

NOTICE

NOTICE is hereby given that 48th Annual General Meeting (“**AGM**”) of Members of S Chand And Company Limited (“**Company**”) will be held on Thursday, September 19, 2019 at 11:30 A.M. at Executive Club Resort, 439, Village Sahaorpur, Post office Fatehpur Beri, New Delhi 110074 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gaurav Kumar Jhunjhnuwala [DIN:03518763], who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Himanshu Gupta as Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable clauses of the Articles of Association of the Company and subject to such other approvals as may be required, approval of the members of the Company, be and is hereby accorded to re-appoint Mr. Himanshu Gupta (DIN: 00054015) as Managing Director, for another term of 5 (five) years from the expiry of his present term of office, that is, with effect from May 22, 2019 on the terms and conditions including remuneration (effective from April 01, 2019) as mentioned below:

Part I: Salary:

- a) Basic Salary- Rs. 10,28,500/- per month

Part II: Perquisites:

Following perquisites upto 10% of the basic salary

- a) Water and Electricity;
- b) Club Membership Fees; and
- c) Medical Expenses

Other Terms and Conditions:

The terms and conditions of appointment of Mr. Himanshu Gupta may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under The Companies Act, 2013 and such alterations/variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to Mr. Himanshu Gupta for attending meeting of the Board of Directors or any committee thereof.

In addition of above basic salary and perquisites, Mr. Himanshu Gupta shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company (subject to a maximum limit of Rs. 50.00 lakhs) in a particular year (calculated under the provisions of Section 198 of The Companies Act, 2013).

Total remuneration to Mr. Himanshu Gupta in any financial year shall not exceed 5% of net profits (calculated under the provisions of Section 198 of The Companies Act, 2013) of the Company during that financial year.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above remuneration and perquisites of Mr. Himanshu Gupta will be within the overall ceiling laid down in Schedule V of The Companies Act, 2013.”

4. **Re-appointment of Mr. Dinesh Kumar Jhunjhnuwala as Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable clauses of the Articles of Association of the Company and subject to such other approvals as may be required, approval of the members of the Company, be and is hereby accorded to re-appoint Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988) as Whole-time Director, for another term of 5 (five) years from the expiry of his present term of office, that is, with effect from March 28, 2019 on the terms and conditions including remuneration (effective from March 28, 2019) as mentioned below:

Part I: Salary:

- a) Basic Salary-Rs. 10,28,500/- per month

Part II: Perquisites:

Following perquisites upto 10% of the basic salary

- a) Water and Electricity;
b) Club Membership Fees; and
c) Medical Expenses

Other Terms and Conditions:

The terms and conditions of appointment of Mr. Dinesh Kumar Jhunjhnuwala may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under The Companies Act, 2013, and such alterations/variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to the Mr. Dinesh Kumar Jhunjhnuwala for attending meeting of the Board of Directors or any committee thereof.

In addition to the basic salary and perquisites, Mr. Dinesh Kumar Jhunjhnuwala shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company (subject to a maximum limit of Rs. 50.00 lakhs) in a particular year (calculated under the provisions of Section 198 of The Companies Act, 2013).

Total remuneration to Mr. Dinesh Kumar Jhunjhnuwala in any financial year shall not exceed 5% of the net profits (calculated under the provisions of Section 198 of The Companies Act, 2013) of the Company during that financial year.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above remuneration and perquisites of Mr. Dinesh Kumar Jhunjhnuwala will be within the overall ceiling laid down in Schedule V of The Companies Act, 2013."

5. Approval for amendments in Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of The Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the rules framed thereunder, consent of the members be and is hereby accorded to amend the Memorandum of Association of the Company by way of replacing references of the provisions of The Companies Act, 1956 and inserting the relevant provisions of The Companies Act, 2013.

RESOLVED FURTHER THAT the amended Memorandum of Association as placed before the members be and is hereby approved."

6. Approval for amendments in Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of The Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the rules framed thereunder, consent of the members be and is hereby accorded to amend the Articles of Association of the Company in the following manner:

- (i) Article 1(zz), definition of Subsidiaries and Joint Ventures Governance Committee be deleted;
(ii) Reference of Subsidiaries and Joint Ventures Governance Committee in Article 39 be deleted;
(iii) Post deletion of the definition and reference of Subsidiaries and Joint Ventures Governance Committee, the remaining Articles of the Articles of Association be renumbered.

RESOLVED FURTHER THAT the amended Articles of Association as placed before the members be and is hereby approved."

By Order of the Board
S Chand And Company Limited

Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028

Date: August 10, 2019
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy in order to be valid and effective must be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the board resolution/authority authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members may avail nomination facility as provided under Section 72 of The Companies Act, 2013.
8. Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the information about the Directors proposed to be appointed/re-appointed is given in the **Annexure I** to this Notice.
9. The Company hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or with M/s. Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participant(s)/R&T of the Company.
10. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent, M/s Link Intime India Private Limited or at the Registered Office of the Company, quoting their Folio number(s). Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Share Transfer Agent. Any such changes effected by the DP will be automatically reflected in the records of the Company subsequently.
11. Electronic copy of the Annual Report for financial year ending March 31, 2019 is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for financial year ending March 31, 2019 is being sent in the permitted mode. Electronic copy of the Notice of the 48th AGM of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 48th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode. Members may also note that the Notice of the 48th AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for financial year ending March 31, 2019 will also be available on the Company's website www.schandgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection without any fee during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: investors@schandgroup.com.
12. Voting through electronic means:
 - I. The Company, in compliance of provisions of Section 108 of The Companies Act 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 48th AGM by electronic means.
 - II. The facility of casting votes by Members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited ("NSDL").
 - (i) The remote e-voting period begins on Sunday, September 15, 2019 (9:00 a.m.) and ends on Wednesday, September 18, 2019 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) The instructions for e-voting are given in the **Annexure II** to this Notice.

- III. Facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- VI. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 12, 2019 may obtain the login ID and password by sending a request at delhi@linkintime.co.in or investors@schandgroup.com.
- VIII. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of The Companies Act, 2013, shall be made available at the commencement of the Meeting and shall remain open and accessible to the Members during the continuance of the Meeting.
- IX. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- X. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.
- XI. Mr. R. S. Bhatia, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting process at the AGM in a fair and transparent manner.
- XII. The Scrutinizer after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website www.schandgroup.com as well as on the website of NSDL after the same is declared by the Chairman/authorized person. The Results shall also be simultaneously forwarded to the stock exchanges.
- XIV. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above, or to the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of The Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of The Companies Act, 2013, and the applicable rules.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Himanshu Gupta was appointed as the Managing Director of the Company on May 22, 2014 for a period of 5 (five) years and his present term has expired on May 21, 2019. The Board of Directors at its meeting held on February 14, 2019, subject to approval of members of the Company, has re-appointed Mr. Himanshu Gupta (DIN: 00054015) as Managing Director of the Company for another term of 5 (five) years with effect from May 22, 2019.

The Board at its meeting held on February 14, 2019 subject to approval of the members has also fixed the remuneration of Mr. Himanshu Gupta on the existing terms and conditions to be paid with effect from April 01, 2019 till the expiry of his term i.e. May 21, 2024. The said re-appointment and remuneration was approved by the Nomination and Remuneration Committee at its meeting held on February 14, 2019 and was recommended to Board for its approval.

Pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable clauses of the Articles of Association of the Company, the above re-appointment and fixation of remuneration requires approval of members of the Company in a general meeting by way of a special resolution. Accordingly, the resolution set out at item no. 3 of the notice is placed before the members for their approval.

The particulars of re-appointment and remuneration of Mr. Himanshu Gupta are as under:

Part I: Salary:

- a) Basic Salary- Rs. 10,28,500/- per month

Part II: Perquisites:**Following perquisites upto 10% of the basic salary**

- a) Water and Electricity;
- b) Club Membership Fees; and
- c) Medical Expenses

Other Terms and Conditions:

The terms and conditions of appointment of Mr. Himanshu Gupta may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under The Companies Act, 2013 and such alterations/variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to Mr. Himanshu Gupta for attending meeting of the Board of Directors or any committee thereof.

In addition of above basic salary and perquisites, Mr. Himanshu Gupta shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company (subject to a maximum limit of Rs. 50.00 lakhs) in a particular year (calculated under the provisions of Section 198 of The Companies Act, 2013).

Total remuneration to Mr. Himanshu Gupta in any financial year shall not exceed 5% of net profits (calculated under the provisions of Section 198 of The Companies Act, 2013) of the Company during that financial year.

Mr. Himanshu Gupta is not disqualified from being re-appointed as Managing Director in terms of Section 164 of The Companies Act, 2013. He is not debarred from holding the office of Director pursuant to any SEBI order.

The details as per Schedule V of The Companies Act, 2013 are as under:

I. General information:		
(1)	Nature of Industry	Publishing
(2)	Date of commencement of commercial production	09/09/1970
(3)	Financial performance based on given indicators	Revenue from Operations were lower by 34% at Rs. 5220 millions, Gross Margins was Rs. 2964 millions at 56.8%, EBIDTA Loss was Rs. 195 millions at 3.7 % and PAT Loss was Rs. 669 millions at 12.8 % which includes an extraordinary loss of Rs. 233 millions
(4)	Foreign investments or collaborations, if any	N.A.
II Information about the appointee:		
(1)	Background details	Mr. Himanshu Gupta holds a bachelor's degree in commerce from the University of Delhi. He has been associated with our Company since 2000 and accordingly, has over 19 years of experience in the knowledge products and services industry.
(2)	Past remuneration	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary
(3)	Recognition or awards	He was the vice president (south) of the Federation of Indian Publishers for the year 2012-2013. He is a recipient of 'Young Publisher Award' by the Federation of Educational Publishers in India for the year 2011.
(4)	Job profile and his suitability	Mr. Himanshu Gupta is involved with Strategic Planning, Investments, Sales and Marketing, Publishing, Operations, Printing and Procurement functions of the business. He has over 19 years of experience in the Industry
(5)	Remuneration proposed	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is at par with companies in the education industry both listed and unlisted and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration, Mr. Himanshu Gupta does not have any pecuniary relationship with the Company. Ms. Savita Gupta is the mother of Mr. Himanshu Gupta.

III Other Information:		
(1)	Reasons of loss or inadequate profits	The business was impacted by sales return from channel partners on the back of the expectation of change in curriculum under the New Education Policy (NEP) which was expected during the Financial Year. Further, there was an incremental provision for returns and discounts, which was a one time impact. The Company also suffered a one time loss on certain titles being returned. All of the above impacted revenues which led to lower gross margin with fixed costs being higher, the Company reported losses.
(2)	Steps taken or proposed to be taken for improvement	Though currently Company has reported losses but the Company always focus on optimizing cost and enhancing efficiency. In furtherance of this objective, during the financial year the Company has consolidated its operations and optimize resources which are expected to result in considerable cost saving and improved efficiency thereby improving overall performance of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The Company expects Revenues to grow by 15-18% retain its Gross Margins by 58-60%, EBITDA Margins by 18-20% and Net Margins by 4-6%

Your Board recommends the proposed Special Resolution set out at Item No. 3 for your approval.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the accompanying notice except Mr. Himanshu Gupta and Ms. Savita Gupta who is relative of Mr. Himanshu Gupta.

Item No. 4

Mr. Dinesh Kumar Jhunjhnuwala was appointed as the Whole-time Director of the Company on March 28, 2014 for a period of 5 (five) years and his present term has expired on March 27, 2019. The Board of Directors at its meeting held on February 14, 2019, subject to approval of members of the Company, has re-appointed Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988) as Whole-time Director of the Company for another term of 5 (five) years with effect from March 28, 2019.

The Board at its meeting held on February 14, 2019 subject to the approval of the members has fixed the remuneration of Mr. Dinesh Kumar Jhunjhnuwala on the existing terms and conditions to be paid with effect from March 28, 2019 till the expiry of his term i.e. March 27, 2024. The said re-appointment and remuneration was approved by the Nomination and Remuneration Committee at its meeting held on February 14, 2019 and was recommended to Board for its approval.

Pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable clauses of the Articles of Association of the Company, the above re-appointment and fixation of remuneration requires approval of members of the Company in a general meeting by way of a special resolution. Accordingly, the resolution set out at item no. 4 of the notice is placed before the members for their approval.

The particulars of re-appointment and remuneration of Mr. Dinesh Kumar Jhunjhnuwala are as under:

Part I: Salary:

a) Basic Salary- Rs. 10,28,500/- per month

Part II: Perquisites:

Following perquisites upto 10% of the basic salary

- Water and Electricity;
- Club Membership Fees; and
- Medical Expenses

Other Terms and Conditions:

The terms and conditions of appointment of Mr. Dinesh Kumar Jhunjhnuwala may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under The Companies Act, 2013 and such alterations/ variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to Mr. Dinesh Kumar Jhunjhnuwala for attending meeting of the Board of Directors or any committee thereof.

In addition of above basic salary and perquisites, Mr. Dinesh Kumar Jhunjhnuwala shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company (subject to a maximum limit of Rs. 50.00 lakhs) in a particular year (calculated under the provisions of Section 198 of The Companies Act, 2013).

Total remuneration to Mr. Dinesh Kumar Jhunjhnuwala in any financial year shall not exceed 5% of net profits (calculated under the provisions of Section 198 of The Companies Act, 2013) of the Company during that financial year.

Mr. Dinesh Kumar Jhunjhnuwala is not disqualified from being re-appointed as Whole-time Director in terms of Section 164 of The Companies Act, 2013. He is not debarred from holding the office of director pursuant to any SEBI order.

The details as per Schedule V of The Companies Act, 2013 are as under:

I. General information:		
(1)	Nature of Industry	Publishing
(2)	Date of commencement of commercial production	09/09/1970
(3)	Financial performance based on given indicators	Revenue from Operations were lower by 34% at Rs. 5220 millions, Gross Margins was Rs. 2964 millions at 56.8%, EBIDTA Loss was Rs. 195 millions at 3.7 % and PAT Loss was Rs. 669 millions at 12.8 % which includes an extraordinary loss of Rs. 233 millions
(4)	Foreign investments or collaborations, if any	N.A.
II Information about the appointee:		
(1)	Background details	Mr. Dinesh Kumar Jhunjnuwala has received basic education. He has been associated with our Company since 2004 and accordingly, has over 15 years of experience in the knowledge products and services industry.
(2)	Past remuneration	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	Mr. Dinesh Kumar Jhunjnuwala is involved with Strategic Planning, Investments, Finance, Operations, Digital business functions of the business. He has over 15 years of experience in the Industry
(5)	Remuneration proposed	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is at par with companies in the education industry both listed and unlisted and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration, Mr. Dinesh Kumar Jhunjnuwala does not have any pecuniary relationship with the Company. Mr. Gaurav Kumar Jhunjnuwala, Director of the Company is the son of Mr. Dinesh Kumar Jhunjnuwala.
III Other Information:		
(1)	Reasons of loss or inadequate profits	The business was impacted by sales return from channel partners on the back of the expectation of change in curriculum under the New Education Policy (NEP) which was expected during the Financial Year. Further, there was an incremental provision for returns and discounts, which was a one time impact. The Company also suffered a one time loss on certain titles being returned. All of the above impacted revenues which led to lower gross margin with fixed costs being higher, the Company reported losses.
(2)	Steps taken or proposed to be taken for improvement	Though currently Company has reported losses but the Company always focus on optimizing cost and enhancing efficiency. In furtherance of this objective, during the financial year the Company has consolidated its operations and optimize resources which are expected to result in considerable cost saving and improved efficiency thereby improving overall performance of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The Company expects Revenues to grow by 15-18%, retain its Gross Margins by 58-60%, EBIDTA Margins by 18-20% and Net Margins by 4-6%

Your Board recommends the proposed Special Resolution set out at Item No. 4 for your approval.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the accompanying notice except Mr. Dinesh Kumar Jhunjnuwala and Mr. Gaurav Kumar Jhunjnuwala who is relative of Mr. Dinesh Kumar Jhunjnuwala.

Item No. 5

The existing Memorandum of Association ("MOA") of the Company has references of the provisions of The Companies Act, 1956. The MOA is required to be amended by way of deleting the references of The Companies Act, 1956 and inserting the relevant provisions of The Companies

Act, 2013. The Board of Directors at its meeting held on May 28, 2019, has approved the amendments in MOA to incorporate the reference of relevant provisions of The Companies Act, 2013 and delete the reference of provisions of The Companies Act, 1956. Further, as per the provisions of Section 13 of The Companies Act, 2013 for amending MOA, approval of the members of the Company is required by way of passing a special resolution in general meeting.

Accordingly, the approval of the members is being sought, by way of Special Resolution to amend the MOA of the Company.

A draft copy of the amended MOA of the Company will be available for inspection by the members at the Registered Office of the Company in physical form between 11:00 A.M. to 01:00 P.M. on working days upto the date of Annual General Meeting.

None of the directors or key managerial personnel and/or their relatives is deemed to be interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Item No. 6

As per the existing Articles of Association ("AOA"), the Company has a Subsidiaries and Joint Ventures Governance Committee which takes all decisions on matters relating to the material subsidiaries and joint venture companies of the Company on behalf of the Company as specifically set out in the Articles of Association of respective subsidiaries, including all such matters that require the Company to vote in its capacity as a shareholder in such subsidiaries or joint venture companies.

The Board of material subsidiaries comprises of one Independent Director who is also an Independent Director on the Board of the Company. All the important matters of the material subsidiaries are reviewed by them and these matters are placed before the Board of the Company for its consideration and approval. Also the Company does not have any joint venture company. Thus, considering this, Board of the Company felt that this Subsidiaries and Joint Venture Governance Committee is no longer required and accordingly Board dissolved this committee with effect from May 28, 2019.

The dissolution of the Subsidiaries and Joint Ventures Governance Committee will also lead to amendments in the existing AOA of the Company by way of deleting the references of this Committee. Thus, the Board of Directors subject to the approval of the members at its meeting held on May 28, 2019, approved the following amendments in the existing AOA:

- (i) Article 1(zz), definition of Subsidiaries and Joint Ventures Governance Committee be deleted;
- (ii) Reference of Subsidiaries and Joint Ventures Governance Committee in Article 39 be deleted;
- (iii) Post deletion of the definition and reference of Subsidiaries and Joint Ventures Governance Committee, the remaining Articles of the AOA be renumbered.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of The Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the rules framed thereunder, for amending the AOA the approval of the members is required by way of passing special resolution in general meeting.

Accordingly, the approval of the members is being sought, by way of Special Resolution to amend the AOA of the Company.

A draft copy of the amended AOA of the Company will be available for inspection of the members at the Registered Office of the Company in physical form between 11:00 A.M. to 01:00 P.M. on working days upto the date of Annual General Meeting.

None of the directors or key managerial personnel and/or their relatives is deemed to be interested or concerned in this resolution, except to the extent of their shareholding in the Company.

By Order of the Board

**Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028
Date: August 10, 2019**

**Registered Office:
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044
Tel:+91 11 49731800
Fax:+91 11 49731801
Website: www.schandgroup.com
E-mail: investors@schandgroup.com**

ANNEXURE I TO NOTICE

Details of Director seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Mr. Himanshu Gupta (DIN: 00054015)	Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)
Date of Birth	27/09/1978	26/08/1960
Age	40 years	58 years
Date of first appointment on the Board	21/04/2000	11/12/2004
Qualifications	Bachelor's degree in commerce from the University of Delhi	Basic Education
Nature of expertise in specific functional areas	19 years of experience in knowledge products and services industry	15 years of experience in knowledge products and services industry
Disclosure of relationships between directors inter-se	Mr. Himanshu Gupta is the son of Ms. Savita Gupta	Mr. Dinesh Kumar Jhunjhnuwala is the father of Mr. Gaurav Kumar Jhunjhnuwala
No. of shares held in the Company	5,876,454 Equity Shares	3,795,229 Equity Shares
Directorships in other Companies (excluding private Companies, Section 8 companies and foreign companies)	<ol style="list-style-type: none"> 1. New Saraswati House (India) Pvt. Ltd. 2. Chhaya Prakashani Pvt. Ltd. 3. DS Digital Pvt. Ltd. 4. Vikas Publishing House Pvt. Ltd. 5. Nirja Publishers & Printers Pvt. Ltd. 6. S Chand Edutech Pvt. Ltd. 	<ol style="list-style-type: none"> 1. New Saraswati House (India) Pvt. Ltd. 2. Chhaya Prakashani Pvt. Ltd. 3. DS Digital Pvt. Ltd. 4. Vikas Publishing House Pvt. Ltd. 5. Nirja Publishers & Printers Pvt. Ltd. 6. S Chand Edutech Pvt. Ltd.
Memberships/Chairmanships of Committees of other Companies including S Chand	<p>S Chand And Company Ltd.</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee-Member • Corporate Social Responsibility Committee-Member • Administrative Committee-Member <p>Chhaya Prakashani Pvt. Ltd.</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member • Corporate Social Responsibility Committee-Member • Administrative Committee-Member <p>Vikas Publishing House Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member • Administrative Committee-Member <p>New Saraswati House (India) Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member <p>DS Digital Pvt. Ltd.</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member <p>Nirja Publishers & Printers Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Chairman 	<p>Nirja Publishers & Printers Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member <p>Vikas Publishing House Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member • Administrative Committee-Member <p>New Saraswati House (India) Pvt. Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member <p>DS Digital Private Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member <p>S Chand And Company Ltd.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member • Administrative Committee-Member <p>Chhaya Prakashani Pvt. Ltd.</p> <ul style="list-style-type: none"> • Administrative Committee-Member
Terms and Condition of appointment / re-appointment	As per Employment Agreement dated September 15, 2012	As per Employment Agreement dated September 15, 2012
Remuneration to be paid	Rs. 10,28,500/- per month plus perquisites upto 10% of salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs)	Rs. 10,28,500/- per month plus perquisites upto 10% of salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs)
Remuneration last drawn	Rs. 12.88 millions	Rs. 12.95 millions
Number of Board meeting attended during the year	6 out of 6	6 out of 6

ANNEXURE II TO NOTICE

Instructions for e-voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsbhatacs@aol.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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S Chand And Company Limited

Corporate Identification Number-L22219DL1970PLC005400

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi 110044

Tel.: +91 11 4973 1800; Fax: +91 11 4973 1801

Website: www.schandgroup.com

Forty Eighth Annual General Meeting to be held on Thursday, September 19, 2019

at 11:30 A.M. at Executive Club Resort, 439, Village Sahaoorpur,

Post office Fatehpur Beri, New Delhi 110074

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of The Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

CIN : L22219DL1970PLC005400
Name of the Company : S Chand And Company Ltd.
Registered office : A-27, Second Floor, Mohan Co-operative Industrial Estate, New Delhi 110044

Name of the Member:	
Registered Address:	
E-mail Id:	
Folio No./Client Id:	
DP Id:	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

- Name : _____ Address : _____
Email id : _____ Signature : _____, or failing him/her
- Name : _____ Address : _____
Email id : _____ Signature : _____, or failing him/her
- Name : _____ Address : _____
Email id : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, September 19, 2019 at 11:30 A.M. at Executive Club Resort, 439 Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074 and at any adjournment thereof in respect of such resolutions as is indicated below:

S. No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the Reports of Directors and Auditors thereon		
2	To appoint a Director in place of Mr. Gaurav Kumar Jhunjhuwala (DIN: 03518763), who retires by rotation, and being eligible, offers himself for re-appointment		
Special Business			
3	Re-appointment of Mr. Himanshu Gupta as Managing Director of the Company		
4	Re-appointment of Mr. Dinesh Kumar Jhunjhuwala as Whole-time Director of the Company		
5	Approval for amendments in Memorandum of Association of the Company		
6	Approval for amendments in Articles of Association of the Company		

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

- The form should be signed across the stamp as per specimen signature registered with the Company
- The Companies Act, 2013 lays down that the instrument appointing a proxy, in order to be effective, shall be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting. A proxy need not be a member of the Company.
- A Member may vote 'for' or 'against' each resolution. Please put a ✓ in the Box in the appropriate column either 'for' or 'against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



S Chand And Company Limited

Corporate Identification Number-L22219DL1970PLC005400

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi 110044

Tel.: +91 11 4973 1800; Fax: +91 11 4973 1801

Website: www.schandgroup.com

Forty Eighth Annual General Meeting to be held on Thursday, September 19, 2019

at 11:30 A.M. at Executive Club Resort, 439, Village Sahaoorpur,

Post office Fatehpur Beri, New Delhi 110074

Attendance Slip

DPID-CLID/Folio No. : _____

Name of Shareholder(s) : _____

Address : _____

I / We certify that I am / we are Member(s) / Proxy of the Member(s) of the Company holding shares.

I hereby record my presence at the Forty Eighth Annual General Meeting of the Company to be held on Thursday, September 19, 2019 at 11:30 A.M. at Executive Club Resort, 439, Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074.

Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters _____ (in case the Proxy attends the meeting).
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

Electronic Voting Event No. (EVEN)	User ID	Sequence Number
111382		

Note: Please read the instructions printed under Annexure II to the Notice dated August 10, 2019 of the Forty Eighth Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on September 15, 2019 and ends at 5:00 p.m. (IST) on September 18, 2019. The voting module shall be disabled by NSDL for voting thereafter.

ROUTE MAP FROM QUTAB MINAR TO THE EXECUTIVE CLUB

