SANDHAR
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Ref: STL / 26 AGM Minutes / 100918 / 051018

Dated: 05th October, 2018

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
Bandra, (E), Mumbai – 400 0051

To,
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex

[Scrip Code: 541163; Symbol: Sandhar]

Sub: Submission of Minutes of 26th Annual General Meeting of the Company held on 10th September, 2018

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a certified true copy of the Minutes of the 26th Annual General Meeting of the Company held on 10th September, 2018.

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

FOR SANDHAR TECHNOLOGIES LIMITED

SANDHAR TECHNOLOGIES LIMITED STL

(Arvind Joshi)
Whole-Time Director,
Chief Financial Officer &
Company Secretary
DIN: 01877905

CIN: L74999DL1987PLC029553

MINUTES OF THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF SANDHAR TECHNOLOGIES LIMITED HELD ON MONDAY, 10th SEPTEMBER, 2018, AT 10:00 AM AT THE IETE DELTON HALL LODHI ROAD, GOKALPURI INSTITUTIONAL AREA, LODHI COLONY NEW DELHI -110003

Present:

1	**Shri Dharmendar Nath Davar**	:	**Non-Executive Chairman of the Board of Directors and as a member of the Company**
2	**Shri Jayant Davar**	:	**Executive Director, Co-Chairman & Managing Director and as a member of the Company**
3	**Shri K. L. Chugh**	:	**Non-Executive, Independent Director** Also, as the Chairman of the Nomination and Remuneration Committee of the Company
4	**Shri Ravinder Nagpal**	:	**Non-Executive, Independent Director** Also, as the Chairman of the Audit Committee of the Company
5	**Shri Arjun Sharma**	:	**Non-Executive, Independent Director** Also, as the Chairman of the Stakeholder Relationship Committee of the Company
6	**Shri Arvind Joshi**	:	**Executive Director , Whole Time Director, Chief Financial Officer & Company Secretary and as a member of the Company**

1. Shri Shashank Agarwal, Audit Partner of M/s. BSR & Co., LLP, Statutory Auditors of the Company and Shri Ved Prakash, Partner of M/s S. Anantha & Ved LLP, Scrutinizers of the Company were present by invitation.
2. In aggregate, 258 Members were present in person and 5 Members were represented by their authorized representatives for the Annual General Meeting.
3. In accordance with Article 30 of the Articles of Association, Shri Dharmendar Nath Davar, Chairman of the Board of Directors took the Chair.
4. The following documents and Registers were placed on the table:
   i. Notice convening the 26th Annual General Meeting;
   ii. Report of Board of Directors along with Annexures thereto for the financial year ended 31st March, 2018;
   iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31st March, 2018;
   iv. The Proxy Register of the Company in connection with the 26th Annual General Meeting (remained open for inspection during the meeting);
   v. The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting);
   vi. The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting);
   vii. Resolutions passed by the shareholders in General Meetings.

5. Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary informed the Members about the safety arrangements inside the meeting hall, in case of any emergency.

6. At 10:00 A.M., Shri D.N. Davar, Chairman of the Board commenced the meeting by welcoming the Members to the 26th Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called to order.

7. Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary welcomed all the members and other Invitees present and introduced the Board members on the dais to the members of the Company. He also stated that Shri K. L. Chugh, Independent Director and Chairperson of Nomination and Remuneration Committee, Shri Ravinder Nagpal, Independent Director and Chairperson of Audit Committee and Shri Arjun Sharma, Independent Director and Chairperson of Stakeholder Relationship Committee were present at the Meeting to address queries of the Members. Shri Joshi informed the Members that Shri M.L. Bhagat Non-Executive, Independent Director, Shri Arvind Kapur Non-Executive, Independent Director, Shri Gaurav Dalmia, Additional Director (Non-Executive Independent Director) & Smt. Monica Davar Non-Executive Director were unable to attend the meeting due to their pre-occupation, leave of absence was granted to the directors not present at the Annual General Meeting.

8. Upon being asked by the Chairman and with the permission of the members present, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary informed the members present that the Notice of the 26th Annual General Meeting along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, the Board of Director's Report and the Auditors' Report had been dispatched/e-mailed to the members of the Company whose names appeared in the Register of Members as of 10th August, 2018 in accordance with the law. Shri Joshi further, informed shareholders that the report of M/s. BSR & Co., LLP, Chartered Accountants, Statutory Auditors of the Company, did not contain any Audit qualifications. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which had any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read. The Members present, unanimously agreed to consider the same as read.

9. Thereafter, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary apprised the Members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members of the Company to cast their votes electronically in respect of the business to be transacted at the 26th AGM. The remote e-voting commenced on 07th September, 2018 at 09.00 A.M. and ended on 09th September, 2018 at 5.00 P.M.

10. The members were also informed by Shri Arvind Joshi that the Company had provided voting facility to the shareholders, those members who had not voted through the e- voting, the Company was providing the facility to cast their vote through Poll and deposit the Ballot paper in the Ballot Box which was available at the meeting.

11. Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary at the request of the Chairman announced that the members were entitled to raise any query/ies or seek any clarification/s on the items of the business as mentioned in the Notice of the 26th AGM. Shri Joshi also pointed out that some of the members of the Company had sought clarification with regard to

Resolution No. 11 (Renewal of payment of Commission to Non Whole-Time Directors) and Resolution No. 12 (Loans to Directors/Interested Parties). Shri Joshi informed that in respect of Resolution No. 11 the resolution is brought with modification in the form of substitution as below:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, approval given at the Annual General Meeting held on the 03rd July, 2013 for payment of commission **upto 1% (one percent)** of the net yearly profit of the Company to the Non Whole-Time Directors be and is hereby renewed for a further period of five years commencing from the Financial Year to end on the 31st March, 2019 up to and including the Financial Year of the Company ending as on the 31st March, 2023 and that such commission be apportioned among the Non-Whole Time Directors of the Company in a manner to be decided by the Board of Directors from time to time."

In respect of Resolution No. 12 Shri Joshi clarified that the resolution pertains to Grant of Guarantees to/for Joint Venture companies where there is common Directorship between the Company and the Joint Venture Company and not with regard to any loan to be granted to any director in person.

The members present took note of the same and expressed satisfaction. No further queries or clarifications were sought.

The above were taken note of.

12. Upon being asked by the Chairman and with the permission of the members present, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary then continued with the proceedings and informed the shareholders about the flow of events at the Annual General Meeting and stated that, Firstly, he would move all the resolutions as set out in the Notice of Annual General Meeting and then move to discussion and Questions & Answers (Q&A) session. On the conclusion of the discussion and Q&A session, the shareholders could cast their vote on the resolutions through Postal Ballot. Shri Joshi further informed the meeting that combined results of remote e-voting and Postal Ballot at the venue of the meeting would be announced and displayed on the website of the Company, on the website of Linkintime India Private Limited, the Registrar and Share Transfer Agent of the Company and also on the website of the Stock Exchanges.

13. The Shareholders gave their consent to the said flow of Annual General Meeting proceedings.

14. Thereafter, the following items as set out in the notice convening the 26th AGM of the members of the Company were proposed and seconded by the Members:

ITEM NO. 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, 2018 together with the Auditor's Report and the Board's Report thereon.

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary took up the first item of the agenda and with the consent of the Members present, the Ordinary Resolution for Item No. 1 of the Notice pertaining to adoption of the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended on the 31st March, 2018 together with the Auditor's Report and the Board's Report was taken as read. The Resolution for Item No. 1 of the Notice read as follows:

"**RESOLVED THAT** the Balance Sheet and the Profit & Loss Account of the Company for the financial year ended the 31st March '2018 both standalone as well as consolidated, along with the

Report of the Auditors and the Directors thereon, as placed before the meeting, be and are hereby adopted."

Shri Joshi then put the resolution to vote. Shri Yash Pal Chopra proposed and Smt. Sushma Agarwala seconded the resolution.

ITEM NO. 2

To confirm the payment of Ist & IInd Interim Dividends aggregating Rs. 2 per Equity Share and treat the same as a Final Dividend.

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company informed the Shareholders that the Board of Directors at their meeting held on the 19th December, 2017 had declared 1st interim dividend @ Rs 1/- per Equity Share. Subsequently, the Company, at its meeting held on the 7th March, 2018 declared 2nd interim dividend @ Rs 1/- per share. The 1st & 2nd interim dividend put together aggregated Rs 2/- per equity share. The same being in line with the Company's Dividend policy, the Board has recommended the 1st & 2nd Interim Dividends to be considered as a Final Dividend and no Additional Dividend is being recommended for the Financial Year 2017-18. With the consent of the Members present, the Ordinary Resolution for Item No. 2 of the Notice pertaining to the dividend was taken as read. The Resolution for Item No. 2 of the Notice read as follows:

"**RESOLVED THAT** the interim dividend of Rs. 2/- for every Equity Share of face value of Rs 10/- each, paid to the Shareholders for the financial year ended 31st March, 2018, as per the Resolution passed by the Board of Directors at their meeting held on 19th December, 2017 and 07th March, 2018 , be and is hereby noted and confirmed."

Shri Joshi then put the resolution to vote. Smt. Urmila Jain proposed and Shri Ashok Kumar Gupta seconded the resolution.

ITEM NO. 3

To reappoint 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

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Ordinary Resolution, set at Item No. 3 (a) of the Notice pertaining to re-appointment of Shri Dharmendar Nath Davar (DIN- 00002008), as follows:

"**RESOLVED THAT** Shri Dharmendar Nath Davar, Chairman& Director of the Company, who retires by rotation at this meeting, being eligible for reappointment, be and is hereby re-elected as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

Shri Joshi then put the resolution to vote. Shri Pradeep Sood proposed and Shri Ashok Gupta seconded the resolution.

(b) To appoint a Director in place of Smt. Monica Davar (DIN- 00100875), who retires by rotation and being eligible, offers himself for re-appointment

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Ordinary Resolution, set at Item No. 3 (b) of the Notice pertaining to re-appointment of Smt. Monica Davar (DIN- 00100875), as follows:

"RESOLVED THAT Smt. Monica Davar, Director of the Company, who retires by rotation at this meeting, being eligible for reappointment, be and is hereby re-elected as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

Shri Joshi then put the resolution to vote. Shri Yash Pal Chopra proposed and Smt. Sushma Agarwala seconded the resolution.

ITEM NO. 4

To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Ordinary Resolution, set at Item No. 4 of the Notice pertaining to ratification of appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration, as follows:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) re-appointment of M/s BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company be and are hereby ratified at such remuneration to be settled by the Directors of the Company plus out of pocket expenses, as may be incurred by such Statutory Auditors in connection with the audit of the Company".

Shri Joshi then put the resolution to vote. Shri Sunil Kumar Jain proposed and Shri Mahender Pal Bhutani seconded the resolution.

ITEM NO. 5

Appointment of Shri Gaurav Dalmia as an Independent Director of the Company

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Ordinary Resolution, set at Item No. 5 of the Notice pertaining to Appointment of Shri Gaurav Dalmia as an Independent Director of the Company, as follows:

"RESOLVED THAT pursuant to the provisions of Sections 160, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Gaurav Dalmia be and is hereby appointed as an Independent, Non-Executive Director of the Company to hold office for 5 consecutive years from the 26th May, 2018 till the 25th May, 2023.

Shri Joshi then put the resolution to vote. Shri Pradeep Sood proposed and Shri Ashok Gupta seconded the resolution.

ITEM NO. 6

To approve the remuneration of the Cost Auditors vis. A. N. Satija & Co for the financial year ending 31st March, 2019

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company then took up Item No. 6 relating to ratification of the remuneration payable to M/s A. N. Satija & Co, Cost Accountants, who were appointed to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies Audit and Auditors Rules, 2014, the remuneration payable to the Cost Auditor was required to be ratified by the Members of the Company at every Annual General Meeting.

With the consent of the Members present, the Ordinary Resolution set at Item No. 6 of the Notice pertaining to ratification of remuneration to Cost Auditor was taken as read. The Resolution set at Item No. 6 of the Notice read as follows

"**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, 2019 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 Rs. 1,25,000/- (One Lac 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."

Shri Joshi then put the resolution to vote. Shri Prem Chand Chachra proposed and Shri Pradeep Sood seconded the resolution.

ITEM NO. 7

To approve the appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years

Shri D. N. Davar Chairman, Shri Jayant Davar, Co-Chairman and Managing Director, withdrew from the Meeting, when this item was taken up for consideration and Shri Ravinder Nagpal, Non-Executive Independent Director took the Chair at the request of the members.

The stand-in Chairman read the Special Resolution, set at Item No. 7 of the Notice pertaining to appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years, as follows

"**RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded to continuation of holding of office by Shri Dharmendar Nath Davar, (DIN 00002008), who has attained the age of 83 years, as a Non- Executive Director, liable to retire by rotation."

Shri Joshi then put the resolution to vote. Shri Pradeep Sood proposed and Shri Ashok Gupta seconded the resolution.

ITEM NO. 8

To approve appointment of or continuation of directorship of Shri Krishan Lal Chugh as an Independent Non-Executive Director who has attained the age of 80 years

Shri Krishan Lal Chugh withdrew from the Meeting, when this item was taken up for consideration.

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Special Resolution, set at Item No. 8 of the Notice pertaining to appointment of or continuation of directorship of Shri Krishan Lal Chugh as an Independent Non-Executive Director who has attained the age of 80 years, as follows

"**RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded for continuation of holding of office by Shri Krishan Lal Chugh (DIN 00140124), who has attained the age of 80 years, as an Independent Non-Executive Director, not liable to retirement up to the 03rd July, 2019."

Shri Joshi then put the resolution to vote. Shri Rahul Mishra proposed and Shri Amit Kumar seconded the resolution.

ITEM NO. 9

To approve appointment of or continuation of directorship of Shri Mohan Lal Bhagat as an Independent Non-Executive Director who has attained the age of 82 years

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Special Resolution, set at Item No. 9 of the Notice pertaining to appointment of or continuation of directorship of Shri Mohan Lal Bhagat as an Independent Non-Executive Director who has attained the age of 82 years, as follows

"**RESOLVED THAT** pursuant to the provisions of Section 114, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (1A) of the SEBI (LODR) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded for continuation of holding of office by Shri Mohan Lal Bhagat (DIN 00699750), who has attained the age of 82 years, as an Independent Non-Executive Director, not liable to retirement up to the 03rd July, 2019."

Shri Joshi then put the resolution to vote. Shri Yash Pal Chopra proposed and Smt. Sushma Agarwala seconded the resolution.

ITEM NO. 10

Reappointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1st June, 2018 up to 31st May, 2023

Shri Arvind Joshi withdrew from the Meeting, when this item was taken up for consideration.

The Co-Chairman & Managing Director, Shri Jayant Davar informed the Members that Shri Arvind Joshi had been appointed as the Whole-Time Director of the Company for a period of 5 (five) years, w.e.f. the 01st June, 2013 under the then governing provisions of law. Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications,

experience and contribution of Shri Arvind Joshi, the Board decided to re-appoint him as a Whole-Time Director for a further period of 5 (five) years w.e.f. the 1st June, 2018. His re-appointment and remuneration had been recommended by the Nomination and Remuneration Committee.

With the consent of the Members present, the Special Resolution set at Item No. 10 of the Notice pertaining to Reappointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1st June, 2018 up to 31st May, 2023 was taken as read. The Resolution set at Item No. 10 of the Notice read as follows:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, and in consonance with the consent of the Nomination and Remuneration Committee, approval be and is hereby accorded to the re-appointment of Shri Arvind Joshi, as a Whole-Time Director of the Company, for a period of 5 (five) years with effect from the 1st June, 2018 upto the 31st May, 2023, on the remuneration, perquisites, and other terms and conditions as commended by the Nomination and Remuneration Committee, subject to the approval of Shareholders at the ensuing General Meeting. The terms of appointment being, as stated, hereunder:

Term of Appointment: 5 years (from the 1st June '2018 to the 31st May '2023)

(a) Basic Pay:
Rs. 4,06,125/- (Rupees Four Lakhs Six Thousand One Hundred Twenty Five Only) per month for the financial year 2017-18 from Rs. 3,56,500/- p.m. applicable for FY 2016-17 with such increments as proposed and recommended by the Co-Chairman and Managing Director Shri Jayant Davar to the Nomination and Remuneration Committee and the Board of Directors from time to time.

(b) Perquisites and Allowances:
In addition to Basic Pay as above, the following perquisites/allowances shall be paid to Shri Arvind Joshi, Whole-Time Director.

CATEGORY –A

i) Housing: The expenditure by the Company, on hiring furnished accommodation shall be subject to a maximum of 50% of the Basic Pay. If the Whole-Time Director is having his own accommodation; the Company shall pay house rent allowance at the rate of 50% of the Basic Pay. The expenditure incurred by the Company, if any, on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 5% of the Basic Salary.

ii) Medical Expenses: Reimbursement of expenses incurred for self and family in accordance with the rules of the Company for the time being in force and as amended from time to time.

iii) Leave Travel Concession/ Allowance: Leave Travel concession/allowance for self and family once in a year incurred in accordance with the rules of the Company, subject to a maximum of 8% of the Basic Pay.

iv) Other Allowances: The Company shall pay other Allowances including Special Allowance, if any, as per the Company Policy and subject to such Income Tax as applicable.

v) Club Fees: Fees of Clubs subject to a maximum of Two Clubs, if any.

Note: For the purpose of perquisites stated hereinabove, "Family" means the Spouse, the Dependent Children and Dependent Parents of the Whole-time Director. Any other perquisite(s) or benefit(s) to be borne or reimbursed in accordance with the Rules of the Company. The perquisites / benefits are

interchangeable and shall be valued as per Income Tax Act, 1961 where applicable and shall be limited to his one month's pay.

CATEGORY – B

i) Contribution to Provident Fund/National Pension Fund: The Company shall contribute towards Provident Fund/National Pension Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act.

ii) Gratuity: The Company shall pay Gratuity as per rules of the Company.

iii) Earned/Casual/Sick/Compensatory Leave: Leave on full pay and allowances, as per rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid as prescribed under the provisions of the Companies Act, 2013.

iv) Group Personal Accident Insurance: The Whole-Time Director shall be covered under the Group Personal Accident Insurance Policy, in accordance with the Rules of the Company.

CATEGORY – C

i) Provision of Car for the use on Company's business: The Company shall provide car with driver in accordance with the Rules of the Company, at the cost of the Company for use on Company's business and the same will not be considered as perquisite.

ii) Provision of Telephone Facilities: The Company shall provide telephone and other communication facilities at the residence of the Whole-Time Director at the entire cost of the Company for the company's business, in accordance with the Rules of the Company.

CATEGORY – D

i) Commission: Commission at the rate of 0.50% of the annual profit shall be paid over and above the total remuneration stated hereinabove. Such Commission on profits shall be subject to the overall limits of remuneration prescribed under provisions of the Companies Act, 2013 and the Rules made thereunder.

ii) No Sitting Fee for attending meetings of Board or Committees or Subsidiaries.

Minimum Remuneration:

In the event of inadequacy of Profit, the remuneration will be regulated by Schedule V of the Companies Act, 2013 otherwise to require the approval of the Central Government.

"RESOLVED FURTHER THAT Shri Arvind Joshi shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any Committee/s thereof.

"RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year, the remuneration payable to Shri Arvind Joshi, shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Companies Act, 2013 as existing from time to time.

"RESOLVED FURTHER THAT the Board of Directors and / or the Remuneration Committee of the Company be and is / are hereby authorized to vary and/or modify (including grant of increments) the Salary and Perquisites of Shri Arvind Joshi, and other terms and conditions, from time to time, provided that the remuneration does not exceed the ceiling/s laid down under the Schedule V and/or other applicable provisions of the Companies Act, 2013 as existing from time to time."

The Co-Chairman & Managing Director then put the resolution to vote. Shri Ajay Sood proposed and Shri Prem Chand Chachra seconded the resolution.

ITEM NO. 11

Renewal of payment of Commission to Non Whole-Time Directors

Except Shri Jayant Davar and Shri Arvind Joshi, all the other Directors of the Company withdrew from the Meeting, when this item was taken up for consideration and Shri Jayant Davar, Co-Chairman & Managing Director took the Chair at the request of the members.

The Co-Chairman & Managing Director, Shri Jayant Davar of the Company read the Special Resolution, set at Item No. 11 of the Notice pertaining to Renewal of payment of Commission to Non Whole-Time Directors, as follows:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, approval given at the Annual general Meeting held on the 03rd July, 2013 for payment of commission **upto 1% (one percent)** of the net yearly profit of the Company to the Non Whole-Time Directors be and is hereby renewed for a further period of five years commencing from the Financial Year to end on the 31st March, 2019 up to and including the Financial Year of the Company ending as on the 31st March, 2023 and that such commission be apportioned among the Non-Whole Time Directors of the Company in a manner to be decided by the Board of Directors from time to time."

The Co-Chairman & Managing Director then put the resolution to vote. Shri Arvind Kumar Sharma proposed and Shri Yash Pal Chopra seconded the resolution.

ITEM NO. 12

Grant of Guarantees to/for Joint Venture companies where there is common Directorship between the Company and the Joint Venture Company

Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary of the Company read the Special Resolution, set at Item No. 12 of the Notice pertaining to Grant of Guarantees to/for Joint Venture companies where there is common Directorship between the Company and the Joint Venture Company, as follows:

"**RESOLVED THAT** pursuant to section 185 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Company be and is hereby granted to advance loans including any loans represented by book debt or to give any guarantee or to provide any security in connection with any loan, on such terms and conditions in accordance with law and as are most favourable to the Company, to any subsidiary/joint ventures, associate company in which any of the Directors of the Company are interested, either as director and/or shareholder.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution or otherwise considered by the Board of Directors to be in the interest of the Company."

Shri Joshi then put the resolution to vote. Shri Prem Chand Chachra proposed and Shri Pradeep Sood seconded the resolution.

15. After the above resolution was moved and seconded, Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary then invited Shareholders who would like to make comments, make observations and seek clarifications.

16. The following Members spoke on various Items of the Reports and Financial Statements for the year and sought clarifications.

Shri Prem Chand Chachra, Shri Yash Pal Chopra, Shri Ashok Kumar Gupta, Shri Mahender Pal Bhutani, Shri Shyam Krishan Agarwal, Smt. Sushma Agarwal, Shri Sunil Kumar Jain, Shri Pradeep Sood, Shri Ashok Gupta, Smt. Urmila Jain, Shri Ajay Khurana, Shri Surender Kumar Arora and Shri Shriniwas Gupta

(A) Some of the members present requested that the Company should:

i. Enhance dividend payout in line with the growth in profitability.

ii. Should facilitate plant visit of the members.

(B) The following were some of the comments from the Members:

i. Appreciated the structure of Annual Report and that the Annual Report was very informative;

ii. Appreciated the financial results achieved by the Company;

iii. Appreciated the speech delivered by the Chairman;

iv. Appreciated that the Annual Report was received on time;

v. Appreciated the spend on the CSR activities.

17. The Chairman thanked the Members for the kind words and appreciation and stated that their suggestions and feedback would be evaluated. Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary responded to the queries raised by Members present at the Meeting.

18. After responding to all the queries of Members, the Chairman handed over the voting process through Postal Ballot to the Scrutinizers and requested the volunteers to assist the Shareholders to cast their vote through Poll.

19. Shri Arvind Joshi, Whole Time Director, Chief Financial Officer & Company Secretary further informed the meeting that combined results of remote e-voting and Postal Ballot at the venue of the meeting would be announced and displayed on the website of the Company i.e. www.sandhargroup.com

20. The meeting concluded at 11:00 A.M. after the members cast their votes and with the vote of thanks to the chair and the members present.

21. The results of the e-voting (attached as Annexure I) was declared on the 11th September, 2018 based on the report of the scrutinizers dated the 11th September, 2018

Entered in the Minutes Book on 05 **day of** October **, 2018 at Gurgaon.**

(CHAIRMAN)

SANDHAR TECHNOLOGIES LIMITED

Voting Results of AGM

Details of poll at AGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of AGM	10-09-2018
Total number of shareholders on record date i.e. 03-09-2018	27884
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	7
b) Public	251
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	**13**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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, 2018, together with the Auditors' Report and the Board's Report thereon				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the payment of Ist & IInd Interim Dividends aggregating Rs. 2 per Equity Share and treat the same as a Final Dividend				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public- Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	7731592	3670	0.0475	3625	45	98.7738	1.2262
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4346	45	98.9752	1.0248
Total		60190708	48930998	81.2933	48930953	45	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				a) To re-appoint a Director in place of Shri Dharmendar Nath Davar (DIN:00002008), who retires by rotation and being eligible, offers himself for re-appointment				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public- Institutions	**E-Voting**	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public- Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48689474	241524	99.5064	0.4936
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				b) To appoint a Director in the place of Smt. Monica Davar (DIN:00100875), who retires by rotation and being eligible, offers herself for re-appointment				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public-Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48689474	241524	99.5064	0.4936
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company and to fix their remuneration				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public- Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (6)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Appointment of Shri Gaurav Dalmia as an Independent Director of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	E-Voting	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (7)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To approve the remuneration of the Cost Auditors vis. A. N. Satija & Co. for the financial year ending 31st March, 2019

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	**E-Voting**	7731592	3625	0.0469	3625	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4346	0.0562	4346	0	100.0000	0.0000
Total		60190708	48930953	81.2932	48930953	0	100.0000	0.0000
						Whether resolution is Pass or Not.	Yes	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the appointment of or continuation of directorship of Shri Dharmendar Nath Davar as a Non-Executive Director who has attained the age of 83 years				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	41380477	98.0114	41380477	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	41380477	98.0114	41380477	0	100.0000	0.0000
Public- Institutions	**E-Voting**	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6465024	241524	96.3987	3.6013
Public- Non Institutions	**E-Voting**	7731592	3670	0.0475	3625	45	98.7738	1.2262
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4346	45	98.9752	1.0248
Total		60190708	48091416	79.8984	47849847	241569	99.4977	0.5023
Whether resolution is Pass or Not.							Yes	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of or continuation of directorship of Shri Krishan Lal Chugh as an Independent Non-Executive Director who has attained the age of 80 years				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public- Institutions	**E-Voting**	10239057	5984730	58.4500	4262805	1721925	71.2280	28.7720
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5984730	58.4500	4262805	1721925	71.2280	28.7720
Public- Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48209180	80.0941	46487255	1721925	96.4282	3.5718
Whether resolution is Pass or Not.							Yes	

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of or continuation of directorship of Shri Mohan Lal Bhagat as an Independent Non-Executive Director who has attained the age of 82 years				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	5984730	58.4500	3689991	2294739	61.6568	38.3432
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5984730	58.4500	3689991	2294739	61.6568	38.3432
Public-Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48209180	80.0941	45914441	2294739	95.2400	4.7600
Whether resolution is Pass or Not.							Yes	

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Arvind Joshi as Whole-Time Director for a further period of 5 (Five) years w.e.f. 1st June, 2018 up to 31st May, 2023				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	**E-Voting**	7731592	3475	0.0449	3430	45	98.7050	1.2950
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4196	0.0543	4151	45	98.9276	1.0724
Total		60190708	48930803	81.2930	48930758	45	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Resolution (12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Renewal of payment of Commission to Non Whole-Time Directors				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	6706548	65.4997	6706548	0	100.0000	0.0000
Public-Non Institutions	**E-Voting**	7731592	3670	0.0475	3670	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4391	0.0568	4391	0	100.0000	0.0000
Total		60190708	48930998	81.2933	48930998	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Loans to Directors/Interested Parties				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	42220059	42220059	100.0000	42220059	0	100.0000	0.0000
Public-Institutions	**E-Voting**	10239057	5384730	52.5901	3991527	1393203	74.1268	25.8732
	Poll							
	Postal Ballot (if applicable)							
	Total	10239057	5384730	52.5901	3991527	1393203	74.1268	25.8732
Public-Non Institutions	**E-Voting**	7731592	3475	0.0449	3475	0	100.0000	0.0000
	Poll		721	0.0093	721	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7731592	4196	0.0543	4196	0	100.0000	0.0000
Total		60190708	47608985	79.0969	46215782	1393203	97.0737	2.9263
Whether resolution is Pass or Not.							Yes	