

SANDHAR

Growth. Motivation. Better Life

SANDHAR TECHNOLOGIES LIMITED

Sandhar Technologies Limited (the “Company”) was incorporated as Sandhar Locking Devices Private Limited on October 19, 1987, at New Delhi, India, as a private limited company under the Companies Act, 1956. The name of our Company was subsequently changed to Sandhar Locking Devices Limited on conversion to a public limited company, and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Delhi and Haryana (“RoC”), to our Company on September 21, 1992. Subsequently, the name of our Company was changed from Sandhar Locking Devices Limited to Sandhar Technologies Limited, and a fresh certificate of incorporation, consequent upon change of name was issued by the RoC to our Company on November 11, 2005. For details of change in the name and Registered Office of our Company, see “History and Certain Corporate Matters – Changes in Registered Office” on page 196 of the Red Herring Prospectus dated March 7, 2018 (the “RHP”).

Registered Office: B-6/20, L.S.C. Safdarjung Enclave, New Delhi – 110 029, India. **Corporate Office:** #13, Sector – 44, Gurugram – 122 002, Haryana, India. **Contact Person:** Arvind Joshi, Whole-time Director, Chief Financial Officer, Company Secretary and Compliance Officer. **Tel:** +91 124 451 8900; **Email:** info@sandhar.in; **Website:** www.sandhargroup.com. **Corporate Identity Number:** U74999DL1987PLC029553

OUR PROMOTER: JAYANT DAVAR

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (“EQUITY SHARES”) OF SANDHAR TECHNOLOGIES LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] MILLION (“OFFER”) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹3,000 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 6,400,000 EQUITY SHARES BY GTI CAPITAL BETA PVT LTD (THE “SELLING SHAREHOLDER”) AGGREGATING UP TO ₹[●] MILLION (“OFFER FOR SALE”). THE OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

Price Band: ₹ 327 to ₹ 332 per Equity Share of Face Value of ₹ 10 each.

The Floor Price is 32.7 times the Face Value and the Cap Price is 33.2 times the Face Value.

Bids can be made for a minimum of 45 Equity Shares and in multiples of 45 Equity Shares thereafter.

RISKS TO INVESTORS

- The two BRLMs associated with the Offer have handled 51 public issues in the past three years out of which 16 issues closed below the offer price on listing dates.
- The Price/Earnings ratio based on Standalone EPS and Consolidated EPS for FY 2017 for the Issuer at the upper end of the Price Band is as high as 46.37 and 43.34 respectively, as compared to the average industry peer group P/E ratio of 35.63.
- Average cost of acquisition of Equity Shares for the Selling Shareholder i.e. GTI Capital Beta Pvt Ltd is ₹ 84.00 and Offer Price at upper end of the Price Band is as high as ₹ 332.

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

Mandatory in public issue from January 1, 2016. No cheque will be accepted.

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through ASBA process. ASBA has to be availed by all investors except Anchor Investors. For details on the ASBA process, please refer to the details given in ASBA Forms and abridged prospectus and also please refer to the section “Offer Procedure” on the page 480 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Forms can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Forms can be obtained from Members of the Syndicate, SCSBs, Registered Brokers, RTAs and CDPs, the list of which is available on the website of SEBI at www.sebi.gov.in.

ADDENDUM CUM CORRIGENDUM: NOTICE TO INVESTORS

Our Company has received an intimation dated March 13, 2018 from GTI Capital Beta Pvt Ltd (“GTI”) that GTI has, on March 13, 2018, transferred 2,534,505 Equity Shares for cash, at a price of ₹ 317.66 per Equity Share to Mr. Akash Manek Bhanshali (the “GTI Transfer”). Please note that these Equity Shares, transferred as a part of the GTI Transfer do not form part of the Equity Shares proposed to be offered by GTI, as a part of the Offer for Sale in the Offer. Further, please note that the Equity Shares transferred pursuant to the GTI Transfer, being the pre-Offer Equity Share capital held by persons other than the Promoters, shall be locked-in for a period of one year from the date of Allotment, in accordance with Regulation 37 of the SEBI ICDR Regulations.

1. Pursuant to the GTI Transfer please note the following:

- The number of Shareholders as on date stands updated to 13 instead of 12 as disclosed in the section “Capital Structure” on page 83 of the RHP;

The details of the build-up of Equity Share capital held by the Selling Shareholder in our Company as disclosed in the section “Capital Structure - Details of build-up of Equity Share capital held by the Selling Shareholder” on page 92 of the RHP shall stand modified to include the following details in respect of the GTI Transfer:

Date of allotment/transfer	Nature of transaction	No. of Equity Shares	Cumulative no. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / transfer price per Equity Share	Total consideration
March 13, 2018	Transferred to Akash Manek Bhanshali	(2,534,505)	6,400,000	Cash	10	₹ 317.66	(₹ 805,110,858.30)

Accordingly, the number of Equity Shares held by GTI, as on date will be 6,400,000 Equity Shares representing 12.52% the issued, subscribed and paid up Equity Share capital of our Company;

- The details of the top 10 shareholders as on date of the RHP, as disclosed in the section “Capital Structure - The list of top 10 Shareholders of our Company” on page 94 of the RHP, shall stand modified to reflect the top 10 shareholders as on the date of this addendum as provided below:

Sr. No.	Name of the Shareholder	Number of the Equity Shares held	Percentage (%)
1.	Jayant Davar*	31,306,426	61.20
2.	GTI Capital Beta Pvt Ltd	6,400,000	12.52
3.	Monica Davar	2,622,725	5.13
4.	Akash Manek Bhanshali	2,534,505	4.95
5.	Sanjeevni Impex Private Limited	1,667,727	3.26
6.	YSG Estates Private Limited	1,662,032	3.25
7.	Neel Jay Davar	1,555,995	3.04
8.	Dharmendar Nath Davar	839,582	1.64
9.	Sandhar Infosystems Limited	793,569	1.55
10.	Santosh Davar	785,950	1.54
	TOTAL	50,168,511	98.08

*90,909 Equity Shares are held by Jayant Davar in his capacity as proprietor of Sandhar Enterprises.

- The shareholding pattern of our Company, as on date of the RHP, as disclosed in the section “Capital Structure - Shareholding pattern of our Company” on page 93 of the RHP, shall stand modified to reflect that the total number of public Shareholders as on date is 2 and that the total number of Shareholders as on date is 13; and
- The seventh undertaking under the heading “Undertakings by the Selling Shareholder” in the section “Offer Procedure” on page 488 of the RHP, shall stand modified as follows:

“That, other than through the Offer, it shall not transfer the Equity Shares offered by it as part of the Offer for Sale in terms of the Red Herring Prospectus, during the period commencing from submission of the Draft Red Herring Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted and Equity Shares to be Allotted pursuant to the Offer”.

The above notice is to be read in conjunction with the RHP and the RHP stands updated to the extent stated hereinabove. The aforesaid changes shall also be reflected in the Prospectus.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For Sandhar Technologies Limited

On behalf of the Board of Directors

Date: March 13, 2018

Place: New Delhi

Whole-time Director, Chief Financial Officer, Company Secretary and Compliance Officer

SANDHAR TECHNOLOGIES LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its equity shares (“Equity Shares”) and has filed a Red Herring Prospectus with the Registrar of Companies, Delhi and Haryana. The Red Herring Prospectus will be available on the website of the SEBI at www.sebi.gov.in and the websites of the Book Running Lead Managers at www.icicisecurities.com and www.axiscapital.co.in. Any potential investor should note that investment in Equity Shares involves a high degree of risk. For details, potential investors should refer to the RHP, including the section titled “Risk Factors” on page 20 of the Red Herring Prospectus as supplemented by an addendum dated March 13, 2018. Investors should not refer to the DRHP for making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) (“Regulation S”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. No public offering of securities is contemplated in the United States.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement is not an offer to sell or a solicitation of any offer to buy securities of our Company in the United States.