

REPORT ON CORPORATE GOVERNANCE

The Board of Directors ("the Board" / "the Directors") of Sandhar Technologies Limited ("STL" / "the Company") present the Company's Report on Corporate Governance for the year ended the 31st March, 2020 in terms of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

The Company shall ensure that its governance framework incorporates the amendments introduced in the Listing Regulations and the same are complied with on or before the effective date. These amendments paved a way for aligning with some of the best practices followed globally and bring in a renewed focus on improved corporate governance by way of better structure, more rigorous checks and balances and greater independence of all key gate-keepers including board- and auditors.

I. PHILOSOPHY:

Your Company is committed to set the highest standards of Corporate Governance right from its inception benchmarked with the best in class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. Transparency and accountability are the fundamental principles to sound Corporate Governance, which ensures that the organization is managed and monitored in a responsible manner for 'creating and sharing value'. It is the key element to carry on business operations based on the underlying principles of integrity, ethics, transparency and accountability. Systems and policies are required to be upgraded regularly, to meet the challenges of rapid growth in a dynamic business environment.

We believe that there is a need to view Corporate Governance as more than just regulatory requirements as there exists a fundamental link with the organization of business, corporate responsibility and shareholder's wealth maximization. Therefore, your Company is articulating a multi-stakeholder model (including shareholder value) of accountability that will manage the symbolic relationship between the various stakeholders. This approach will be central to the day-to-day functioning of your Company and in implementation of its business strategy.

We firmly believe that strong governance principles provide a nucleus for sustained value creation and build stronger bonds that safeguard interests of all stakeholders. Your Company's core philosophy revolves around Growth, Motivation and a Better Life. All employees of the Company are guided by the seven core values i.e. Spirit of accomplishment, Appropriate attitude, Never dying passion for excellence, Dynamic, Honest, Accountable and Reliable. These have been instilled in our corporate culture which is directed towards continuously improving the Corporate Governance framework and work ethos of your Company. At Sandhar, the Board of Directors (the 'Board') are at the core of our Corporate Governance practices and oversees how the

Management serves and protects the long-term interests of our stakeholders. Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company. The philosophy on corporate governance is well observed and forms part of the Company's Code of Conduct for Directors and Employees.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to Corporate Governance.

II. BOARD OF DIRECTORS:

Composition:

The composition of Board of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and all other applicable laws and in accordance with the best practices in Corporate Governance.

The Corporate Governance philosophy of your Company establishes that the Board's independence is essential to bring objectivity and transparency in the Management and in the dealings of the Company.

As of the 31st March, 2020, the Board of Directors comprises of 12 (Twelve) Directors, being a Non-Executive, Non-Independent Chairman, 8 Non Executive Independent Directors, 1 Non-Executive Non-Independent Director, 1 Executive Director and Managing Director & Co-Chairman. The composition of Board of Directors represents optimal mix of professionalism, qualification, knowledge, skill sets, track record, integrity, expertise and diversity of experience as required in the automotive components business. The Board reviews its strength and combination from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Further, as on the 31st March, 2020:

1. None of the Directors on the Board held Directorships in more than ten Public Companies;
2. None of the Directors on the Board, was a member of more than ten committees, across all public limited companies in which he/she is a Director; and
3. None of the Directors of the Company was a chairman of more than five committees across all public limited companies in which he/she is a director.

For the purpose of sub-paragraphs (ii) and (iii) above, chairmanship/ membership of only the audit committee and/or the stakeholders' relationship committee have been considered.

Shri Dharmendar Nath Davar, Non- Executive Director & Chairman, Shri Jayant Davar, Co-Chairman & Managing Director and Smt. Monica Davar, Non- Executive Director of the Company are relatives in terms of the Act.

Composition of Board of Directors as on the 31st March, 2020:-

Name of Director	Designation	Category
Shri. Dharmendar Nath Davar (DIN : 00002008)	Non- Executive Director & Chairman	Promoter
Shri. Jayant Davar (DIN: 00100801)	Executive Director & Co-Chairman & Managing Director	Promoter
Smt. Monica Davar (DIN : 00100875)	Non-Executive Director	Promoter
*Shri. Arvind Joshi (DIN:01877905)	Executive Director & Whole-Time Director, Chief Financial Officer & Company Secretary	Non-Promoter
Shri. Mohan Lal Bhagat (DIN: 00699750)	Non-Executive Independent Director	Non-Promoter
Shri. Ravinder Nagpal (DIN: 00102970)	Non-Executive Independent Director	Non-Promoter
Shri. Krishan Lal Chugh (DIN: 00140124)	Non-Executive Independent Director	Non-Promoter
Shri. Arvind Kapur (DIN: 00096308)	Non-Executive Independent Director	Non-Promoter
Shri. Arjun Sharma (DIN: 00003306)	Non-Executive Independent Director	Non-Promoter
Smt. Archana Kapoor (DIN: 01204170)	Non-Executive Independent Director	Non-Promoter
**Shri. Bharat Anand (DIN: 02806475)	Non-Executive Independent Director	Non-Promoter
***Shri. Vimal Mahendru (DIN: 00006016)	Non-Executive Independent Director	Non-Promoter

Notes:

*Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.

**Shri Bharat Anand was appointed as an Additional (Non-Executive and Independent) Director by Circular Resolution dated 12th August, 2019 to hold office for a period of 5 (five) consecutive years and regularized as a Director (Non-Executive and Independent) of the Company in the 27th Annual General Meeting which was held on 10th September, 2019.

***Shri Vimal Mahendru, appointed as an Additional Director (Non-Executive Independent Director) on the Board of the Directors of the Company on and with effect from 05th November, 2019 subject to regularisation as Non-Executive Independent Director of the Company in the ensuing Annual General Meeting of the Company.

Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Not less than one-half of the Board of Directors of the Company comprises of Non-Executive Independent Directors.

As on the 31st March, 2020, the Company had 8 Independent Directors on Board. In relation to such Independent Directors, it is hereby confirmed that:

- (i) All of the Independent Directors of the Company, hold office for a term of up to 5 consecutive years and are eligible for reappointment for another term of up to 5 consecutive years on passing of a special resolution by the Company.
- (ii) The Company has issued a formal letter of appointment to all Independent Directors in a manner provided under the Companies Act, 2013.

(iii) The Nomination, Remuneration and Compensation Committee of the Board has laid down the evaluation criteria for performance evaluation of the Independent Directors.

(iv) During the year, the Independent Directors of the Company held separate meeting, without the attendance of Non Independent Directors of the Company or members of its Management on 10th February, 2020, wherein only the Independent Directors of the Company were present.

(v) None of the Independent Directors of the Company serve as an Independent Director in more than seven companies listed in India;

(vi) None of the Independent Directors of the Company who also serve as Whole Time Directors in any other listed company, serve as an Independent Director in more than three companies listed in India

Meetings of the Board

The Board met 4 (Four) times during the Financial Year 2019-20 and there has not been a time gap of more than 120 days between any two meetings of the Board.



Directors' attendance at the Board Meetings held during the year as well as at the last Annual General Meeting (AGM) are given herein below:

S.No	Quarter	Designation	I	II	III	IV	No. of total meetings attended	Attendance at last AGM
	Date of Meeting		27.05.2019	03.08.2019	05.11.2019	10.02.2020		
	Director Name							
1	Shri. D.N. Davar	Non- Executive Director & Chairman	√	√	√	√	4	√
2	Shri. Jayant Davar	Executive Director & Co-Chairman & Managing Director	√	√	√	√	4	√
3	*Shri. Arvind Joshi	Executive Director & Whole-Time Director, Chief Financial Officer & Company Secretary	√	√	√	√	4	√
4	Smt. Monica Davar	Non-Executive Director	LOA	√	LOA	√	2	x
5	Shri. Mohan Lal Bhagat	Non-Executive Independent Director	√	√	√	√	4	x
6	Shri. Ravinder Nagpal	Non-Executive Independent Director	√	√	√	√	4	√
7	Shri. Krishan Lal Chugh	Non-Executive Independent Director	√	√	√	√	4	√
8	Shri. Arvind Kapur	Non-Executive Independent Director	√	√	√	√	4	x
9	Shri. Arjun Sharma	Non-Executive Independent Director	LOA	√	LOA	√	2	√
10	Smt. Archana Capoor	Non-Executive Independent Director	√	√	√	√	4	√
11	**Shri. Bharat Anand	Non-Executive Independent Director	NA	NA	LOA	√	1	√
12	***Shri. Vimal Mahendru	Non-Executive Independent Director	NA	NA	√	√	2	x
	Board Strength		10	10	12	12		
	Total Present		8	10	9	12		
	Absent		2	-	3	-		

Notes:

*Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.

**Shri Bharat Anand was appointed as an Additional (Non-Executive and Independent) Director by Circular Resolution dated 12th August, 2019 to hold office for a period of 5 (five) consecutive years and regularized as a Director (Non-Executive and Independent) of the Company in the 27th Annual General Meeting which was held on 10th September, 2019.

***Shri Vimal Mahendru, appointed as Additional Director (Non-Executive Independent Director) on the Board of the Directors of the Company on and with effect from 05th November, 2019 subject to regularisation as Non-Executive Independent Director of the Company in the ensuing Annual General Meeting of the Company.

Disclosure of relationships between Directors inter-se;

Shri Dharmendar Nath Davar, Chairman & Non-Executive Director, Shri. Jayant Davar, Co-Chairman & Managing Director and Smt. Monica Davar Non- Executive Director of the Company are relatives in terms of the Act.

Other Directorships, Chairmanships and Memberships of the Board members

(a) Table indicating details of Directors serving directorships in other listed entities as on 31st March, 2020

S.No	Name of the Director	Name of listed entity	Category of directorship
1.	Jayant Davar	i. Jagran Prakashan Limited ii. HEG Limited	Independent Director
2.	Krishan Lal Chugh	i. Gati Limited	Independent Director
3.	Arvind Kapur	i. Rico Auto Industries Limited ii. Subros Limited	Managing Director Independent Director
4.	Archana Capoor	i. RSWM Limited ii. Maral Overseas Limited iii. S Chand and Company Limited iv. Birla Cable Limited v. EMCO Limited	Independent Director

Other Directorships do not include Directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

(b) Table indicating details number of Directorships and Committee Chairmanship/Memberships held by the Directors of the Company in other public limited Companies as on 31st March, 2020

Name of the Director	Designation	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Shri. D.N. Davar	Non- Executive Director & Chairman	1	-	-
Shri. Jayant Davar	Executive Director & Co-Chairman & Managing Director	3	1	-
*Shri. Arvind Joshi	Executive Director & Whole-Time Director, Chief Financial Officer & Company Secretary	1	1	-
Smt. Monica Davar	Non-Executive Director	1	-	-
Shri. Mohan Lal Bhagat	Non-Executive Independent Director	2	1	-
Shri. Ravinder Nagpal	Non-Executive Independent Director	1	1	1
Shri. Krishan Lal Chugh	Non-Executive Independent Director	2	-	-
Shri. Arvind Kapur	Non-Executive Independent Director	3	2	-
Smt Archana Capoor	Non-Executive Independent Director	6	2	-
Shri. Arjun Sharma	Non-Executive Independent Director	1	1	1
Shri Bharat Anand	Non-Executive Independent Director	1	-	-
Shri.Vimal Mahendru	Non-Executive Independent Director	1	-	-

(c) Board qualifications, expertise and attributes

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board and whether the person is a proven leader in a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Board has adequate mix of skills, expertise and competencies for running the business of the Company as detailed below:

Name of Director	Designation	Strategy & Planning	Administration and Management	Governance	Sales and Marketing	Finance and Law	Operations
Shri. Dharmendar Nath Davar	Chairman	√	√	√	-	√	-
Shri Jayant Davar	Co-Chairman & Managing Director	√	√	√	√	√	√
Smt. Monica Davar	Non-Executive Director	-	√	√	-	-	-
Shri. Mohan Lal Bhagat	Independent Director	√	√	√	-	√	-
Shri. Ravinder Nagpal	Independent Director	√	√	√	√	√	-
Shri. Krishan Lal Chugh	Independent Director	√	-	√	√	√	-
Shri. Arvind Kapur	Independent Director	√	√	√	√	√	√
Shri. Arjun Sharma	Independent Director	√	√	√	-	√	-
Smt. Archana Capoor	Independent Director	√	√	√	-	√	-
Shri. Bharat Anand	Independent Director	√	√	√	√	√	√
Shri.Vimal Mahendru	Independent Director	√	√	√	√	√	-
*Shri. Arvind Joshi	Whole-Time Director, Chief Financial Officer & Company Secretary	√	√	√	√	√	√

During FY 2019 - 20, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. Video-conferencing facilities are also used to facilitate Directors travelling or residing at other locations to participate in the meetings. The Board periodically reviews the compliance reports of all laws applicable to the Company.

Details of Equity Shares of the Company held by the Directors as on the 31st March, 2020:

Name	Designation	Number of equity shares
Shri Dharmendar Nath Davar	Non- Executive Director & Chairman	839,582
Shri Jayant Davar	Executive Director & Co-Chairman & Managing Director	3,13,76,200
Smt. Monica Davar	Non-Executive Director	2,622,930
*Shri Arvind Joshi	Executive Director & Whole-Time Director, Chief Financial Officer & Company Secretary	Nil
Shri Arjun Sharma	Non-Executive Independent Director	Nil
Shri Arvind Kapur	Non-Executive Independent Director	Nil
Shri K.L. Chugh	Non-Executive Independent Director	Nil
Smt. Archana Capoor	Non-Executive Independent Director	Nil
Shri Ravinder Nagpal	Non-Executive Independent Director	Nil
Shri M.L. Bhagat	Non-Executive Independent Director	Nil

*Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.

Convertible Instrument

The Company has not issued any convertible instruments during the year.

III. BOARD COMMITTEES

The Board has constituted various Committees of Directors to monitor the activities in accordance with Board approved terms of reference. The Board Committees focus on specific areas and take informed decisions on the specific businesses assigned to them in the best interest of the Company.

The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Company Secretary adheres to all the applicable laws and regulations for conducting the meeting of the Committees as adhered to the Board meetings. Some of the Committees of the Board were reconstituted to align with the provisions of the Companies Act, 2013, Listing Regulations and to meet the business requirements during the year under review. The terms of reference of the Board Committees are reviewed from time to time atleast annually to align the same with the regulatory/business requirements. The Company has Six Board Committees as on the 31st March, 2020, which are briefly described below:

A. AUDIT COMMITTEE

The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing the Integrity of the Company's Financial Statements; Adequacy & reliability of the Internal Control Systems of the Company; Compliance with legal & regulatory requirements and the Company's Code of Conduct; Performance of the Company's Statutory & Internal Auditors.

Audit Committee monitors & provides an effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

a) Terms of Reference:

The Audit Committee was constituted by a meeting of the Board of Directors held on 31st May, 2010, the composition was altered by a circular resolution of the Board of Directors on 21st February, 2018 and then again reconstituted by a meeting of the Board of Directors held on 26th May, 2018 and by a circular resolution of the Board of Directors on 19th December, 2018. The scope and function of the Audit Committee is in

accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
5. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
6. changes, if any, in accounting policies and practices and reasons for the same;
7. major accounting entries involving estimates based on the exercise of judgment by management;
8. Significant adjustments made in the financial statements arising out of audit findings;
9. compliance with listing and other legal requirements relating to financial statements;
10. Disclosure of any related party transactions;
11. Modified opinion(s) in the draft audit report
12. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
13. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter
14. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process
15. Approval or any subsequent modification of transactions of the Company's with related parties;

16. Scrutiny of inter-corporate loans and investments
17. Valuation of undertakings or assets of the listed entity, wherever it is necessary
18. Evaluation of internal financial controls and risk management systems
19. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
20. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
21. Discussion with internal auditors of any significant findings and follow up there on
22. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
23. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
24. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
25. To review the functioning of the whistle blower mechanism
26. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
27. Carrying out any other function as is mentioned in the terms of reference of the audit committee
28. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
29. Review management discussion and analysis of financial condition and results of operations;
30. Review statement of significant related party transactions (as defined by the audit committee), submitted by management;
31. Review management letters / letters of internal control weaknesses issued by the statutory auditors;
32. Review internal audit reports relating to internal control weaknesses; and
33. Review the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
34. Review statement of deviations:
35. Review quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
36. Review annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
37. Internal detailed review of the setup, procedures, systems, controls & organizational effectiveness of Sandhar Technologies Barcelona be arranged and the report be brought before the Audit Committee & the Board.
38. To review compliance with the provisions of Insider Trading Regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

The Audit Committee is required to meet at least four times in a year under Regulation 18 of the SEBI Listing Regulations.

The Chairman of the Audit Committee is a Non-Executive Independent Director of the Company

b) Composition, Meetings & Attendance during the year

As on the 31st March, 2020, the Audit Committee comprised of 3 members all of them being Independent Directors in compliance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. During the year under review, 4 (four) Audit Committee meetings were held and the time gap between any two meetings was less than 120 days.



The details of the Audit Committee meetings held during 2019-2020 are given as under:

S.No	Quarters				I	II	III	IV	No. of total meetings attended
	Date of Meeting				27.05.19	03.08.19	05.11.19	10.02.20	
	Member Name	Designation on Committee	Designation on Board						
1	Shri Ravinder Nagpal	Chairman	Non-Executive Independent Director	√	√	√	√	4	
2	Shri Arvind Kapur	Member	Non-Executive Independent Director	√	√	√	√	4	
3	Smt. Archana Capoor	Member	Non-Executive Independent Director	√	√	√	√	4	
Total no. of Members				3	3	3	3		
Total Present				3	3	3	3		
Absent				-	-	-	-		

Notes:

- **The necessary quorum was present for all the meetings.**

In addition to the members of the Audit Committee, these meetings were attended by Chairman of the Board, Co-Chairman & Managing Director, Whole Time Director, Chief Financial Officer & Company Secretary, Statutory Auditor, Internal Auditor and/or their representatives, wherever necessary and by such executives of the Company as were considered necessary for providing inputs to the Committee.

B. NOMINATION & REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination & Remuneration Committee ("NRC") are in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

a) Terms of Reference:

The Nomination and Remuneration Committee was originally constituted as "Remuneration Committee" by a meeting of the Board of Directors held on 23rd July, 2005 and the composition was altered by a circular resolution of the Board of Directors on 21st February, 2018. The name of the committee and the terms of reference were changed on 23rd May, 2014 and its terms of reference include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
2. Formulation of criteria for evaluation of

performance of independent directors, board of directors, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance

3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.
7. To develop a succession plan for the Board and to regularly review the plan.

b) Composition, Meetings & Attendance during the year

The details of its composition and of the meetings held during the Financial Year 2019-2020 are as under:

S.No	Member Name	Designation on Committee	Designation on Board	Meetings held in the Financial Year 2019-2020			No. of total meetings attended
				03.08.2019	05.11.2019	10.02.2020	
1	Shri K.L. Chugh	Chairman	Non-Executive Independent Director	√	√	√	3
2	Shri Ravinder Nagpal	Member	Non-Executive Independent Director	√	√	√	3
3	Shri Arjun Sharma	Member	Non-Executive Independent Director	√	LOA	√	2
Total no. of Members				3	3	3	
Total Present				3	2	3	
Absent				-	1	-	

Notes: The necessary quorum was present for all the meetings

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and as per Company's policy on performance evaluation, the Company Secretary had circulated the questionnaire to all the Directors for carrying out the evaluation of performance of Board, its committees and Individual Directors for the F.Y.2019-20.

On the basis of feedback received on the questionnaires, the Chairman briefed the Board of Directors at the Board Meeting held on 10th February, 2020, about the performance evaluation of Board, its committees and Individual Directors for the F.Y.2019-20.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholders' Relationship Committee pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, to look into the redressal of grievances of shareholders and other security holders, if any.

a) Terms of Reference

The Stakeholders' Relationship Committee was constituted by the Board of Directors at their meeting held on September 3, 2015. The Committee was reconstituted by the Board at its meeting held on 29th March, 2018, for co-option of Shri Arjun Sharma as a Chairman & Shri Arvind Kapur as a member in place of Shri Dharmendar Nath Davar, chairman and Shri Jayant Davar, member in the Committee and the composition again altered by appointment of Shri Jayant Davar in place of Shri Arvind Joshi on 11th May, 2020 by the Board. The terms of reference of the Stakeholders' Relationship Committee of our Company include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to

transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants annual reports/statutory notices by the shareholders of the company.
5. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;
6. Oversee the performance of the registrars and share transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other related matters as may be assigned by the board of directors; and carrying out any other function as prescribed under the SEBI (LODR), 2015 and as may be delegated by the Board of Directors.

b) Composition

The details of its composition and of the meetings held during the Financial Year 2019-2020 are as under:

S.No	Member Name	Designation on Committee	Designation on Board	One Meeting held in the Financial Year 2019-2020	No. of total meetings attended
1	Shri Arvind Kapur	Chairman	Non-Executive Independent Director	10.02.2020	1
2	Shri Arjun Sharma	Member	Non-Executive Independent Director	10.02.2020	1
3	*Shri Arvind Joshi	Member	Executive Director & Whole-Time Director, Chief Financial Officer & Company Secretary	10.02.2020	1
4	**Shri Jayant Davar	Member	Chairman & Managing Director	NA	NA
	Total no. of Members			3	
	Total Present			3	
	Absent			-	

Notes:

- The necessary quorum was present for the meeting.
- *Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.
- **Shri Jayant Davar appointed as a member of the Committee with effect from 11th May, 2020.

d) Compliance Officer

Ms. Subhi Gupta (ICSI Membership No: 44467) is the Company Secretary & Compliance Officer of the Company

Number of Shareholders' Complaints received during the Financial Year 2019-2020: **NIL**

Number of Shareholders' Complaints not solved to the satisfaction of Shareholders: **NIL**

Number of Pending Complaints as on the 31st March, 2020: **NIL**

Notes:

Appointment of Ms. Subhi Gupta (ICSI Membership No: 44467) as the Company Secretary & Compliance Officer of the Company w.e.f. 11th May, 2020

D. OTHER COMMITTEES

(A) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

In accordance with the requirements of the Section 135 of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility Committee to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

(a) Terms of Reference

The Corporate Social Responsibility Committee was constituted by our Board on 14th March, 2013, the composition was altered by a circular resolution on 21st February, 2018 and again reconstituted by resignation of Shri Gaurav Dalmia from the Board w.e.f. 11th December, 2018 and again altered by appointment of Smt. Monica Davar in place of Shri Arvind Joshi on 11th May 2020 by the Board. The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. The terms

and reference of the Corporate Social Responsibility Committee include the following:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as per the Companies Act, 2013.
2. Review and recommend the amount of expenditure to be incurred on activities to be undertaken by our Company.
3. Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time; and
4. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

b) Composition

As on the 31st March, 2020, the Committee comprised following directors as members:

S.No	Member Name	Designation on Committee	Designation on Board
1	Shri Jayant Davar	Chairman	Co-Chairman & Managing Director
2	Shri Arvind Kapur	Member	Non-Executive Independent Director
3	*Shri Arvind Joshi	Member	Whole-Time Director, Chief Financial Officer & Company Secretary
4	Smt. Monica Davar	Member	Non-Executive Director

(c) Meetings

The details of the Corporate Social Responsibility Committee meetings held during 2019-2020 are given as under:

S.No	Quarters	Designation on Committee	Designation on Board	IV	No. of total meetings attended
	Date of Meeting			10.02.2020	
	Member Name				
1	Shri Jayant Davar	Chairman	Co-Chairman & Managing Director	√	1
2	Shri Arvind Kapur	Member	Non-Executive Independent Director	√	1
3	*Shri Arvind Joshi	Member	Whole-Time Director, Chief Financial Officer & Company Secretary	√	1
4	Smt. Monica Davar	Member	Non-Executive Director	NA	NA
	Total no. of Members			3	
	Total Present			3	
	Absent			-	

Notes:

*Shri Arvind Joshi since resigned and relieved from the closing hours of the 10th May, 2020.

** Smt. Monica Davar appointed in place of Shri Arvind Joshi in the Board Meeting held on 11th May, 2020.

(B) FINANCE COMMITTEE:

The Finance Committee was constituted by our Board on 02nd February, 2019, the composition was altered by the Board in its Meeting held on 11th May, 2020 by appointing Mr. Ravinder Nagpal in place of Shri Arvind Joshi. The terms of reference of the Finance Committee changed on 10th February, 2020 and its terms of reference include the following:

1. Review, no less than annually, the Company's strategic plans and financial strategies and make recommendations to the Board in respect thereof;

2. Review & undertake decisions regarding the Company's cash flow, capital expenditures and funding & financing requirements;
3. Review and make recommendations to the Board regarding the Company's scope and mix of business, acquisition and merger opportunities, the purchase of business assets and financing thereof;
4. Review the Company's policies with respect to financial risk assessment and management including investment strategies and guidelines;

5. Annually review the scope, cost and basic terms of the Company's insured risk management programs including general liability, D&O and other Insurance Policies;
6. Review & undertake the Company's foreign exchange & commodities risk exposure and management;
7. Review periodically the scope of this Committee and make recommendations to the Board regarding any changes thereto; and
8. Take such other actions as the Committee, from time to time, may determine are necessary to fulfill its duties or are otherwise required by applicable laws, the Company's charter or the Bylaws or the Board.
9. To borrow money for the purpose of the Company's business not exceeding the overall limit upto which the Board of Directors of the Company are authorized / to be authorized under Section 180 of the Companies Act, 2013.
10. To review and accept the sanction of various funding facilities sanctioned by Banks/Lenders and to open Current / Cash Credit / Overdraft / Fixed Deposit and other accounts with any Scheduled Bank and authorize its Officials to operate the same and vary, amend and modify the existing authorization to operate accounts of the Company with its Bankers and to issue instructions for closure of its operated accounts.
11. To authorize one or more Directors/Officers of the Company to execute and sign the documents with Banks in relation to any Loan or Credit Facility availed of or to be availed of by the Company.
12. To authorize and appoint any Attorney(ies), Agent(s), Representative(s) of the Company to represent the interest of the Company in the manner and to the extent of the Powers/ Authorities as may be given, matter handled/to be handled by him.
13. To approve making requests to other Associate Company(ies) to give Guarantee or provide Security in connection with a loan made or to be made to the Company by any Bank, Financial Institution, Company(ies) or any other person.
14. To give Guarantee or provide Security for loans sanctioned to other Company(ies) by Banks/Financial Institutions, provided the aggregate amount for which the Guarantee given or the Security provided does not exceed the limit prescribed by law and also sanctioned by the Shareholders in General Meeting, if any.
15. To authorise one or more Directors/ Officers of the Company to (i) negotiate, execute and sign the necessary documents; and (ii) make necessary filings with regulatory/ governmental authorities (including registering of or filing of relevant documents with a quasi-regulatory / regulatory /governmental authority), in relation to any guarantee or security to be provided by the Company to secure a loan availed by other Company (ies).
16. To make inter-corporate loans or deposits provided that the aggregate amount of loans shall not exceed the Limits laid down in Section 186 of the Companies Act, 2013, also keeping in view the Provisions of Section 180 of the said Act.
17. To make investment in shares, debentures, bonds of Companies and fixed deposits with Banks, Companies and Corporate etc. subject to the Provisions of Section 186 of the Companies Act, 2013 provided that the aggregate of all such investments outstanding at any time shall not exceed the total limit laid down in the aforesaid Section.

b) Composition

As on the 31st March, 2020, the Committee comprised following directors as members:

S.No	Member Name	Designation on Committee	Designation on Board
1	Shri Dharmendar Nath Davar	Chairman of the Committee	Chairman
2	Shri Jayant Davar	Member	Co-Chairman & Managing Director
3	*Shri Arvind Joshi	Member	Whole-Time Director, Chief Financial & Company Secretary
4	**Shri Ravinder Nagpal	Member	Non-Executive Independent Director

*Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.

** Shri Ravinder Nagpal appointed in place of Shri Arvind Joshi in the Board Meeting held on 11th May, 2020.



c) Meetings and attendance

The details of the Finance Committee meetings held during 2019-2020 are given as under:

S.No	Member Name	Designation on Committee	Designation on Board	Four Meeting held in the Financial Year 2019-2020				No. of total meetings attended
				27.05.2019	03.08.2019	05.11.2019	10.02.2020	
1	Shri Dharmendar Nath Davar	Chairman	Non- Executive Director & Chairman	√	√	√	√	3
2	Shri Jayant Davar	Member	Co-Chairman & Managing Director	√	√	√	√	3
3	*Shri Arvind Joshi	Member	Whole-Time Director, Chief Financial & Company Secretary	√	√	√	√	3
4	**Shri Ravinder Nagpal	Member	Non-Executive Independent Director	NA	NA	NA	NA	
	Total no. of Members			3	3	3	3	
	Total Present			3	3	3	3	
	Absent			-	-	-	-	

Notes:

- The necessary quorum was present for the meeting.
- *Shri Arvind Joshi has resigned and relieved from the closing hours of the 10th May, 2020.
- ** Shri Ravinder Nagpal appointed in place of Shri Arvind Joshi in the Board Meeting held on 11th May, 2020. The board at its meeting held on 11th May, 2020 altered the Composition as follows;

(C) SHARE TRANSFER & ALLOTMENT COMMITTEE:

As on the 31st March, 2020, the Committee comprised following directors as members.

S.No	Member Name	Designation on Committee	Designation on Board
1	Shri Jayant Davar	Chairman	Co-Chairman & Managing Director
2	Smt. Archana Capoor	Member	Non-Executive, Independent Director
3	*Shri Arvind Joshi	Member	Whole-Time Director, Chief Financial & Company Secretary
4	**Shri Vimal Mahendru	Member	Non-Executive, Independent Director

The Committee did not convene any meeting during the financial year 2019-2020.

- *Shri Arvind Joshi since resigned and relieved from the closing hours of the 10th May, 2020.
- **Shri Vimal Mahendru appointed in place of Shri Arvind Joshi in the Board Meeting held on 11th May, 2020.

IV. REMUNERATION POLICY OF DIRECTORS

The Company has a Board approved Remuneration Policy for Directors including Co-Chairman & Managing Director and is being reviewed on an annual basis. The details of the said policy are as follows:

A. Remuneration of Executive Directors

The remuneration of the Managing Director and Wholtime Director (Executive Directors) is recommended by the Nomination & Remuneration Committee (the "N&RC") to the Board for approval after considering the following factors, nter-alia:

- a) Function, role and responsibilities assigned;
- b) Benchmarking the same with the peers in the identical/similar industry;
- c) Industry benchmarking;
- d) Performance in the past and contribution to the long term strategies.

The Board considers the recommendations of N&RC and approves the remuneration, with or without modifications, subject to shareholders' and regulatory approvals. In the event of inadequacy of profit, the remuneration is regulated by Schedule V of the Companies Act, 2013 otherwise, to require the approval of the Central Government.

B. Remuneration of Non-Executive Directors

(i) Sitting Fees & Reimbursement of expenses

The NEDs are paid sitting fees for attending each meeting of the Board of Directors or any committee thereof as approved by the Board, within the permissible limit prescribed under the Companies Act, 2013, Listing Regulations and other regulatory/statutory guidelines, as amended from time to time. Any change in sitting fees shall be recommended by the N&RC and approved by the Board of Directors of the Company. The N&RC considers the following factors while recommending the change in the sitting fees to the Board:

1. Contribution expected from Directors considering size and complexity of organization,
2. Comparison with the peers in the identical/similar industry/benchmarking,
3. Regulatory guidelines as applicable, etc. The NEDs are entitled to reimbursement of expenses for participation in the meeting of the Board and Committees thereof.

The Board while approving the revision in the sitting fees payable to Directors for attending the meeting of the Board and Committees thereof, considers the recommendation of the N&RC.

(ii) Payment of Profit-based Commission to NEDs

The Non- Executive Directors of the Company are paid profit based yearly commissions in accordance with the provisions of the Companies Act, 2013 subject to a maximum of 1% of the Net profits, over and above any fees and reimbursements payable to the NEDs, pursuant to the shareholders' resolution. The N&RC commends to the Board for such commission and the same is recommended by the Board for shareholders' approval for a period of five years and are renewed for a further period of five years.

(ii) Pecuniary transactions with NEDs

During the year under review, there were no pecuniary transactions with any of the NEDs of the Company. The register of contracts is maintained by the Company under

Section 189 of the Act and the same is placed before the Board for approval from time to time. The register so placed before the Board is signed by all the directors present at such meetings.

(iii) Details of remuneration to directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any Executive (Whole time) and/or Non-Executive Director. During the year, the Company did not advance any loan to any of the executive and/or non-executive directors and the details of remuneration paid/payable to directors during 2019-2020 are provided in an annexure to the Board's Report in Form MGT-9, extract of the Annual Return.

V. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS

The Board of Directors has adopted a familiarization programme for its Independent Directors in accordance with Regulation 25 of the SEBI Listing Regulations. The aim of such Familiarisation Programme would be to familiarize Independent and other Directors of the Company to enable them to familiarize with the Company, its management, their roles, rights, responsibilities in the Company, nature of the auto component Industry, Business Model, Risk Management System, ERP systems encompassing Asset Management, Human Capital Management, Product Life Cycle Management, technology architecture and Information Security/ Cyber Security Awareness of the Company for the purpose of contributing significantly towards the growth of the Company.

During the financial year, Company familiarized the Directors on the Company's policies and procedures on a regular basis. Presentations/briefings were also made at the meeting of the Board of Directors/Committees by KMP's/ senior executives of the Company on industry scenario, Company's operating and financial performance, industrial relations status, marketing strategies, risk management etc.

The details of the familiarization programme of the Independent Directors are available on the website of the Company www.sandhargroup.com

VI. INFORMATION SUPPLIED/AVAILABLE TO THE BOARD

The Directors are presented with important/critical information on the operations of the Company as well as that which requires deliberations at the highest level. The Board has complete access to all the relevant information within the Company and also access to the senior management of the Company and any additional information to make informed and timely decisions. All Board and Committee meetings are governed by structured agenda notes which are backed by comprehensive background along with relevant annexures.

The Board was presented with the information on various important matters of operations, risk management and business, new initiatives in business, budgets, financial results, update on Corporate Social Responsibility activities, minutes of Board and Committees of the Board, appointment and remuneration of the senior management, appointment/cessation of Key Managerial Personnel, details of joint ventures or collaborations, if any, information on subsidiaries, sale of investments, assets which are material in nature and not in the normal course of business, foreign exposure and non-compliance, if any with regulatory or statutory guidelines or in the Listing Regulations, etc., and other matters which are required to be placed before the Board in terms of the Companies Act, 2013, Listing Regulations. The Board and other Committees also approve various business proposals and regulatory approvals through circulations

VII. POST MEETING COMMUNICATION / FOLLOW UP SYSTEM

The Company has an effective post meeting follow up procedure. The Company has a mechanism to track important decisions taken at the Board/Committee meetings till the closure of such decisions and a report on ongoing actionables (Action Taken Report) are being placed before the meeting of the Board/ Committees of the Board from time to time. Action Taken Report on the decisions taken in a meeting is placed at the succeeding meeting(s) of the Board/ Board Level Committees.

VIII. MATERIAL SUBSIDIARIES

In terms of the requirement of the Policy on Material Subsidiaries, a subsidiary shall be considered as unlisted material subsidiary if its income or net worth exceeds ten (10) % of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

A copy of the said Policy on Material Subsidiaries is available on the website of the Company www.sandhargroup.com

In terms of the SEBI LODR amendment dated 9th May, 2018, effective from 1st April, 2019, the Company's foreign subsidiary viz. Sandhar Technologies Barcelona S.L. together with its step-down subsidiaries shall be considered as a Material Subsidiary.

The Audit Committee of the Company reviews the Consolidated Financial Statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

IX. MANAGEMENT

(a) Management Discussion and Analysis report:

The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.

(b) Disclosures on Related Party Transactions:

In compliance with the requirements of the SEBI Listing Regulations and following the provisions of Section 188(1) of the Companies Act, 2013, all Related Party contracts / arrangements / transactions entered by the Company during the financial year had been in the ordinary course of business and on arm's length basis, with Audit Committee having a domain role: the Board of Directors brought into picture, wherever necessary and/or obligatory. Therefore the provision of Section 188 of the Companies Act, 2013 were not attracted. There are no materially significant Related Party Transaction during the year under review made by the Company with promoters, directors or other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. Pertinent, in this context, is to say that, during the year, the Company has not entered into any contract / arrangement / transaction with related parties, which could be considered material in accordance with the policy of the Company on materiality of Related Party Transactions.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions, as approved by the Board, may be accessed on the Company's website at www.sandhargroup.com

Related Party Transactions were disclosed to the Board on regular basis. Details of Related Party Transactions may be referred to in Note 31 of the Standalone Financial Statements

(c) Disclosure of accounting treatment in preparation of financial statements:

Pursuant to the provisions of Section 133 of Companies Act 2013 and Rule 4 (iii) (a) of Companies (Indian Accounting Standards) Rules 2015, the companies whose equity or debt securities were listed or were in the process of being listed on any stock exchange in India or outside India and having net worth of less than Five Hundred crores, had to comply with the Indian Accounting Standards (Ind AS), for the accounting periods beginning on or after April 01, 2017. Accordingly, Ind AS is applicable upon the Company and its subsidiaries beginning April 01, 2017.

(d) Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except, Regulation 29(2)/(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding not giving prior intimation for declaration/recommendation of final dividend in the Board Meeting held on 27th May, 2019. The Board of Directors had taken on record the Bombay Stock Exchange letter dated the 11th June, 2019 vide ref no. LIST/COMP/541163/Reg 29(2)-May 19/89/2019-20 and the National Stock Exchange letter dated the 11th June, 2019 vide ref no. NSE/LIST-SOP/REG-29/May- 2019/FINES/83187 with regard to non-compliance of Listing Regulation 29(2)/(3). It had been noted by the Company that such inadvertence be avoided in future and the Compliance Officer was asked to be more careful.

(e) Code of Conduct for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, The Insider Trading Policy with Corporate Policy on Investor Relations was approved and adopted by the Company. The Insider Trading Policy is displayed on the website of the Company www.sandhargroup.com

(f) MD & CFO certification:

The MD and the Chief Financial Officer ('CFO') have issued certificate pursuant to the provisions of Regulation 17 of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify that, to the best of their knowledge and belief, no transactions entered into during the year were fraudulent, illegal or in violation of the code of conduct of the Company, they are responsible for establishment and maintenance of the Internal Financial Controls for financial reporting and they have indicated to the auditors and the Audit Committee about any significant changes in internal control over financial reporting, significant changes in the accounting policies and instances of significant frauds, if any, which they were aware. The said certificate is annexed and forms part of this Annual Report.

(g) Code of Conduct:

The Board has formulated and adopted Code of Conduct and Ethics for the Board of Directors and Senior Management. The said code has been reviewed and approved by the Board at its meeting held on August 19th, 2014, as updated from time to time, and has been hosted on the website of the Company www.sandhargroup.com. All Board members and Senior Management Personnel affirmed compliance with the Code of Conduct.

(h) Sexual Harassment of Women at Workplace

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation.

To empower women and protect women against sexual harassment, your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment of Women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules framed thereunder.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report sexual harassment at the workplace. The Internal Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During Financial Year 2019-2020, there are no case.

(i) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee

The Company has established a Whistle Blower Policy to enable stakeholders (including Directors, Employees, retainers, franchisees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy is available on the website of the Company (www.sandhargroup.com)

X. COMPLIANCE

(a) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all applicable mandatory requirements prescribed under the SEBI Listing Regulations.

(b) The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the SEBI Listing Regulations:

- Reporting of Internal Auditors: The Internal Auditor also reports to the Audit Committee while submitting

Internal audit report.

- The Company has duly appointed separate persons to the posts of Chairperson and Managing Director.
- The Company confirm that its financial statements are with unmodified audit opinion.
- The Internal Auditor reports directly to Audit Committee

(c) Certification from Company Secretary in Practice

M/s K.K. Sachdeva & Associates, Practicing Company Secretaries, had issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as ANNEXURE-A.

XI. SHAREHOLDERS

(a) Means of communication:

Website: The Company's website www.sandhargroup.com contains, inter alia, the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.

Financial Results: The quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper and one Hindi newspaper within 48 hours of approval thereof.

Annual Report: Annual Report containing inter alia Audited Financial Statements, Board's Report, Auditors Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.

Uploading on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE.

(b) General shareholder information:

General Body Meetings:

Annual General Meeting ("AGM")

AGM	Date of AGM	Details of special resolution(s) passed at the AGMs, if any	Place
25th	29th July, 2017	No special resolutions were passed.	C-101 Ansal Plaza, HUDCO Place, Khelgaon Marg, New Delhi-110049
26th	10th September, 2018	(i) 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 (ii) 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 (iii) 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 (iv) 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 (v) Renewal of payment of Commission to Non Whole-Time Directors (vi) Loans to Directors/Interested Parties:	IETE Delton Hall Lodhi Road, Gokalpuri Institutional Area, Lodi Colony New Delhi -110003

AGM	Date of AGM	Details of special resolution(s) passed at the AGMs, if any	Place
27th	10th September, 2019	(i) change in Clause 69 (Common Seal) of Articles of Association of the Company. (ii) To re-appoint Shri Krishan Lal Chugh (DIN: 00140124), as a Non-Executive Independent Director of the Company (iii) To re-appoint Shri Arvind Kapur (DIN: 00096308) as a Non-Executive Independent Director of the Company (iv) To re-appoint Shri Mohan Lal Bhagat (DIN: 00699750) as a Non-Executive Independent Director of the Company (v) To re-appoint Shri Ravinder Nagpal (DIN: 00102970) as a Non-Executive Independent Director of the Company	Sri Sathya Sai International Centre (A Unit of Sri Sathya Sai Central Trust), Pragati Vihar, Bhisham Pitamah Marg, New Delhi - 110003

*Shri Arvind Joshi has resigned and relived from the closing hours of the 10th May, 2020.

Extraordinary General Meetings ("EGM")

Details of special resolutions passed at the Extraordinary General Meetings ("EGM") held during the preceding three years are tabulated below:

Date of EGM	Place	Details of special resolution(s) passed at the EGM, if any
11th April, 2016	C-101 Ansal Plaza, HUDCO Place, Khelgaon Marg, New Delhi-110049	(i) Re-appointment of Shri Jayant Davar as Managing Director for a period of 5 years
18th November, 2017	B-6/20 L.S.C Safdarjung Enclave New Delhi -110029	(i) Issue & Allotment of Equity Shares to the public (Initial Public Offer)
2018-2019	None	None
2019-2020	None	None

No resolution of shareholders was passed through postal ballot in the above-mentioned AGMs and EGMs.

(c) Dividend

The Board of Directors have paid during the year interim dividend as per particulars below:

S.No	Date of Declaration	Rate of Dividend	Amount (in Rs. Lacs) (Excluding Dividend distribution tax)
1	10th February, 2020 (Interim Dividend)	12.5%	752.38

(d) Listing on Stock Exchanges:

Equity Shares of face value of Rs. 10/- each of the Company are currently listed on the following stock exchanges:

Sr.No.	Name	Address	Stock Code
1	BSE Limited (BSE)	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	541163
2	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	SANDHAR

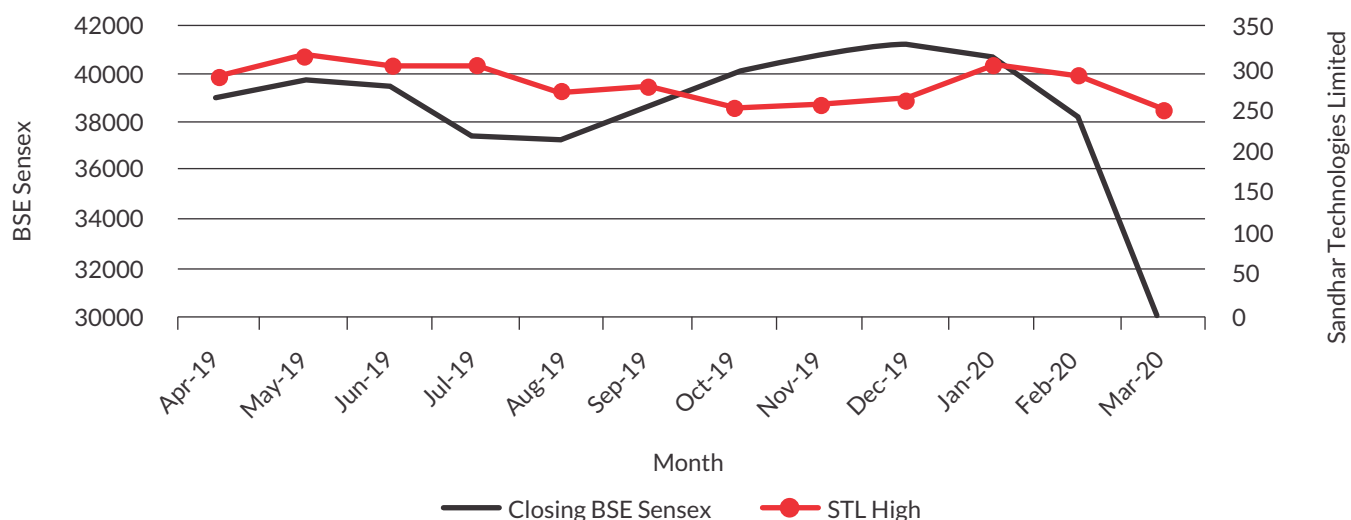
(e) Market Price Data:

Monthly highs and lows of Company's shares during 2019-2020 (' vis-à-vis CNX Nifty & BSE Sensex):

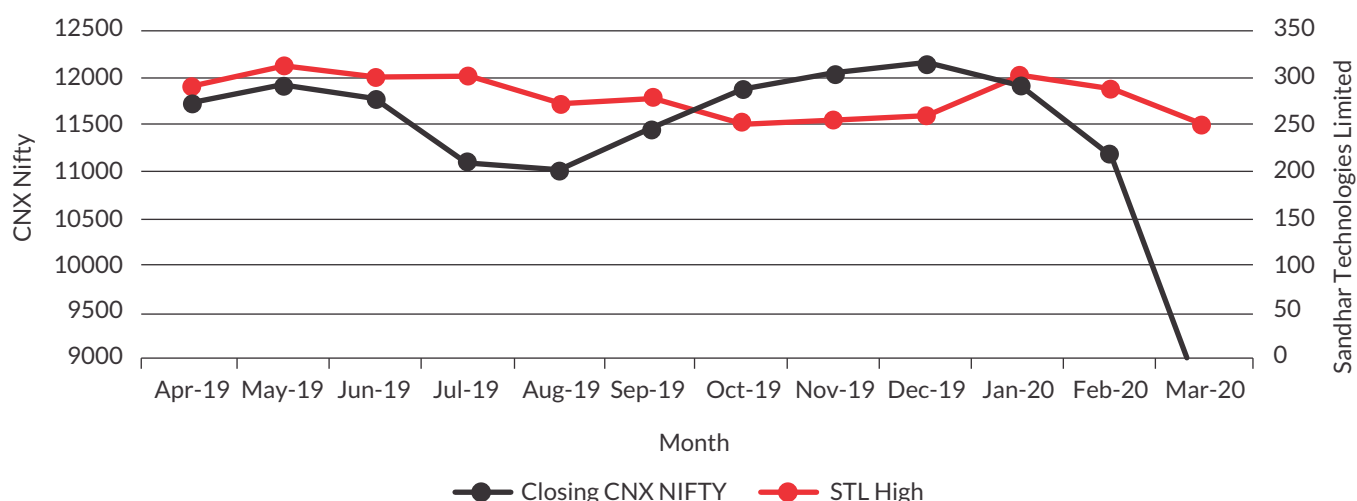
Month	BSE		NSE		Closing CNX Nifty	Closing BSE Sensex
	High	Low	High	Low		
Apr-18	290	246.4	274.3	246.25	11748.15	39031.55
May-18	314.4	262.95	314.4	262.9	11922.8	39714.2
Jun-18	303	268.65	302	269.7	11788.85	39394.64
Jul-18	302.2	255.8	297.15	250.4	11118	37481.12
Aug-18	273.8	222.75	265	214.4	11023.25	37332.79
Sep-18	278.9	238.55	280	238	11474.45	38667.33
Oct-18	253.4	224.45	255	225.05	11877.45	40129.05
Nov-18	255	227	254	225	12056.05	40793.81
Dec-18	261	230.1	255	231.85	12168.45	41253.74
Jan-19	302	240	302	241	11962.1	40723.49
Feb-19	291.45	238.35	289.8	238	11201.75	38297.29
Mar-19	251.25	121.1	255.65	124.9	8597.75	29468.49

The charts below show the comparison of the Company's share price (monthly high) movement vis-à-vis the movement of the BSE Sensex and CNX Nifty for the financial year 2019-2020 (based on month end closing).

Sandhar Technologies Limited Vs BSE Sensex, on the 31st March, 2020



Sandhar Technologies Limited Vs NIFTY, on the 31st March, 2020



(f) Dematerialization of shares and liquidity;

The Company's shares are compulsorily traded in dematerialised form on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). Equity shares of the Company representing approximately 100% equity share capital were held in Dematerialised form, as on the 31st March, 2020.

(g) Share Transfer Agent;

The Company vide Agreement dated 02nd April, 2018 has appointed following agency to act as its Registrar and Share Transfer Agent ("RTA"). The RTA is, inter alia, responsible for processing of requests pertaining to share transfers/ transmission/ dematerialization/ rematerialisation and other activities related thereto for both electronic and physical

shareholdings. Further, RTA also handles corporate actions such as data requirements for conduct of AGMs, dividends etc. The RTA corresponds with the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in this regard.

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083

Tel No: +91 22 49186000

Fax: +91 22 49186060

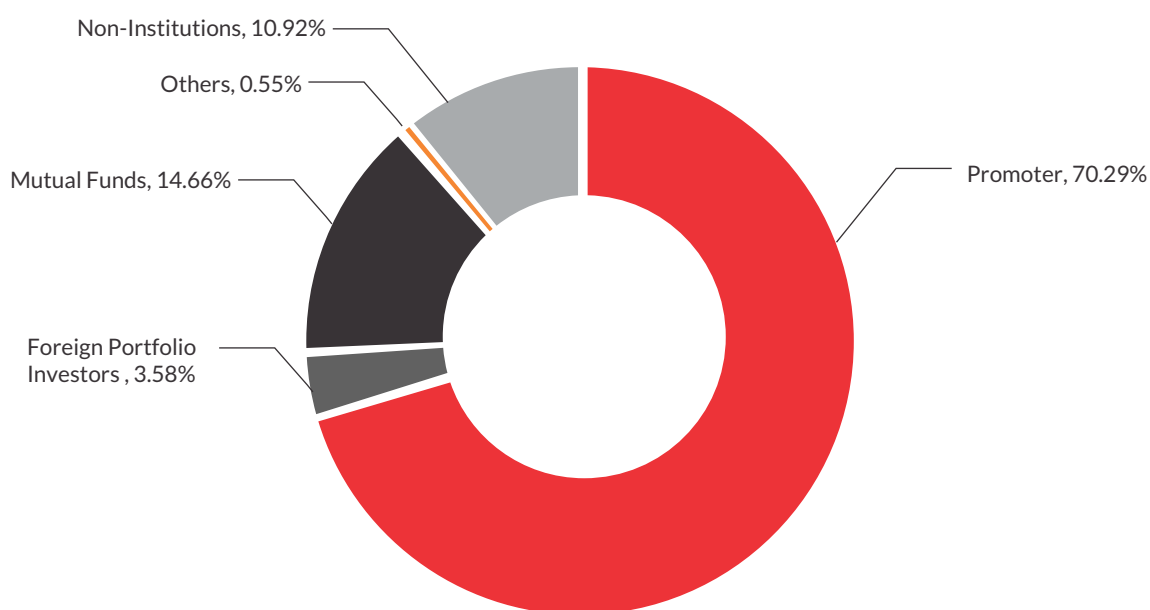
(h) Distribution of Shareholding

The below two tables provide details about the pattern of shareholding among various categories and number of shares held, as on the 31st March, 2020

Category Distribution:

Categories	31st March, 2020	
	No. of Shares	Percentage
Promoter	42,305,844	70.29%
Foreign Portfolio Investors	2157150	3.58%
Mutual Funds	8826354	14.66%
Others	331290	0.55%
Non-Institutions	6570070	10.92%

SHAREHOLDING AS AT THE 31st MARCH, 2020



Distribution of Shareholding as at the 31st March, 2020:

Distribution of Shareholding (Shares)							
Sr. No.	Shareholding of Shares			Shareholder	Percentage	Total Shares of Total	Percentage of Total
1	1	to	500	22313	97.8855	1129814	1.8771
2	501	to	1000	180	0.7896	138959	0.2309
3	1001	to	2000	122	0.5352	182810	0.3037
4	2001	to	3000	39	0.1711	98833	0.1642
5	3001	to	4000	21	0.0921	75268	0.1250
6	4001	to	5000	11	0.0483	49503	0.0822
7	5001	to	10000	46	0.2018	336456	0.5590
8	10001	to	*****	63	0.2764	58179065	96.6579
	Total			22795	100	60190708	100

(i) Share Transfer System:

As on the 31st March, 2020, 100% of the equity shares of the Company were in electronic form. Transfer of the shares held in demat form are done through the depositories with no involvement of the Company.

(j) Outstanding Convertible Instruments/ADRs/GDRs/Warrants:

The Company has not issued any convertible instruments/ADRs/ GDRs/ Warrants.

(k) Plant locations:

In view of the nature of the Company's business, the Company operates from various centers in India and abroad.

Sr. No.	Facility	Location	Division/Relationship	Products manufactured
Operational manufacturing facilities				
1.	Sandhar Automotives Gurgaon	Gurugram	Automotives	Lock assembly, door handles, latches and switch assembly
2.	Sandhar Automotives Dhumaspur	Gurugram	Automotives	Mirror assembly and moulded parts
3.	Sandhar Components Behrampur	Gurugram	Components	Sheet metal components
4.	Sandhar Automotives HSCI Division	Gurugram	HSCI	Door handles, lock assembly and side view mirrors
5.	Sandhar Components Manesar	Gurugram	Components	Zinc die casting
6.	Sandhar Tooling	Gurugram	Subsidiary	Tools and dies
7.	Sandhar Automotives Haridwar	Haridwar	Automotives	Locking systems, rear-view mirrors systems, door handles, and hinges and latches

Sr. No.	Facility	Location	Division/Relationship	Products manufactured
Operational manufacturing facilities				
8.	Sandhar Components Bawal	Bawal	Components	Aluminium die casting parts
9.	Sandhar Technologies Limited – Bawal – II	Bawal	Components	Plastic moulding parts
10.	Sandhar Automach Nalagarh	Nalagarh	Automach	Wheel rims and wheel assemblies, handle bars, clutch and brake panels, and fender assemblies
11.	Sandhar Technologies Limited – Pathredi	Alwar	HSCI	Door handles, lock assembly, and side view mirror
12.	Indo Toolings Indore	Indore	Joint Venture	Commercial tooling
13.	Sandhar Automotives Pune	Pune	Automotives	Mirror assembly, lock assembly, and handle assembly
14.	Sandhar Technologies Limited –Cabins and Fabrication Pune	Pune	Cabins and fabrications	Cabins, welded assembly for cabins
15.	Sandhar Components Attibele	Bengaluru	Components	Zinc die casting and moulding parts
16.	Sandhar Automotives Bommasandra	Bengaluru	Automotives	Lock assembly, mirror assembly, handle assembly, latches, and switches
17.	Mag Engineering Unit A	Bengaluru	Cabins and fabrication	Backhoe loader cabins and cabin loose parts, operator cabins, motor-grader cabin, dozers cabins, cabin for dump trucks including floor plate
18.	Mag Engineering Unit B	Bengaluru	Cabins and fabrication	Backhoe loader cabins and cabin loose parts, operator cabins, motor-grader cabin, dozers cabins, cabin for dump trucks including floor plate
19.	Sandhar Automach Attibele	Bengaluru	Automach	Motor cycle rims, moped rims, scooter rims, clutch assembly, handle bar assembly, wheel assemblies for motor cycles, mopeds and scooters
20.	Sandhar Automach Mysore	Mysuru	Automach	Wheel rims and wheel assemblies, handle bars, clutch and brake panels, and fender assemblies
21.	Sandhar Technologies Limited Oragadam	Chennai	Automach	Assembly of rims
22.	Sandhar Automotives Gurgaon – JEM division	Gurugram	Automotives	Relays
23.	Sandhar Technologies Limited – Distribution Division	Gurugram	After market	Packaging of products for after-market sales
24.	Sandhar Han Sung	Gurugram	Joint Venture	Press parts for application in relays, motors and tools, injection moulded parts for application in sensors, connectors, switches, vehicle relays, lamps, windshield wipers and switches
25.	Jinyoung Sandhar	Oragadam, Chennai	Joint Venture	Assembly of AVN panels, and switches
26.	Sandhar Han Sung – Oragadam	Oragadam, Chennai	Joint Venture	High precision press parts, and insert moulded contact plates
27.	Sandhar Technologies Limited*	Hosur	Automach	Wheel rims and wheel assemblies, handle bars, clutch and brake panels, and fender assemblies
28.	Sandhar Technologies Limited – CFD – Jaipur	Jaipur	Cabins and fabrication division	Parts and components for off-highway vehicles
29.	Sandhar Technologies Limited –Oragadam	Oragadam, Chennai	Components, and cabins and fabrication	Cabins and cabin loose parts, operator cabins for off-highway vehicles, aluminium die casting components, machining, and powder coating of aluminium die casting parts
30.	Sandhar Technologies Limited – Hosur Unit	Hosur	Components	Aluminium die casting parts
31.	Sandhar Technologies Limited – Oragadam (ADC)	Oragadam, Chennai	Components	Aluminium die casting parts
32.	Sandhar Daewha	Gurugram	Joint Venture	Fuel filters and fuel modules, starter motors, wipers
33.	Sandhar Amkin	Gurugram	Joint Venture	Safety helmets and other headgears for two-wheelers
35.	Winnercome Sandhar Technologies Private Limited	Bengaluru	Joint Venture	Shark fin antenna and micro pole antenna etc



A. Facilities outside India:

Sr.No.	Facility	Location	Division/Relationship	Products manufactured
1.	ST Barcelona	Spain	Foreign Subsidiary	Aluminium spools and spindles
2.	Sandhar Poland	Spain	Step Down Subsidiary	Aluminium spools and spindles
3.	ST Mexico	Mexico	Step Down Subsidiary	Aluminium spools and spindles

(I) Address for correspondence:

Investors and shareholders can correspond with the RTA or at corporate office of the Company at the following address:

Registrar and transfer agent - Link Intime India Private Limited	Company
C-101, 1st floor 247 Park L B S Marg, Vikhroli (West) Mumbai 400 083	Registered Office: B-6/20 L.S.C. Safdarjung Enclave, New Delhi-110029 Corporate Office: Plot No. 13, Sector 44, Gurgaon - 122002
Tel: +91 22 4918 6270 Fax: +91 22 4918 6060 E-mail: mumbai@linkintime.co.in Investor Grievance e-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in	

XII. OTHER DISCLOSURES

(a) Confirmation of Compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46:

Sr.No.	Particulars	Regulation Number	Compliance status (as on March 31, 2020) (Yes/No/N.A.)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	NA
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Sr.No.	Particulars	Regulation Number	Compliance status as on March 31, 2020) (Yes/No/N.A.)
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

(b) Name and Designation of Compliance Officer:

Km. Subhi Gupta, Company Secretary & Compliance Officer
Plot No. 13, Sector 44, Gurgaon - 122001 Haryana - India
Tel No: 0124-4518900; Fax No: 0124-4518912
Email: investors@sandhar.in

(c) Subsidiary companies:

The Company has three direct subsidiaries as per particulars below:

S.No.	Name of subsidiary & its location	Dt. Of incorporation	Nature of subsidiary	Type of subsidiary pursuant to regulation 16(1)(c) of the Listing Regulations. i.e. [Material or otherwise]
1	Sandhar Tooling Pvt. Ltd. Registered office at B-6/20, L.S.C, Safdarjung Enclave, New Delhi-110 029	26th February, 2002	Domestic company	Otherwise
2	Sandhar Strategic Systems Pvt. Ltd. Registered office at Vill. & Post Khandsa, Berhampur Road, Gurgaon-122 001	9th September, 2016	Domestic company	Otherwise
3	Sandhar Technologies Barcelona S.L., Registered at Av. Cal Rubio, no 46, Santa Margarida I els Monjos, Barcelona, Spain	May 18th, 2007	Foreign company (RBI UIN no. NDWAZ20090757)	Otherwise

Company's wholly-owned foreign subsidiary, viz. Sandhar Technologies Barcelona S.L. has the following subsidiaries:

S.No.	Name of subsidiary & its location	Dt. of incorporation	Nature of subsidiary	Type of subsidiary pursuant to regulation 16(1)(c) of the Listing Regulations. i.e. [Material or otherwise]
1	Sandhar Technologies Poland sp. z.o.o. registered office at Ul Legionow 59, 42-200, Czestochowa, Poland	June 20th, 2011	Foreign company	Otherwise
2	Sandhar Technologies De Mexico S. de RL de CV registered office at Av. Torre centro Insurgentes, 3 Parque Opcion, San Jose Iturbide 37980, Guanuato, Mexico	27th February, 2014	Foreign company	Otherwise
3	Breniar Projects s.l. registered office at Av. Cal Rubio, no 46, Santa Margarida I els Monjos, Barcelona, Spain	26th April, 2007	Foreign Company	Otherwise

(D) RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

(E) SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)

The Company has registered on SCORES and every effort is made to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. No Shares are lying in Demat Suspense Account / unclaimed suspense Account. Hence, the disclosure of the same is not applicable.

(F) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Please refer to Management Discussion and Analysis Report for the same. The Company has a Board approved Forex Policy which lays down the principles for hedging of forex risk.

(G) CREDIT RATING

During the year under review India Rating & Research, a credit rating agency registered with SEBI had given the credit ratings as follows:

- i) Long Term Ratings : IND AA-/stable
- ii) Short Term Ratings : IND A1+

(H) DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITORS

Type of Service	March, 2020	March, 2019
As Auditor		
Audit Fees	67.18	64.71
Limited Review	13.00	11.67
In Other Capacity		
Other Services (Certification Fees)	1.00	1.58
Reimbursement of Expenses	5.98	4.02
TOTAL	87.16	84.78