight hundred).	The Company has paid the fine/ penalty under protest vide letter ref no. STL/BSE/Fees/240619 and vide letter ref no. STL/NSE/Fees/240619 both dated the 24 th June, 2019.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliances report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: New Delhi
Date: 27.06.2020

for **K K Sachdeva & Associates**
Company Secretaries



K.K.Sachdeva
Proprietor
FCS No. 7153, CP No. 4721
UDIN: F007153B000390558