



## S Chand And Company Limited

(CIN: L22219DL1970PLC005400)

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

Email: [investors@schandgroup.com](mailto:investors@schandgroup.com) | Website: [www.schandgroup.com](http://www.schandgroup.com)

Tel: +91 11 49731800 | Fax: +91 11 49731801

## NOTICE

NOTICE is hereby given that the 53<sup>rd</sup> Annual General Meeting (“AGM”) of Members of S Chand And Company Limited (“the Company”) will be held on Friday, 20<sup>th</sup> September, 2024 at 11:30 A.M. (IST) through video conferencing to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon.
3. To declare a final dividend of ₹ 3/- per equity share for the financial year ended March 31, 2024.
4. 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 BUSINESSES:

5. **Re-appointment of Mr. Himanshu Gupta (DIN No.: 00054015) 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, 198, 203 read with Schedule V and other applicable provisions of The Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulation”) (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, 2024, on the terms and conditions including remuneration (effective from May 22, 2024) as mentioned below:

#### Part I: Salary:

- a) Basic Salary- ₹ 15,30,650/- per month
- b) Employer Contribution to Employee Provident Fund at 12% of Basic Salary

#### Part II: Perquisites:

Following perquisites upto 10% of the basic salary

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

The above remuneration shall be for a period of 3 (Three) years with effect from May 22, 2024.

#### Other Terms and Conditions:

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 0.45% of the Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to a maximum limit of ₹ 55.00 lakhs) in a particular year.

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 Act or listing regulation and such alterations/ variations shall always be within the overall limits of remuneration provided in this resolution.

**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.”

**6. Re-appointment of Mr. Dinesh Kumar Jhunjhnuwala (DIN No.: 00282988) 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, 198, 203 read with Schedule V and other applicable provisions of The Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulation”) (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, 2024, liable to retire by rotation, on the terms and conditions including remuneration (effective from March 28, 2024) as mentioned below:

**Part I: Salary:**

- a) Basic Salary- ₹ 11,31,350/- per month
- b) Employer Contribution to Employee Provident Fund at 12% of Basic Salary

**Part II: Perquisites:**

Following perquisites upto 10% of the basic salary

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

The above remuneration shall be for a period of 3 (Three) years with effect from March 28, 2024.

**Other Terms and Conditions:**

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 to the basic salary and perquisites, Mr. Dinesh Kumar Jhunjhnuwala shall also be entitled to remuneration by way of commission upto 0.30% of the Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to a maximum limit of ₹ 38.50 lakhs) in a particular year

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 Act or listing regulation and such alterations/ variations shall always be within the overall limits of remuneration provided in this resolution.

**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.”

**7. Continuation of Ms. Savita Gupta (DIN No.: 00053988) as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.**

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

“**RESOLVED THAT** pursuant to regulation 17(1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) or as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Ms. Savita Gupta (DIN: 00053988) as a Non-Executive Non Independent Director of the Company, liable to retire by rotation, who would attain the age of 75 years on October 27, 2024.”

**By Order of the Board**  
**S Chand And Company Limited**

**Sd/-**  
**Jagdeep Singh**  
**Company Secretary**  
**Membership No. A15028**

**Date: August 12, 2024**  
**Place: New Delhi**

**Notes:**

1. **The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 (“the Act”), which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the special businesses as set out under Item No. 5, 6 & 7, being considered unavoidable, be transacted at the AGM.**
2. **Pursuant to the Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (“MCA Circulars”), the Company is convening this AGM through video conferencing without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-27, 2<sup>nd</sup> Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.**
3. **Pursuant to the provisions of the Act, a member is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through video conferencing pursuant to the MCA Circulars, the physical attendance of members has been dispensed with. Accordingly, the facility of appointing proxies by the members will not be available for the AGM.**
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its board resolution or governing body resolution / authorization etc., authorizing its representative to attend, vote during the meeting through video conferencing on its behalf or to vote through remote e-voting. The said resolution / authorization shall be sent to the Company at [investors@schandgroup.com](mailto:investors@schandgroup.com) and / or to its RTA at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
5. Members may avail the nomination facility as provided under Section 72 of the Act.
6. 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 re-appointed is given in the **Annexure I** to this Notice.
7. The Company hereby requests members to promptly intimate any change in their name, postal address, e-mail

address, contact numbers, PAN, mandates, Bank details etc. to their respective Depository Participant(s).

8. Members may note that the Board, at its meeting held on May 24, 2024, has recommended a final dividend of ₹ 3/- per equity share to the equity shareholders of the Company for the financial year 2023-24. The record date for the purpose of final dividend for financial year 2023-24 is September 13, 2024. The final dividend, once approved by the members in the ensuing AGM, will be paid from September 25, 2024, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depository participant(s) to receive the dividend directly into their bank account on the payout date.

Members may please note that their bank details & addresses as furnished by the respective Depository Participants to the Company will be considered for remittance of dividend as per the applicable regulations of the depository participant(s) and the Company will not be able to entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members are requested to update their Electronic Bank Mandate with their respective depository participant(s).

9. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) / withholding tax at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\* As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as ‘Specified Person’ as defined under section 206AB of the IT Act.

\* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil TDS / withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.

- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Shareholders.

**In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)**, tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be uploaded on the Company's RTA portal at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by Monday, September 16, 2024. Members are requested to visit <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>, select the name of the Company, enter DP / Client ID & PAN and then upload the required documents. No communication on the tax determination / deduction shall be entertained thereafter.

TDS certificates in respect of tax deducted, if any, can be subsequently viewed by the members in Form 26AS by logging in with their credentials (with valid PAN) at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal>.

Members are requested to address all correspondence, including dividend-related matters, to Registrar and Transfer Agent, Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or email at [delhi@intime.co.in](mailto:delhi@intime.co.in).

10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above, or with the Company Secretary, at the Company's Registered Office. Pursuant to Rule 7(2A) of the Investor Education and

Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at [www.schandgroup.com](http://www.schandgroup.com).

11. 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 and the applicable rules, be transferred to the Investor Education and Protection Fund ("IEPF"). Also, Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF.

The Company had declared a final dividend for the financial year 2016-17 in its AGM held on September 25, 2017, therefore, the Company will be transferring dividends to IEPF that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and subsequently the Shares, in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, will also be transferred to IEPF authority, established by Central Government.

In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, on or before September 30, 2024, falling which it will be transferred to IEPF authority. The Company has also uploaded details of such members whose shares are to be transferred to IEPF Account on its website at [www.schandgroup.com](http://www.schandgroup.com).

12. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2024 are being sent to all the members whose email IDs are registered with depository participant(s) as on August 16, 2024. Please note that pursuant to the aforesaid MCA Circulars and the Securities and Exchange Board of India circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 there would not be any physical dispatch of notice of AGM and Annual Report through post / courier. The members may further note that the notice of AGM and Annual Report for the financial year ended March 31, 2024 will also be available on the Company's website at [www.schandgroup.com](http://www.schandgroup.com), website of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. Shareholders, those who desires to obtain hard copies of the AGM Notice and Annual Report may request the Company for the same through email or any other feasible mode.

13. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. 11:15 A.M. (IST) to 11.45 A.M. (IST) and will be available for at least 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation by shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnels and auditors.
14. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
15. Voting through electronic means:
  - I. The Company, in compliance of provisions of Section 108 of the Act, Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 53<sup>rd</sup> AGM by remote e-voting or through an electronic voting system during the meeting.
  - II. The facility of casting votes by members using an electronic voting system and remote e-voting will be provided by Link Intime India Private Limited ("Link Intime").
    - (i) The remote e-voting period begins on Monday, September 16, 2024 at 9:00 A.M. (IST) and ends on Thursday, September 19, 2024 at 5:00 P.M. (IST). During this period members of the Company, holding shares, as on the cut-off date of **September 13, 2024**, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter.
    - (ii) The instructions for e-voting are given in the **Annexure II** to this Notice.
  - III. 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.
  - IV. 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.
16. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

17. 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 13, 2024 may follow steps mentioned in the Notice under 'Instructions for e-voting.
18. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts.
20. 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 electronic voting process during the AGM in a fair and transparent manner.
21. 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 and make 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 not later than two working days of the conclusion of the meeting.
22. 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 at [www.schandgroup.com](http://www.schandgroup.com) as well as on the website of Link Intime after the same is declared by the Chairman/authorized person. The results shall also be simultaneously forwarded to the stock exchanges.

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

### Item No. 5

Mr. Himanshu Gupta was appointed as the Managing Director of the Company on May 22, 2019 for a period of 5 (five) years and his present term has expired on May 21, 2024. The Board of Directors at its meeting held on February 06, 2024, 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, 2024 and has also fixed the remuneration of Mr. Himanshu Gupta on the revised terms and conditions to be paid with effect from May 22, 2024 for a period of 3 (Three) years i.e. May 21, 2027. The said re-appointment and remuneration was approved by the Nomination and Remuneration Committee at its meeting held on February 06, 2024 and was recommended to Board for its approval.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of The Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Listing Regulations (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. 5 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- ₹ 15,30,650/- per month
- b) Employer Contribution to Employee Provident Fund at 12% of Basic Salary

#### Part II: Perquisites:

Following perquisites upto 10% of the basic salary

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

The above remuneration shall be for a period of 3 (Three) years with effect from May 22, 2024.

#### Other Terms and Conditions:

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 0.45% of the Operating Cash Flow Taxes as per the Consolidated Audited Financial Statements of the Company (subject to a maximum limit of ₹ 55.00 lakhs) in a particular year.

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.

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 was higher by 8.6% at ₹ 6,626 million, Gross Margins was ₹ 4,364 million at 65.9%, EBIDTA was ₹ 1,098 million at 16.6 % and PAT was ₹ 511 million at 7.7%.
(4) Foreign investments or collaborations, if any	N.A.

<b>II Information about the appointee:</b>	
(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 24 years of experience in the knowledge products and services industry.
(2) Past remuneration	Basic Salary: ₹ 1,391,500/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary including perquisites upto 10% of the basic salary and commission upto 0.45% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 50 lakhs) in a particular year.
(3) Recognition or awards	He was awarded the ET 40 under 40 award for leadership in 2018.
(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 24 years of experience in the Industry
(5) Remuneration proposed	Basic Salary: ₹ 1,530,650/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary including perquisites upto 10% of the basic salary and commission upto 0.45% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 55 lakhs) in a particular year.
(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, or other Directors, if any.	Apart from receiving remuneration and the transactions disclosed in the related party note which form a part of the Audited Financial Statements, Mr. Himanshu Gupta does not have any pecuniary relationship with the Company. Ms. Savita Gupta is the mother of Mr. Himanshu Gupta.
<b>III Other Information</b>	
(1) Reasons of loss or inadequate profits	The Company is in profit, however the remuneration calculated as per section 197 and schedule V is not in line with the remuneration prevailing in the market for such size of the Business and considering the experience of Himanshu Gupta, Managing Director of the Company. Therefore, approval of the shareholders is been taken by way special resolution.
(2) Steps taken or proposed to be taken for improvement	N.A
(3) Expected increase in productivity and profits in measurable terms	The Company expects Revenues to grow by 10-15% retain its Gross Margins at 64-66%, EBIDTA Margins at 17-18% and Net Margins by 7-9%.

Your Board recommends the proposed special resolution set out at Item No. 5 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. 5 of the accompanying notice except Mr. Himanshu Gupta himself and Ms. Savita Gupta who is a relative of Mr. Himanshu Gupta.

#### Item No. 6

Mr. Dinesh Kumar Jhunjhuwala was appointed as the Whole-time Director of the Company on March 28, 2019 for a period of 5 (five) years and his present term has expired on March 27, 2024. The Board of Directors at its meeting held on February 06, 2024, subject to approval of members of the Company, has re-appointed Mr. Dinesh Kumar Jhunjhuwala (DIN: 00282988) as Whole-time Director of the Company for another term of 5 (five) years with effect from March 28, 2024.

The Board at its meeting held on February 06, 2024, subject to the approval of the members, has fixed the remuneration of Mr. Dinesh Kumar Jhunjhuwala on the revised terms and conditions to be paid with effect from March 28, 2024 till the period of 3 (Three) years i.e. March 27, 2027. The said re-appointment and remuneration was approved by the Nomination and Remuneration Committee ("Committee") at its meeting held on February 06, 2024 and was recommended to Board for its approval.



Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of The Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and 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. 6 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- ₹ 11,31,350/- per month
- b) Employer Contribution to Employee Provident Fund at 12% of Basic Salary

**Part II: Perquisites:**

Following perquisites upto 10% of the basic salary

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

The above remuneration shall be for a period of 3 (Three) years with effect from March 28, 2024.

**Other Terms and Conditions:**

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 0.30% of the Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to a maximum limit of ₹ 38.50 lakhs) in a particular year

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.

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 was higher by 8.6% at ₹ 6,626 million, Gross Margins was ₹ 4,364 million at 65.9%, EBIDTA was ₹ 1,098 million at 16.6 % and PAT was ₹ 511 million at 7.7%.
(4) Foreign investments or collaborations, if any	N.A.
II. Information about the appointee:	
(1) Background details	Mr. Dinesh Kumar Jhunjhnuwala has received basic education. He has been associated with our Company since 2004 and accordingly, has over 19 years of experience in the knowledge products and services industry.
(2) Past remuneration	Basic Salary: ₹ 1,028,500/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary including perquisites upto 10% of the basic salary and commission upto 0.30% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 35 lakhs) in a particular year.
(3) Recognition or awards	N.A.
(4) Job profile and his suitability	Mr. Dinesh Kumar Jhunjhnuwala is involved with Strategic Planning, Investments, Finance, Operations, Digital business functions of the business. He has over 19 years of experience in the Industry.
(5) Remuneration proposed	Basic Salary: ₹ 1,131,350/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary plus perquisites upto 10% of the basic salary and commission upto 0.30% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 38.50 lakhs) in a particular year.

(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, or Director, if any.	Apart from receiving remuneration, Mr. Dinesh Kumar Jhunjhnuwala and the other related party transactions as disclosed in the related party note in the Audited Financial Statements, he does not have any pecuniary relationship with the Company. Mr. Gaurav Kumar Jhunjhnuwala, Director of the Company is the son of Mr. Dinesh Kumar Jhunjhnuwala.
<b>III Other Information</b>		
(1)	Reasons of loss or inadequate profits	The Company is in profit, however the remuneration calculated as per section 197 and schedule V is not in line with the remuneration prevailing in the market for such size of the Business and considering the experience of Dinesh Kumar Jhunjhnuwala, Whole-Time Director of the Company. Therefore, approval of the shareholders is been taken by way special resolution.
(2)	Steps taken or proposed to be taken for improvement	N.A.
(3)	Expected increase in productivity and profits in measurable terms	The Company expects Revenues to grow by 10-15% retain its Gross Margins at 64-66%, EBIDTA Margins at 17-18% and Net Margins by 7-9%.

Your Board recommends the proposed special resolution set out at Item No. 6 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. 6 of the accompanying notice except Mr. Dinesh Kumar Jhunjhnuwala himself and Mr. Gaurav Kumar Jhunjhnuwala who is relative of Mr. Dinesh Kumar Jhunjhnuwala.

#### Item No. 7

Ms. Savita Gupta, Non-Executive Non-Independent Director, was appointed on the Board of the Company on October 20, 1989. Ms. Savita Gupta, being relative of Mr. Himanshu Gupta, belongs to promoter group of the Company.

Pursuant to the Regulation 17 (1A) of the Listing Regulations, every listed entity shall seek approval of shareholders by way of a Special Resolution for continuance of any Non-Executive Director who has attained the age of 75 years.

Ms. Savita Gupta shall attain the age of 75 years on October 27, 2024, hence in compliance of aforesaid provision of Listing Regulations, approval for her continuation as non-executive director of the Company is being sought from the members by way of passing Special Resolution. Apart from being a Director on the Board, Ms. Savita Gupta is also Chairman of Stakeholders Relationship Committee and has been effectively performing her duties and providing valuable guidance to the Company in key strategic matters from time to time. Ms. Savita Gupta holds eminent position in various Companies i.e. Directors on the Board of Vikas Publishing House Private Limited, Shaara IT Services Private Limited, S. Chand Hotels Private Limited and SC Hotel Tourist Deluxe Private Limited.

The Board is of the opinion that Ms. Savita Gupta's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and

decision making. She is also a person of integrity who possesses required expertise and her association as Non-Executive Non-Independent Director will be beneficial to the Company.

Your Board recommends the proposed special resolution set out at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Ms. Savita Gupta herself and Mr. Himanshu Gupta, who is related to Ms. Savita Gupta, is in any way concerned or interested financially or otherwise, in the said resolution.

**By Order of the Board**

**Sd/-**  
**Jagdeep Singh**  
**Company Secretary**  
**Membership No. A15028**  
**Date: August 12, 2024**

**Registered Office:**  
**A-27, 2<sup>nd</sup> Floor, Mohan Co-operative**  
**Industrial Estate,**  
**New Delhi-110044**  
**Tel:+91 11 49731800**  
**Fax:+91 11 49731801**  
**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 re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS 2)

Particulars	Mr. Dinesh Kumar Jhunjnuwala (DIN: 00282988)	Mr. Himanshu Gupta (DIN: 00054015)	Ms. Savita Gupta (DIN: 00053988)
Date of Birth	26/08/1960	27/09/1978	27/10/1949
Age	64 Years	45 years	74 Years
Date of first appointment on the Board	11/12/2004	21/04/2000	20/10/1989
Qualifications	Basic Education	Bachelor's degree in commerce from the University of Delhi	Bachelor and Master Degree in English Literature
Nature of expertise in specific functional areas	Over 19 years of experience in knowledge products and services industry	Over 24 years of experience in knowledge products and services industry	More than 34 years of experience in the publishing industry.
Disclosure of relationships between directors inter-se	Mr. Dinesh Kumar Jhunjnuwala is the father of Mr. Gaurav Kumar Jhunjnuwala	Mr. Himanshu Gupta is the son of Ms. Savita Gupta	Ms. Savita Gupta is mother of Mr. Himanshu Gupta, Managing Director
No. of shares held in the Company	3,846,854 Equity Shares	5,994,038 Equity Shares	1,218,617 Equity Shares
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. New Saraswati House (India) Private Limited</li> <li>2. Chhaya Prakashani Limited</li> <li>3. Vikas Publishing House Private Limited</li> <li>4. S. Chand Edutech Private Limited</li> <li>5. S Chand Properties Private Limited</li> <li>6. Arch Papier-Mache Private Limited</li> <li>7. HMR Sports Ventures Private Limited</li> <li>8. Convergia Digital Education Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. New Saraswati House (India) Private Limited</li> <li>2. Chhaya Prakashani Limited</li> <li>3. Vikas Publishing House Private Limited</li> <li>4. S. Chand Edutech Private Limited</li> <li>5. Sky Warehousing Private Limited</li> <li>6. Shaara IT Services Private Limited</li> <li>7. S. Chand Hotels Private Limited</li> <li>8. Convergia Digital Education Private Limited</li> <li>9. Safari Digital Education Initiatives Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Vikas Publishing House Private Limited</li> <li>2. SC Hotel Tourist Deluxe Private Limited</li> <li>3. Shaara IT Services Private Limited</li> <li>4. S. Chand Hotels Private Limited</li> </ol>
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies)	<p><b>S Chand And Company Limited –</b></p> <ul style="list-style-type: none"> <li>– Corporate Social Responsibility Committee-Member</li> <li>– Administrative Committee-Member</li> </ul> <p><b>Vikas Publishing House Private Limited</b></p> <ul style="list-style-type: none"> <li>– Corporate Social Responsibility Committee-Member</li> <li>– Administrative Committee-Member</li> </ul>	<p><b>S Chand And Company Limited</b></p> <ul style="list-style-type: none"> <li>– Stakeholders Relationship Committee – Member</li> <li>– Corporate Social Responsibility Committee – Member</li> <li>– Administrative Committee – Member</li> <li>– Risk Management Committee – Member</li> </ul>	<p><b>S Chand And Company Limited</b></p> <ul style="list-style-type: none"> <li>– Stakeholders Relationship Committee – Chairman</li> </ul>

Particulars	Mr. Dinesh Kumar Jhunjnuwala (DIN: 00282988)	Mr. Himanshu Gupta (DIN: 00054015)	Ms. Savita Gupta (DIN: 00053988)
	<b>Chhaya Prakashani Limited</b> – Administrative Committee - Member  <b>New Saraswati House (India) Private Limited</b> – Corporate Social Responsibility Committee - Member	<b>Vikas Publishing House Private Limited</b> – Corporate Social Responsibility Committee - Member – Administrative Committee - Member  <b>Chhaya Prakashani Limited</b> – Administrative Committee - Member – Corporate Social Responsibility Committee - Member  <b>New Saraswati House (India) Private Limited</b> – Corporate Social Responsibility Committee - Member	
Terms and Condition of appointment / re-appointment	Liabile to retire by rotation	Not Liabile to retire by rotation	Non-Executive Director liable to retire by rotation
Remuneration to be paid	Basic Salary: ₹ 11,31,350/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary plus perquisites upto 10% of the basic salary plus commission upto 0.30% of Operating Cash Flow after Taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 38.50 lakhs)	Basic Salary: ₹ 15,30,650/- per month plus Employer Contribution to Employee Provident Fund at 12% of Basic Salary plus perquisites upto 10% of the basic salary plus commission upto 0.45% of Operating Cash Flow after Taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto ₹ 55 lakhs)	Nil
Remuneration last drawn	16.90 million	22.75 million	Nil
Number of Board meeting attended during the year	5 out of 6	6 out of 6	1 out of 6

## Annexure II to Notice

### Instructions for Shareholders/Members to attend the meeting through InstaMeet:

- 1) Shareholders/Members are entitled to attend the meeting through video conferencing provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the meeting through video conferencing shall be open 15 (Fifteen) minutes before the time scheduled for the meeting and will be available to the Members on first come first serve basis.
- 2) Shareholders/Members are requested to participate on first come first serve basis as participation through video conferencing is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, and Auditors etc. will be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time. Participation will provided to at least 1000 members.
- 3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the meeting as under:

Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and click on 'Login'

- (i) Select the 'Company' and 'Event Date' and register with your following details:
  - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - c. Mobile No.: Enter your mobile number.
  - d. Email ID: Enter your email id, as recorded with your DP/Company.
- (ii) Click "Go to Meeting" - (You are now registered for InstaMeet and your attendance is marked for the meeting).

#### Notes:

- a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### Instructions for Shareholders/Members to register themselves as Speakers during Meeting:

- 1) Shareholders/ Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, email id, mobile number 3 days in advance at [investors@schandgroup.com](mailto:investors@schandgroup.com).
- 2) The first 10 (Ten) Speakers on first come basis will only be allowed to express their views / ask questions during the meeting.

- 3) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
  - 4) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
  - 5) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
  - 6) Shareholders/ Members, who would like to ask questions, shall send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at [investors@schandgroup.com](mailto:investors@schandgroup.com). The same will be replied by the Company suitably.
  - 7) Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.
5. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
  6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through remote e-Voting prior to the meeting will be eligible to attend/ participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **Instructions for Shareholders/Members to Vote through remote e-voting:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

#### **Note:**

Those shareholders / members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

### **Instructions for Shareholders/Members to Vote during the meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name i.e. Link Intime and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. Link Intime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>Existing user who have opted for EASI / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab or click at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and then use your existing my EASI username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for EASI / Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option or visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. Linkintime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ul>

**Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode - evoting service Provider is LINKINTIME**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

- ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
- A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 

Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
    - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
    - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
  4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
  5. E-voting page will appear.
  6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you

wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:**

- Website of Link Intime: <https://instavote.linkintime.co.in>
- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.



- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 49186000.

#### Information at a glance

Sl. No.	Particulars	Details
1.	Time and date of Annual General Meeting	Friday, 20th September, 2024 at 11:30 A.M. (IST)
2.	Mode	Through Video Conferencing
3.	Record date for final dividend	September 13, 2024
3.	Cut-off date for e-voting	September 13, 2024
4.	E-voting start time and date	Monday, September 16, 2024 at 9:00 A.M. (IST)
5.	E-voting end time and date	Thursday, September 19, 2024 at 5:00 P.M. (IST)
6.	Link for attending the Annual General Meeting through Video Conferencing	<a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a>
7.	Link for remote e-voting	<a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>
8.	Registrar and Share Transfer Agent	<b>Link Intime India Private Limited,</b> Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or email at <a href="mailto:delhi@intime.co.in">delhi@intime.co.in</a> .
9.	Helpline number for VC participation	Email to <a href="mailto:instameet@linkintime.co.in">instameet@linkintime.co.in</a> or contact on: - Tel: 022-49186175.