

Ref: STL/SE/2026-2027/Regulation 30/21

Dated: 03rd July, 2026

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400001

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

BSE Code: 541163; NSE: SANDHAR

Dear Sir/ Madam,

Sub.: Postal Ballot Notice

Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), we hereby enclosed a copy of the Notice of Postal Ballot dated 29th June, 2026, along with explanatory Statement (collectively referred as "Notice").

The Postal Ballot Notice has been sent electronically on Friday, 03rd July, 2026, to the Members of the Company for seeking their approval in respect of the Special Business set out therein by way of Postal Ballot through remote e-voting, by passing the following Resolutions:

Sr. No.	Particulars	Type of Resolution
1	To approve for enhancement of the Company's limits for granting Loans, making Investments, providing Guarantees and Securities under Section 186 of the Companies Act, 2013	Special Resolution

Pursuant to the provisions of the General Circular Nos. 14/2020 dated April 8, 2020 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with the relevant circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Resolution set out in this Notice is proposed for approval of the Members of **Sandhar Technologies Limited** ("the Company") by way of Postal Ballot through remote electronic voting ("remote e-voting") only.

Sandhar Technologies Limited

In compliance with the MCA Circulars, the SEBI Circulars and the SEBI LODR Regulations, this Postal Ballot Notice ("Notice") has been sent only in electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Transfer Agent ("RTA"), or their respective Depository Participants ("DPs"). Accordingly, physical copies of this Notice, the Postal Ballot Form and the pre-paid business reply envelope are not being sent to the Members.

The remote e-voting facility is available only to those Members whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e., **Friday, June 26, 2026**. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the said cut-off date. The procedure for registration of e-mail addresses is provided in the Notes forming part of this Notice.

The Company has appointed **MUFG Intime India Private Limited** (formerly known as Link Intime India Private Limited) to provide the remote e-voting facility to its Members. The remote e-voting period will commence on **Saturday, July 4, 2026 at 9:00 A.M. (IST)** and will conclude on **Sunday, August 2, 2026 at 5:00 P.M. (IST)**. Upon expiry of the aforesaid voting period, the remote e-voting module shall be disabled by MUFG Intime India Private Limited, and no voting shall be permitted thereafter.

A copy of the said Notice is being made available on the website of the Company, viz., <https://sandhargroup.com/> and on the websites of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. It is also being made available on the website of MUFG Intime at <https://instavote.linkintime.co.in/>.

We request you to kindly take the above on record.

Thanking you,

Your faithfully,

For Sandhar Technologies Limited

Yashpal Jain
(Chief Financial Officer & Company Secretary)
(M. No. A13981)

Encl.: As above

Sandhar Technologies Limited

Subject: SANDHAR TECHNOLOGIES LIMITED: Postal Ballot Notice - EVEN 260364



SANDHAR TECHNOLOGIES LIMITED

CIN: L74999DL1987PLC029553

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

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

Tel. No.: +91 124 4518900

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Saturday, 04 th July, 2026 at 09:00 A.M. (IST)	Sunday, 02 nd August, 2026 at 05:00 P.M. (IST)

Dear Member(s) of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos. 14/2020 dated April 8, 2020 and subsequent circulars issued in this regard, latest being 03/2025 dated September 22, 2025 collectively referred to as (**"MCA Circulars"**) and the SEBI LODR Regulations read with relevant circulars issued by SEBI in this regard (**'SEBI Circulars'**), the Resolution as set out hereunder is proposed for approval of the Members of Sandhar Technologies Limited (**"the Company"**), through postal ballot by way of remote electronic voting (**remote e-voting**) process only.

In compliance with the aforesaid MCA Circulars, SEBI Circulars and SEBI LODR Regulations, this Postal Ballot Notice (**'Notice'**) is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Each Member's voting rights shall be reckoned in proportion to his/her/its share in the paid-up equity share capital of the Company as on **Cut-off date i.e. Friday, 26th June, 2026**, which will only be considered to avail the facility of remote E-voting. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the

remote e-voting system. Necessary arrangements have been made by the Company with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar to an Issue and Share Transfer Agent of the Company to facilitate remote e-voting, enabling members to cast their votes electronically.

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

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

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) / the Company’s Registrars and Transfer Agent (“RTA”) i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), as on **Friday, 26th June, 2026 (“cut-off date”)** and whose email addresses are registered with the Company/Registrar to an Issue and Share Transfer Agent (“RTA”) / Depository Participants or who will register their email address in accordance with the process outlined in this Notice shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e., through remote e-voting services provided by MUFG Intime India Private Limited. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 P.M. (IST) on Sunday, 02nd August, 2026**. The remote e-voting facility will be disabled by MUFG Intime India Private Limited, immediately thereafter and voting shall not be allowed beyond the said time and date.

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

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report within two (2) working days from the end of the remote e-voting period to the Chairman, or any other person authorised by Chairman. The results of voting conducted through Postal Ballot (remote e-voting process) along with the Scrutinizer’s Report, shall be announced by the Chairman or such authorised person within the stipulated timelines. The Scrutinizer’s decision on the validity of votes cast will be final.

The said results along with Scrutinizer’s Report will be displayed on the website of the Company at <https://sandhargroup.com/> under the head “Investor Relations” and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and shall also be communicated to the Stock Exchanges where the Company’s Equity Shares are listed viz. Bombay Stock Exchange Limited (“BSE”) and The National Stock Exchange of India

Limited ('NSE'). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

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

SPECIAL BUSINESS:

Item No. 01: To approve for enhancement of the Company's limits for granting Loans, making Investments, providing Guarantees and Securities under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, as it may be deemed beneficial and in the interest of the Company, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other bodies corporate along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 1,500/- Crores (Indian Rupees Fifteen Hundred Crores only) or the limits as prescribed under Section 186 of the Act, (i.e., 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more) whichever is higher;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**Rules**”) as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In Compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) read with relevant MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to all its Members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **cut-off date i.e. 26th June, 2026** and whose email addresses are registered with the Company/ Registrar to Issue & Share Transfer Agent (“**RTA**”) or Depository(ies) or Depositories Participant(s) (“**DPs**”) and the communication to assent/dissent of the Members on the Resolution proposed in this Notice will only take place through the remote e-voting system.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

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

4. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://sandhargroup.com/> under the head “Investor Relations”, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of MUFG Intime India Private Limited, e-voting agency, at <https://instavote.linkintime.co.in>
5. Pursuant to Section 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules, MCA Circulars, SEBI Circulars and Regulation 44 of the SEBI LODR Regulations read with SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“**SEBI Master Circular**”), the Company is pleased to engage MUFG Intime India Private Limited to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
6. The remote e-voting is available at the link at <https://instavote.linkintime.co.in/> and shall commence on **Saturday, 04th July, 2026 at 9:00 A.M. (IST) and shall end on Sunday, 02nd August, 2026, at 5:00 P.M. (IST)**. During this period, Members of the Company

holding shares as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

7. Once the vote on the Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
8. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars, SEBI Circulars and the SEBI LODR Regulations, the details pertaining to the dispatch of this Notice will be published in one English newspaper and one Hindi newspaper and thereafter and also be hosted on the Company's website at www.sandhargroup.com, website of e-voting agency at <https://instavote.linkintime.co.in> and the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
9. Members who wish to inspect the documents referred to in the Notice and Explanatory Statement may send their requests at investors@sandhar.in from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Sunday, 02nd August, 2026, at 5:00 P.M. (IST)**.
10. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. **Sunday, 02nd August, 2026, at 5:00 P.M. (IST)**. Further, the Resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.

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

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

EVENT NUMBER: 260364

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD 1 - NSDL OTP based login:</p> <p>a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</p> <p>c) Enter the OTP received on your registered email ID/ mobile number and click on login.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.</p>

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Method -2: If registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Method -3: By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

	<p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Method 1 - CDSL e-voting page</p> <p>a) Visit URL: https://www.cdslindia.com. b) Go to e-voting tab. c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit” . d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>Method 2 - CDSL Easi/ Easiest facility:</p> <p>Shareholders registered for Easi/ Easiest facility:</p> <p>a) Visit URL: https://web.cdslindia.com/myeasitoken/Home / Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)” . b) Enter existing username, Password & click on “Login” . c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>Shareholders not registered for Easi/ Easiest facility:</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/Easiest Registration. b) Proceed with updating the required fields for registration. c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).</p>
<p>Individual Shareholders holding securities in demat</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</p> <p>a) Login to DP website</p>

<p>mode with Depository Participant</p>	<p>b) After Successful login, user shall navigate through “e-voting” option.</p> <p>c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</p> <p>d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period</p>
<p>Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode</p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:</p> <p><u>Shareholders who have not registered for INSTAVOTE facility:</u></p> <p>a) Visit URL: https://instavote.linkintime.co.in</p> <p>b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account - User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form - User ID is <u>Event No + Folio Number</u> registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i> <i>**Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.</i></p>

	<p><i>***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character (!#\$%&*)</u>, at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>). ❖ Enter Image Verification (CAPTCHA) Code ❖ Click "Submit" (You have now registered on InstaVote). <p><u>Shareholders who have registered for INSTAVOTE facility:</u></p> <p>c) Click on "Login" under 'SHARE HOLDER' tab.</p> <ul style="list-style-type: none"> A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit" <p>d) Cast your vote electronically:</p> <ul style="list-style-type: none"> A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear. D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. <p>A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

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

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

STEP 3 – Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.

- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on <https://instavote.linkintime.co.in/> to reset the password.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution 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”.

12. General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney / Authority letter etc. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kks445@gmail.com] with a copy marked to enotices@in.mpms.mufg.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

- b. Rajiv Ranjan, Sr. Assistant Vice President - e-voting, MUFG Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, Contact no.: +91 22 49186000, email id: enotices@in.mpms.mufg.com, is responsible for addressing the grievances connected with facility for voting by electronic means.
5. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.
6. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

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

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

Place: Gurugram, Haryana
Dated: 29th June, 2026

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

EXPLANATORY STATEMENT

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

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

Item No. 1: To Approve for Enhancement of the Company's Limits for granting Loans, making Investments, providing Guarantees and Securities under Section 186 of the Companies Act, 2013

The Company, in order to achieve its long-term strategic, business, and financial objectives, proposes to utilize its funds by making investments in other bodies corporate and/or by granting loans, giving guarantees, and/or providing securities to other persons or bodies corporate, as and when considered necessary. The Company has been, in the ordinary course of its business, making investments, granting loans, and providing guarantees or securities to various persons and bodies corporate (including its subsidiaries), from time to time, in compliance with the applicable provisions of the Companies Act, 2013 ("the Act").

As per the provisions of Section 186(2) of the Act, a company shall not, directly or indirectly, give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, or acquire securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves, and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, in terms of Section 186(3) of the Act, where the aggregate of loans, investments, guarantees, and securities proposed to be made together with those already made by the Company exceeds the limits prescribed under Section 186(2), prior approval of the Members by way of a Special Resolution is required. However, the said requirement is not applicable in respect of loans, guarantees, securities, or investments made in wholly owned subsidiaries or joint ventures, or acquisition of securities of wholly owned subsidiaries by a holding company.

As on 31st March, 2026, sixty per cent (60%) of the paid-up share capital, free reserves, and securities premium account of the Company amounts to INR 767.99 Crores, and one hundred per cent (100%) of free reserves and securities premium account amounts to INR 1219.79 Crores. Accordingly, the maximum permissible limit available to the Company under Section 186(2) of the Act is INR 1219.79 Crores.

As on 31st March, 2026, the aggregate value of investments made, loans given, guarantees issued, and securities provided by the Company amounts to INR 1004.73 Crores, which also includes investments and financial assistance extended to its wholly owned subsidiaries.

Members may note that, considering regulatory requirement and business needs, the Board of Directors, at its meeting held on 21st May, 2026, has approved and recommended to the Members for enhancement of the Company's limits under Section 186 of the Act to grant Loans, making Investments, providing Guarantees and Securities, up to INR 1,500 Crores (Indian Rupees One Thousand Five Hundred Crores Only) or the limits as prescribed under section 186 of the Act, (i.e., 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more) whichever is higher.

The Company has neither accepted deposits under the Act nor has defaulted in the repayment of deposit or any payment of interest thereon.

The proposed authorization will enable the Board of Directors or its Committee to, from time to time, make investments, provide loans, give guarantees, and/or provide securities, or acquire securities of other body corporates, as may be considered necessary in the interest of the Company, subject to the said overall limit or such other limits as may be prescribed under the Act.

The proposed enhancement of such limits under Section 186 is aligned with the Company's long-term strategic and business objectives and will provide enhanced financial flexibility for timely deployment of funds into strategic investments, growth opportunities, and business expansion initiatives. This will enable the Company to respond efficiently to emerging opportunities and maintain competitiveness in the market.

All such transactions shall be undertaken in compliance with the applicable provisions of the Act and other applicable laws, and shall be executed with due care, financial prudence, and in the best interests of the Company, ensuring appropriate risk management and capital discipline.

Accordingly, the Board recommends the resolution set out in Item No. 1 of the Postal Ballot Notice for approval of the Members by way of a Special Resolution.

None of the director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

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

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

Place: Gurugram, Haryana
Dated: 29th June, 2026

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