

## NOTICE

**NOTICE** is hereby given that 47<sup>th</sup> Annual General Meeting ("**AGM**") of Members of S Chand And Company Limited ("**Company**") will be held on Tuesday, September 25, 2018 at 4:00 pm at Executive Club Resort, 439, Village Sahaoorpur, 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, 2018 and the Reports of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Dinesh Kumar Jhunjhnuwala (DIN:00282988), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. Rajagopalan Chandrashekar as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force, Mr. Rajagopalan Chandrashekar (DIN: 03634002), who was appointed as an Additional (Independent) Director of the Company with effect from July 23, 2018, as per the provisions of Section 161 of the Act and the Articles of Association of the Company to hold office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 23, 2018 to July 22, 2023.

**RESOLVED FURTHER THAT** the Board of Directors including Nomination and Remuneration Committee thereof and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### 5. Approval of S Chand - Employees Stock Option Plan 2018

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013 ("**the Act**") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("**the SEBI ESOS Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Members be and is hereby accorded to introduce and implement the S Chand - Employees Stock Option Plan 2018 ("**ESOP - 2018/Scheme**") the salient features of which are detailed in the explanatory statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, but excluding promoter, promoter group and independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "**Employees**") selected on the basis of criteria decided by the Board under the ESOP - 2018, such number of stock options convertible into equity shares of the Company ("**Options**"), in one or more tranches, not exceeding 1,90,000 (One Lac Ninety Thousand Only) equity shares of face value of Rs. 5 each, at an exercise price of Rs. 355 per option and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP - 2018, and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the ESOP-2018 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said equity shares of the Company in accordance with the provisions of the Act/Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP - 2018 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP - 2018 and the exercise price of Options granted under the ESOP - 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock Options under the ESOP - 2018.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorized to formulate, evolve, decide upon and implement the ESOP - 2018, determine the detailed terms and conditions of the aforementioned ESOP - 2018 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such stock Options shall lapse and to grant such number of Options, to such employees of the Company, at an exercise price of Rs. 355 per option, at such time and on such terms and conditions as set out in the ESOP - 2018 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOS Regulations for the purposes of administration of ESOP - 2018.

**RESOLVED FURTHER THAT** the Board is hereby authorized to make any modifications, changes, variations, alterations or revisions in the ESOP - 2018 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP - 2018 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP - 2018 on the stock exchanges, where the shares of the Company are listed in accordance with the provisions of the SEBI ESOS Regulations, the SEBI LODR Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP - 2018 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

#### 6. Extension of S Chand - Employees Stock Option Plan 2018 to the employees of Subsidiary Company(ies)

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013 (**"the Act"**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (**"the SEBI ESOS Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI LODR Regulations"**), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include any Committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to extend the benefits of S Chand - Employees Stock Option Plan 2018 (**"ESOP - 2018/Scheme"**) proposed in the resolution number 5 above to such persons who are in the permanent employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as **"Subsidiary Companies"**), whether working in India or out of India and to the directors of the Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, hereinafter referred to as **"Subsidiary Companies Employees"** at an exercise price of Rs. 355 per option in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP - 2018.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP - 2018 from time to time or to suspend, withdraw, or revive ESOP - 2018 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Subsidiary Companies Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

**7. Levy of charges for delivery of any document to member through a particular mode requested by such member**

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

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to charge from the member in advance such fees equivalent to the estimated actual expenses of delivery of the documents to the member through a particular mode requested by such member.

**RESOLVED FURTHER THAT** Mr. Himanshu Gupta, Managing Director and Mr. Jagdeep Singh, Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board  
S Chand And Company Limited

Sd/-  
**Jagdeep Singh**

Company Secretary  
Membership No. A15028

Date: August 8, 2018

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 Member. The instrument appointing proxy in order to be valid and effective must be deposited at the Registered Office/Corporate 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 AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The register of Members and share transfer books of the Company shall remain closed from –Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive).
8. Final Dividend on equity shares as recommended by the Board of Directors for the year ended March 31,2018, if approved at the Meeting, will be paid within a period of 30 days from the date of declaration, to those eligible Members who hold shares:
  - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as on Tuesday, September 18, 2018.
  - (b) In physical mode, if their names appear in the Company’s Register of Members after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents on or before Tuesday, September 18, 2018.
9. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
10. Pursuant to Regulation 36(3) of the SEBI Listing Regulations 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.
11. The Company hereby request 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 Participants / R&T of the Company.

12. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents, M/s Link Intime India Private Limited or to 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 Agents. Any such changes effected by the DP will be automatically reflected in the records of the Company subsequently.
13. Electronic copy of the Annual Report for financial year ending March 31, 2018 is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(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, 2018 is being sent in the permitted mode. Electronic copy of the Notice of the 47<sup>th</sup> 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 Participants(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 47<sup>th</sup> 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 47<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for financial year ending March 31, 2018 will also be available on the Company's website [www.schandgroup.com](http://www.schandgroup.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office/Corporate 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](mailto:investors@schandgroup.com).
14. 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 SEBI Listing Regulations, as amended, is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the 47<sup>th</sup> 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 Central Depository Services (India) Limited ("CDSL").
    - (i) The remote e-voting period begins on Friday, September 21, 2018 (9.00 am) and ends on Monday, September 24, 2018 (5.00pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of September 18, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iii) Click on Shareholders.
    - (iv) Now Enter your User ID
      - (a) For CDSL: 16 digits beneficiary ID,
      - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in

the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN of S Chand And Company Limited
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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.
- 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 18, 2018 may obtain the login ID and password by sending a request at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [investors@schandgroup.com](mailto:investors@schandgroup.com).
- VIII. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, 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 Participants 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 for registration of transfer of securities.

- 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 shall 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 alongwith the Scrutinizer's Report shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website [www.schandgroup.com](http://www.schandgroup.com) as well as on the website of CDSL 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 Agents 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 Act, 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 Act, and the applicable rules.

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

### Item No. 4

In accordance with the Section 161 and other applicable provisions of the Act and the relevant provisions of the Articles of Association of the Company, Mr. Rajagopalan Chandrashekar (DIN: 03634002) was appointed as an Additional Director (Independent) with effect from July 23, 2018 to hold office as an Additional Director upto the date of ensuing Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Rajagopalan Chandrashekar for the office of Independent Director of the Company.

Mr. Rajagopalan Chandrashekar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as the Director of the Company. The Company has received a declaration from Mr. Rajagopalan Chandrashekar that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

A brief resume of Mr. Rajagopalan Chandrashekar having details forms part of Annexure I of this Notice. In the opinion of your Board, Mr. Rajagopalan Chandrashekar is eligible and fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Mr. Rajagopalan Chandrashekar is not debarred from holding the office of director pursuant to any SEBI order or any authority.

Considering his academic and professional background and vast experience, your Board is of the view that the appointment of Mr. Rajagopalan Chandrashekar on the Board of Directors as an Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Rajagopalan Chandrashekar as an Independent Director of the Company for a period of 5 (five) consecutive years effective from July 23, 2018 by way of passing an Ordinary Resolution.

Except Mr. Rajagopalan Chandrashekar, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Rajagopalan Chandrashekar is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

A copy of the Letter of Appointment for Independent Director, setting out terms and conditions of his appointment, is available and open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of Meeting and will also be made available at the Meeting.

### Item No. 5 & 6

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Subsidiary Company(ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company(ies) on the growth path.

Keeping in line with the above, "S Chand - Employees Stock Option Plan 2018" ("the ESOP 2018/Scheme") has been formulated by the Company and to be implemented by Nomination and Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI and other applicable laws. ESOP 2018 has been approved by the Board of Directors at their Meeting held on August 8, 2018 subject to the approval of the Members.

ESOP 2018 will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a committee of the Board of Directors. The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the ESOP 2018 including:

- Number of Options to be granted to any Employee, and in the aggregate;
- Terms on which the Options will vest;
- The conditions under which Options vested in Employees may lapse in case of termination of Employees for misconduct;
- The exercise period within which an Employee should exercise the Options, and lapsing of Options on failure to exercise the Options within the exercise period;
- The specified time period within which the Employee shall exercise the vested Options in the event of termination or resignation of the Employee;
- The right of an Employee to exercise all the Options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- The grant, vesting and exercise of Options in case of Employees who are on long leave; and
- Any other related or incidental matters.

Brief Description of the ESOP 2018/Scheme is given as under:

**a) The total number of Options to be granted**

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the option holders to acquire in one or more tranches upto 1,90,000 (One Lac Ninety Thousand Only) equity shares of Rs. 5 each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling of shares shall be deemed to be increased to the extent of such additional equity shares issued.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP - 2018.

**b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole time Director or not) and its Subsidiary Company(ies), (present or future) (excluding promoters and an employee who is a promoter or a person belonging to the promoter Group) and further excluding a director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the ESOP 2018 shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

**c) Terms of the scheme:**

- (1) The Company shall not vary the terms of the Scheme in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the Company may by special resolution in a general meeting vary the terms of the Scheme offered pursuant to an earlier resolution of the general meeting but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option grantees.
- (3) The notice for passing special resolution for variation of terms of the Scheme shall disclose full details of the variation, the rationale therefore, and the details of the Option grantees who are beneficiaries of such variation.
- (4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the Members in general meeting has been obtained for such re-pricing.

#### d) Transferability of Employee Stock Options:

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death and permanent in-capacitance of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination (with cause) of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option grantee who has been granted benefits under the Scheme is transferred or deputed to subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

#### e) Requirements of vesting and period of vesting

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP - 2018.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	All vested Options as on date of submission of resignation may be exercised by the Option Grantee <b>on or before his last working day</b> with the Company.	All unvested Options on the date of submission of resignation shall stand <b>cancelled</b> with effect from that date.
2	Termination (without Cause)	All vested Options as on date of submission of resignation may be exercised by the Option Grantee <b>on or before his last working day</b> with the Company.	All unvested Options on the date of submission of resignation shall stand <b>cancelled</b> with effect from that date.
3	Termination (with Cause)	All vested Options which were not allotted at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.	All unvested Options on the date of such termination shall stand <b>cancelled</b> with effect from the termination date.
4	Retirement or early Retirement approved by the Company	All vested Options as on date of retirement may be exercised by the Option Grantee <b>within 6 months from the date of retirement.</b>	All unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee <b>within 6 months from the date of retirement.</b>
5	Death	All vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than <b>6 months</b> from the date of Death.	All the unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within <b>6 months</b> from the date of Death.
6	Permanent Disability	All vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than <b>6 months</b> from the date of such disability.	All the unvested Options as on the date of such permanent disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than <b>6 months</b> from the date of such disability.
7	Abandonment*	All the vested Options shall stand <b>cancelled.</b>	All the unvested Options shall stand <b>cancelled.</b>
8	Other reasons apart from those mentioned above	The Committee shall decide whether the vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All unvested Options on the date of separation shall stand <b>cancelled</b> with effect from that date.

\* The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

#### f) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (five) years from the date of grant of Options, unless otherwise decided by the Nomination and Remuneration Committee.

#### g) Exercise price or pricing formula

Exercise Price means the price at which the Option grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price shall be Rs. 355 per option.



#### **h) Exercise period and process of exercise**

The exercise period shall not be more than 5 years from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the exercise price shall be made at the time of exercise by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board/Committee may decide.

#### **i) Appraisal Process for determining the eligibility of Employees to the Scheme.**

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

#### **j) Maximum number of options to be issued per Employee and in the aggregate**

The number of Options that may be granted to any specific employee under ESOP - 2018 shall not exceed the number of shares equivalent to 1% of the issued share capital of the Company and in aggregate if the prior specific approval from Members of the Company through a special resolution to this effect is not obtained.

#### **k) Certificate from auditors**

The Board of Directors shall at each annual general meeting place before the Members a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

#### **l) Whether the scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

#### **m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust**

The Scheme will involve only new issue of shares by the Company.

#### **n) Disclosure and accounting policies**

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

#### **o) Method of Valuation**

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The Company will follow IFRS/ IND AS/ any other requirements for the same.

#### **p) Rights of the option holder**

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

#### **q) Consequence of failure to exercise option**

All unexercised Options shall lapse if not exercised on or before the exercised period ends. The amount payable by the Employee, if any, at the time of grant of Option, -

- (a) may be forfeited by the Company if the Option is not exercised by the Employee within the exercise period; or
- (b) may be refunded to the Employee if the Options are not vested due to non-fulfilment of conditions relating to vesting of option as per the Scheme.

#### **r) Other terms**

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP - 2018, subject to compliance with the applicable laws and Regulations.

The equity shares may be allotted directly to the Option grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the Members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions No. 5 and 6, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the resolutions set out in Item No. 5 and 6 of the Notice for adoption by the Members as Special Resolution(s).

## Item No. 7

As per the provisions of Section 20 (2) of the Companies Act, 2013 a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office address or by such electronic or other mode as may be prescribed. Further, a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company at its Annual General Meeting.

Therefore, to enable the Members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since, as per the above provisions of the Act the fees is to be determined in the Annual General Meeting, your Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of this Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members at the Registered Office of the Company during business hours on any working day.

**By Order of the Board**

**Sd/-**

**Jagdeep Singh**

Company Secretary

Membership No. A 15028

Delhi, August 8, 2018,

**Registered Office:**

Ravindra Mansion

Ram Nagar, New Delhi-110055

Tel:+91 11 66672000

Fax:+91 11 23677446

Website: [www.schandgroup.com](http://www.schandgroup.com)

E-mail: [investors@schandgroup.com](mailto: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	Ms. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)	Mr. Rajagopalan Chandrashekar (DIN: 03634002)
Date of Birth	26/08/1960	07/09/1977
Age	58 yrs.	40 yrs.
Date of Appointment	11/12/2004	23/07/2018
Qualifications	Basic Education	Industrial engineer from NIT, Jalandhar and management graduate from NITIE, Mumbai
Expertise in specific functional area	12 years of experience in knowledge products and services industry	15 years of experience in Strategy, Corporate planning and Business development, straddling sectors across banking, management consulting, infrastructure, education
Disclosure of relationships between directors inter-se	He is father of Mr. Gaurav Kumar Jhunjhnuwala	N.A
No. of shares held in the Company	3790229 Equity Shares	Nil
Directorships in other Companies (excluding private Companies, Section 8 companies and foreign companies)	<ol style="list-style-type: none"> <li>1. New Saraswati House (India ) Private Limited</li> <li>2. Chhaya Prakashani Private Limited</li> <li>3. DS Digital Private Limited</li> <li>4. Vikas Publishing House Private Limited</li> <li>5. Nirja Publishers &amp; Printers Private Limited</li> <li>6. S Chand Edutech Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Vikas Publishing House Private Limited</li> <li>2. Safari Digital Education Initiatives Private Limited</li> <li>3. DS Digital Private Limited</li> <li>4. New Saraswati House (India) Private Limited</li> <li>5. Chhaya Prakashani Pvt. Ltd.</li> </ol>
Memberships/Directorships of Committees of other Companies including S Chand	<p><b>Nirja Publishers &amp; Printers Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee-Member</li> </ul> <p><b>Vikas Publishing House Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee-Member</li> </ul> <p><b>New Saraswati House (India) Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee-Chairman</li> </ul> <p><b>DS Digital Private Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> </ul> <p><b>S Chand And Company Ltd.</b></p> <ul style="list-style-type: none"> <li>• Subsidiaries and Joint Ventures Governance Committee-Member</li> <li>• Corporate Social Responsibility Committee-Member</li> <li>• Administrative Committee-Member</li> <li>• IPO Committee-Member</li> </ul>	<p><b>Vikas Publishing House Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee-Member</li> </ul> <p><b>DS Digital Private Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee-Member</li> </ul> <p><b>New Saraswati House (India) Private Limited</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee-Member</li> </ul> <p><b>Chhaya Prakashani Private Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee-Chairman</li> <li>• Corporate Social Responsibility Committee-Member</li> </ul>
Terms and Condition of appointment / re-appointment	As per Employment Agreement dated September 15, 2012	Appointed as an Independent Director for a period of 5 (five) consecutive years effective from July 23, 2018 subject to the approval of Members. As an Independent Director he is entitled for sitting fees as may be determined by the Board from time to time and reimbursement of expenses for participation in the meeting of Board or any committee thereof.
Remuneration to be paid	Rs. 12.34 Millions Plus perquisites upto 10% of salary and commission upto 1% of net profit for the year	Nil
Remuneration last drawn	Rs. 16.42 Millions	N.A.
Number of Board meeting attended during the year	6 out of 7	N.A.

Mr. Dinesh Kumar Jhunjhnuwala being appointee and Mr. Gaurav Kumar Jhunjhnuwala being his relative and to the extent of their shareholding interest in the Company are concerned or interest in the resolution set out at Item no. 3.

Except Mr. Rajagopalan Chandrashekar being appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Your Board recommends the above ordinary resolutions as set out in this Notice for your approval.



## S Chand And Company Limited

Corporate Identification Number-L22219DL1970PLC005400

Registered Office: Ravindra Mansion, Ram Nagar, Delhi - 110055

Tel.: +91 11 666 72000 ; Fax: +91 91 11 23677446

Corporate Office A-27, Second Floor, Mohan Co-operative Industrial Estate, New Delhi 110044

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

Website: www.schandgroup.com

Forty Seventh Annual General Meeting to be held on Tuesday, September 25, 2018

at 4:00P.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 : Ravindra Mansion, Ram Nagar, New Delhi - 110055

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 Tuesday, 25<sup>th</sup> day of September, 2018 at 4:00 P.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
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the Reports of Directors and Auditors thereon		
2	To declare final dividend on equity shares for the financial year ended March 31, 2018.		
3	To appoint a Director in place of Mr. Dinesh Kumar Jhunjhnuwala (DIN 00282988), who retires by rotation, and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
4	Appointment of Mr. Rajagopalan Chandrashekar as an Independent Director of the Company		
5	Approval of S Chand - Employees Stock Option Plan 2018		
6	Extension of S Chand - Employees Stock Option Plan 2018 to the employees of Subsidiary Company(ies)		
7	Levy of charges for delivery of any document to member through a particular mode requested by such member		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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/Corporate 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.



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

Website: www.schandgroup.com

Forty Seventh Annual General Meeting to be held on Tuesday, September 25, 2018

at 4:00P.M. at Executive Club Resort, 439, Village Sahaampur,

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 Seventh Annual General Meeting of the Company to be held on Tuesday, September 25, 2018 at 4:00 P.M. at Executive Club Resort, 439, Village Sahaampur, 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 Sequence No. (EVSN)	User ID	Sequence Number
180820016		

**Note:** Please read the instructions printed under the Note No. 14 to the Notice dated August 8, 2018 of the Forty Seventh Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on Friday, September 21, 2018 and ends at 05:00 p.m. (IST) on Monday, September 24, 2018. The voting module shall be disabled by CDSL for voting thereafter.

## ROUTE MAP FROM QUTAB MINAR TO THE EXECUTIVE CLUB

