



## S Chand And Company Limited

Corporate Office: A-27, 2nd Floor, Mohan Co-Operative Industrial Estate, New Delhi - 110044, India.

Registered Office: Ravindra Mansion, Ram Nagar, New Delhi - 110055, India.

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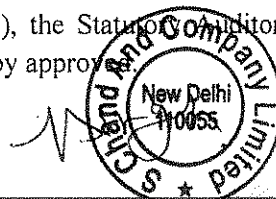
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF S CHAND AND COMPANY LIMITED AT ITS MEETING HELD ON FRIDAY, NOVEMBER 17, 2017 AT A- 27, 2<sup>ND</sup> FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI- 110044 AT 5.30 P.M.**

**“RESOLVED THAT** subject to the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Memorandum and Articles of Association of the Company and subject to the requisite approvals of the members and creditors of the Company, Securities and Exchange board of India (“SEBI”), BSE Limited, National Stock Exchange of India Ltd. (hereinafter collectively referred as “Stock Exchanges”), the Hon’ble National Company Law Tribunal, New Delhi (hereinafter referred as “Tribunal”) or any other relevant authority or regulatory authority, body, institution (hereinafter collectively referred as “Concerned Authority”) of competent jurisdiction under applicable laws for the time being in force empowered to approve the composite scheme of arrangement amongst Blackie & Son (Calcutta) Private Limited, Nirja Publishers & Printers Private Limited, DS Digital Private Limited, Safari Digital Education Initiatives Private Limited and S Chand and Company Limited and their respective shareholders and creditors (hereinafter referred as “Scheme”) and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the members and/or creditors of Company, SEBI, Stock Exchanges, Tribunal or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions, to the Scheme under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred as “Board”), the consent of the Board be and is hereby accorded to the Scheme with effect from Appointed Date i.e. April 1, 2017, as tabled before the Board and initialed by the Chairman.

**RESOLVED FURTHER THAT** the appointment of M/s B. Chhhawchharia & Co. Chartered Accountants, New Delhi (Firm Registration No. 305123E), as valuer for the purpose of determining the share exchange ratio for Scheme, be and is hereby ratified and the valuation report submitted by the aforesaid valuer placed before the Board and initialed by the Chairman, be and is hereby approved.

**RESOLVED FURTHER THAT** the appointment of Real Growth Securities Private Limited, SEBI registered merchant banker (Registration No. INM 000011492) for providing fairness opinion on the valuation carried out by M/s B. Chhhawchharia & Co. Chartered Accountants, be and is hereby ratified and the fairness opinion submitted by the aforesaid merchant banker placed before the Board and initialed by the Chairman, be and is hereby approved.

**RESOLVED FURTHER THAT** Auditor Certificate received from M/s. S.R. Batliboi & Associates, LLP, Chartered Accountants (Firm registration no 101049W), the Statutory Auditors of the Company regarding compliance of the Accounting Treatment, be and is hereby approved.



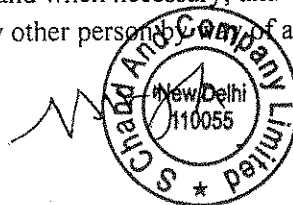
**RESOLVED FURTHER THAT** the report of Audit Committee dated November 17, 2017, recommending the draft Scheme, taking into consideration, inter-alia the valuation report as placed before the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** BSE Limited be and is hereby chosen as designated stock exchange for the purpose of coordinating with SEBI.

**RESOLVED FURTHER THAT** Mr. Himanshu Gupta, Managing Director, Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director, Mr. Saurabh Mittal, Chief Finance Officer and Mr. Jagdeep Singh, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to make such alteration(s) and change(s) in the Scheme as they deem fit or which may be expedient or necessary to effectively implement Scheme or which may be expedient or necessary for satisfying the requirement(s) or condition(s) imposed by the Tribunal and/or Concerned Authorities and/or members and/or creditors of the Companies, provided that prior approval of Board shall be obtained for making any material changes in the Scheme as approved in this meeting.

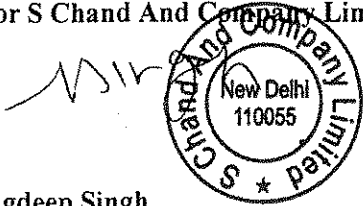
**RESOLVED FURTHER THAT** Mr. Himanshu Gupta, Managing Director, Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director, Mr. Saurabh Mittal, Chief Finance Officer and Mr. Jagdeep Singh, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized:

- a) To make, prepare, sign and file necessary documents along with Scheme with the Stock Exchanges or SEBI or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- b) to make, prepare, sign and file applications, petitions, affidavits and such other documents as may be necessary with Tribunal;
- c) to obtain waiver/directions for holding meetings of the members and creditors of the Company and to sign and issue public advertisements and notices in connection with Scheme;
- d) to make any amendment(s), alteration(s) and modification(s) in the Scheme as may be suggested by the members and creditors of the Company, SEBI, Stock Exchanges, Tribunal and/or Concerned Authorities;
- e) to engage, hire, appoint and remove one or more counsel/advocate/pleader to represent and act on behalf of the Company in the proceedings before the Tribunal, SEBI, Stock Exchanges, Concerned Authorities and/or any other authority in any matter related to Scheme;
- f) to affix the common seal of Company, in accordance with Articles of Association of Company, on such documents and papers as may be necessary in this regard;
- g) to do such things and to take such steps as may be necessary for getting the Scheme approved by members, creditors and sanctioned by Tribunal and/or Concerned Authorities;
- h) to do all such things and to take all such steps as may be necessary for the purpose of ensuring compliance with the directions that may be given by the Stock Exchanges, SEBI, Tribunal and/or Concerned Authorities;
- i) to furnish certified true copies of this resolution as and when necessary; and
- j) to delegate all or any of the aforesaid powers to any other person of a valid power of attorney.



**RESOLVED FURTHER THAT** all acts, deeds, matters and things done by the authorized signatories/ representatives for the aforementioned purpose shall have the same effect as if done by the Board and the Board hereby ratifies/ agrees to ratify any acts, deeds and things done/caused to be done by any authorized signatory i.e. pursuant to the foregoing resolution.”

For S Chand And Company Limited



Jagdeep Singh  
Company Secretary  
Membership No. A15028  
Address: A-27, 2nd Floor  
Mohan Co-operative Industrial  
Estate, New Delhi -110044