

S Chand And Company Limited

(CIN L22219DL1970PLC005400)

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

Email: investors@schandgroup.com Website: www.schandgroup.com

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

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting ("**AGM**") of the Members of S Chand And Company Limited ("**Company**") will be held on Tuesday, September 28, 2021 at 11:30 A.M. through video conferencing to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 and the Report of Auditors thereon.
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.
4. To approve the re-appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139(1), 142 of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s), thereof for the time being in force), M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 55th Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed between the management and the Statutory Auditors."

SPECIAL BUSINESS:

5. **To consider and approve revision in the remuneration of Mr. Himanshu Gupta, Managing Director of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 for the following remuneration to be paid to Mr. Himanshu Gupta (DIN: 00054015), Managing Director of the Company, with effect from July 01, 2021 till the expiry of his present term of office (i.e. May 21, 2024):

Part I: Salary:

- a) Basic Salary: Rs. 13,91,500/- 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

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 Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto Rs. 50 lakhs) in a particular year."

6. **To consider and approve revision in the remuneration of Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 for the following remuneration to be paid to Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988), Whole-time Director of the Company, with effect from July 01, 2021 till the expiry of his present term (i.e. March 27, 2024):

Part I: Salary:

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

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 Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto Rs. 35 lakhs) in a particular year.”

7. **To consider and approve the re-appointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of The Companies Act, 2013 (**“the Act”**) and The Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Desh Raj Dogra (DIN: 00226775), Independent Director of the Company, who holds office as an independent director upto November 09, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (five) consecutive years commencing from November 10, 2021 till November 09, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all acts and to take all such steps as may be necessary or expedient to give effect to this resolution.”

8. **To consider and approve the re-appointment of Ms. Archana Capoor (DIN: 01204170) as an Independent Director of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of The Companies Act, 2013 (**“the Act”**) and The Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Archana Capoor (DIN: 01204170), Independent Director of the Company, whose period of office will be expiring on November 09, 2021, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (five) consecutive years commencing from November 10, 2021 till November 09, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all acts and to take all such steps as may be necessary or expedient to give effect to this resolution.”

9. **To consider and approve amendments in Articles of Association of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of The Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members, be and is hereby accorded to amend the Articles of Association of the Company by deletion of Article 1(dd-1) i.e. definition of Material Subsidiaries.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all acts and to take all such steps as may be necessary or 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 31, 2021

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 Business at the Meeting, is annexed hereto. The Board of Directors have decided that the special business as set out under Item No. 5, 6, 7, 8 & 9, being considered unavoidable, be transacted at the AGM.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs has vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 ("MCA Circulars") and The Securities and Exchange Board of India ("SEBI") vide its circulars dated May 12, 2020 and January 15, 2021 ("SEBI Circulars") permitted holding of the AGM through video conferencing or other audio visual means. In compliance of the provisions of the Act, MCA Circulars, The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Circulars, the AGM of the Company is being conducted through video conferencing.
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 be 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/Authorisation etc., authorising 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 and to its RTA at instameet@linkintime.co.in.
5. Members may avail nomination facility as provided under Section 72 of the Act.
6. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, the information about the Directors who are proposed to be re-appointed and whose remuneration is to be re-fixed is given in the **Annexure I** to this Notice.
7. The Company hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or with M/s. Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company.
8. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2021 is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(s) as on August 27, 2021. Please note that 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, 2021 will also be available on the Company's website at www.schandgroup.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of Link Intime India Private Limited at https://instavote.linkintime.co.in.
9. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM i.e. 11:15 A.M. to 11:45 A.M. and will be available for atleast 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, Directors, key managerial personnel and auditors.
10. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
11. 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 50th 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 Friday, September 24, 2021 at 9:00 A.M. and ends on Monday, September 27, 2021 at 5:00 P.M. During this period the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2021, 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.
12. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 13. 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 21, 2021 may obtain the login ID and password by sending a request at delhi@linkintime.co.in or investors@schandgroup.com.
 14. 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.
 15. Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with The SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection by the members through electronic mode.
 16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 17. 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.
 18. 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.
 19. 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 results of the voting forthwith.
 20. The results declared alongwith 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 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.
 21. 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. 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. 5

The Nomination and Remuneration Committee and Board of Directors ("Board") at its meeting held on February 14, 2019 and the shareholders at their Annual General Meeting held on September 19, 2019 approved the remuneration of Rs. 12,342,000/- per annum plus perquisites upto 10% of basic salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs) to be paid to Mr. Himanshu Gupta, Managing Director of the Company.

The Board at its meeting held on August 31, 2021, subject to approval of the members has approved the following revised remuneration of Mr. Himanshu Gupta to be paid with effect from July 01, 2021 till the expiry of his present term of office (i.e. May 21, 2024). The said revised remuneration was also approved by the Nomination and Remuneration Committee by passing resolution by circulation on August 26, 2021 and was recommended to Board for its approval.

Part I: Salary:

- a) Basic Salary: Rs. 13,91,500/- 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

Other Terms and Conditions:

No sitting fees will be paid to Mr. Himanshu Gupta for attending meeting of the Board 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 Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto Rs. 50 lakhs) in a particular year.

Considering the financial performance of the Company, your Directors is of the view that the above mentioned proposed remuneration will exceed the limits of 5% of net profit as given in Section 197(1) of the Act and will also exceed the limit of remuneration as given in schedule V of the Act.

Further, pursuant to Regulation 17(6)(e) of the Listing Regulations the approval of the shareholders by way of passing a special resolution is required if the aggregate annual remuneration being paid to the promoter directors exceeds 5% of the net profit of the Company. The proposed remuneration being paid to Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala exceeds 5% of the net profit of the Company.

Accordingly, pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Listing Regulations and applicable clauses of the Articles of Association of the Company, the above revision in remuneration of Mr. Himanshu Gupta shall require 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.

Information as required to be disclosed pursuant to Schedule V of the Act 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	The Company has reported revenue from operations of Rs. 1430.39 million in comparison to the previous year revenue from operation of Rs. 1,510.61 million, a decrease in revenue by 5% YoY. The Company has turned around in profitability and reported a net profit (after tax) of Rs. 22.24 million as compared to a net loss (after tax) of Rs.397.28 million in the previous year. This turnaround was driven by strong control on all operating expenses in the Company. The Company benefited from the complete implementation of the S Chand 3.0 program during the year and achieved significant success in lowering costs during the year. The Company's operational costs (Employee costs, Selling and Distribution expenses and Other Overhead expenses) went lower by 35% on a YoY basis from Rs. 909.31 million to Rs.588.86 million in the year under review. The Company's operating cash flows increased by Rs.361.80 million to Rs.523.20 million from a Rs.161.40 million in the year under review.
(4)	Foreign investments or collaborations, if any	N.A.
II Information about the appointee:		
(1)	Background details	Mr. Himanshu Gupta holds a bachelor's degree in commerce from the University of Delhi. He has been associated with our Company since 2000 and accordingly, has over 21 years of experience in the knowledge products and services industry.
(2)	Past remuneration	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs)
(3)	Recognition or awards	He was the vice president (south) of the Federation of Indian Publishers for the year 2012-2013. He is a recipient of 'Young Publisher Award' by the Federation of Educational Publishers in India for the year 2011.
(4)	Job profile and his suitability	Mr. Himanshu Gupta is involved with Strategic Planning, Investments, Sales and Marketing, Publishing, Operations, Printing and Procurement functions of the business. He has over 21 years of experience in the Industry

(5)	Remuneration proposed	Basic Salary: Rs. 1,391,500/- per month plus perquisites upto 10% of basic salary, Employer Contribution to Employee Provident Fund at 12% of 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 Rs. 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, if any.	Apart from receiving remuneration, Mr. Himanshu Gupta does not have any pecuniary relationship with the Company. Ms. Savita Gupta is the mother of Mr. Himanshu Gupta.
III	Other Information	
(1)	Reasons of loss or inadequate profits	Since the proposed remuneration exceeds the limits of 5% of net profit as given in Section 197(1) read with Schedule V of the Act and Regulation 17(6)(e) of the Listing Regulations, thus approval of the shareholders is required by way of passing special resolution
(2)	Steps taken or proposed to be taken for improvement	The Company has taken various steps for optimizing cost and enhancing efficiency. These steps have resulted in substantial cost reduction in last financial year. The Company will continue to focus on cost optimization, enhancing efficiency consolidation of its operations which are expected to result improving overall performance of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The Company expects to achieve higher revenue by 20-25% with Gross Margins of 55-58% , EBIDTA Margins of 14-16% and Net Profit Margins of 4-6% in the next financial year driven by recovery of revenues from a normal sales season during the financial year 2021-22. There will also be a price hike on the product portfolio given the rise in paper costs over the past 12 months. Increase in product pricing, controlled operating expenses and reduction in working capital should drive our cash flows for financial year 2021-22. This will further help in reduction of debt. Further the company is also focusing on preparing for the NCF to be announced and mapping its content repository according to the changes envisaged in the New Education Policy 2020.

In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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 and Ms. Savita Gupta who is relative of Mr. Himanshu Gupta.

Item No. 6

The Nomination and Remuneration Committee and Board of Directors ("Board") at its meeting held on February 14, 2019 and the shareholders at their Annual General Meeting held on September 19, 2019 approved the remuneration of Rs. 12,342,000/- per annum plus perquisites upto 10% of basic salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs) to be paid to Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director of the Company.

The Board its meeting held on August 31, 2021, subject to approval of the members has approved the following revised remuneration of Mr. Dinesh Kumar Jhunjhnuwala to be paid with effect from July 01, 2021 till the expiry of his present term (i.e. March 27, 2024). The said revised remuneration was also approved by the Nomination and Remuneration Committee by passing resolution by circulation on August 26, 2021 and was recommended to Board for its approval.

Part I: Salary:

- Basic Salary: Rs. 10,28,500/- per month
- Employer Contribution to Employee Provident Fund at 12% of Basic Salary

Part II: Perquisites:

Following perquisites upto 10% of the basic salary

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

Other Terms and Conditions:

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

In addition of above basic salary and perquisites, Mr. Dinesh Kumar Jhunjhuwala shall also be entitled to remuneration by way of commission upto 0.30% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statements of the Company (subject to maximum of upto Rs. 35 lakhs) in a particular year.

Considering the financial performance of the Company, your Directors is of the view that the above mentioned proposed remuneration will exceed the limits of 5% of net profit as given in Section 197(1) of the Act and will also exceed the limit of remuneration as given in schedule V of the Act.

Further, pursuant to Regulation 17(6)(e) of the Listing Regulations the approval of the shareholders by way of passing a special resolution is required if the aggregate annual remuneration being paid to the promoter directors exceeds 5% of the net profit of the Company. The proposed remuneration being paid to Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhuwala exceeds 5% of the net profit of the Company.

Accordingly, pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Listing Regulations and applicable clauses of the Articles of Association of the Company, the above revision in remuneration of Mr. Dinesh Kumar Jhunjhuwala shall require 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.

Information as required to be disclosed pursuant to Schedule V of the Act 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	The Company has reported revenue from operations of Rs. 1430.39 million in comparison to the previous year revenue from operation of Rs. 1,510.61 million, a decrease in revenue by 5% YoY. The Company has turned around in profitability and reported a net profit (after tax) of Rs. 22.24 million as compared to a net loss (after tax) of Rs.397.28 million in the previous year. This turnaround was driven by strong control on all operating expenses in the Company. The Company benefited from the complete implementation of the S Chand 3.0 program during the year and achieved significant success in lowering costs during the year. The Company's operational costs (Employee costs, Selling and Distribution expenses and Other Overhead expenses) went lower by 35% on a YoY basis from Rs. 909.31 million to Rs.588.86 million in the year under review. The Company's operating cash flows increased by Rs.361.80 million to Rs.523.20 million from a Rs.161.40 million in the year under review.
(4)	Foreign investments or collaborations, if any	N.A.
II Information about the appointee:		
(1)	Background details	Mr. Dinesh Kumar Jhunjhuwala has received basic education. He has been associated with our Company since 2004 and accordingly, has over 17 years of experience in the knowledge products and services industry.
(2)	Past remuneration	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of the basic salary and commission upto 1% of net profit for the year (subject to a maximum limit of Rs. 50.00 lakhs)
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	Mr. Dinesh Kumar Jhunjhuwala is involved with Strategic Planning, Investments, Finance, Operations, Digital business functions of the business. He has over 17 years of experience in the Industry
(5)	Remuneration proposed	Basic Salary: Rs. 1,028,500/- per month plus perquisites upto 10% of basic salary, Employer Contribution to Employee Provident Fund at 12% of 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 Rs. 35 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, if any.	Apart from receiving remuneration, Mr. Dinesh Kumar Jhunjhuwala does not have any pecuniary relationship with the Company. Mr. Gaurav Kumar Jhunjhuwala, Director of the Company is the son of Mr. Dinesh Kumar Jhunjhuwala.

III	Other Information	
(1)	Reasons of loss or inadequate profits	Since the proposed remuneration exceeds the limits of 5% of net profit as given in Section 197(1) read with Schedule V of the Act and Regulation 17(6)(e) of the Listing Regulations, thus approval of the shareholders is required by way of passing special resolution.
(2)	Steps taken or proposed to be taken for improvement	The Company has taken various steps for optimizing cost and enhancing efficiency. These steps have resulted in substantial cost reduction in last financial year. The Company will continue to focus on cost optimization, enhancing efficiency consolidation of its operations which are expected to result improving overall performance of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The Company expects to achieve higher revenue by 20-25% with Gross Margins of 55-58% , EBIDTA Margins of 14-16% and Net Profit Margins of 4-6% in the next financial year driven by recovery of revenues from a normal sales season during the financial year 2021-22. There will also be a price hike on the product portfolio given the rise in paper costs over the past 12 months. Increase in product pricing, controlled operating expenses and reduction in working capital should drive our cash flows for financial year 2021-22. This will further help in reduction of debt. Further the company is also focusing on preparing for the NCF to be announced and mapping its content repository according to the changes envisaged in the New Education Policy 2020.

In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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 and Mr. Gaurav Kumar Jhunjhnuwala who is relative of Mr. Dinesh Jhunjhnuwala.

Item No. 7

Mr. Desh Raj Dogra (DIN: 00226775) was appointed as an independent director of the Company pursuant to Section 149 of the Act read with The Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules"), by the members at the Extra Ordinary General Meeting held on November 10, 2016, to hold office for a period of 5 (five) years i.e. up to November 09, 2021. The present term of Mr. Desh Raj Dogra will expire on November 09, 2021.

The Nomination and Remuneration Committee of Directors of your Company at its meeting held on August 11, 2021 after taking into account the performance evaluation of Mr. Desh Raj Dogra during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board of Directors ("Board") his re-appointment for a second term of 5 (five) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the re-appointment of Mr. Desh Raj Dogra as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from November 10, 2021, up to November 09, 2026.

In accordance with the provisions of Section 149 and Schedule IV of the Act, an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment based on report of performance evaluation and on passing of a special resolution by the Company.

Mr. Desh Raj Dogra fulfills the requirements of an independent director as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received all statutory disclosures / declarations from Mr. Desh Raj Dogra. The Company has also received a notice under Section 160 of the Act from a member, proposing candidature of Mr. Desh Raj Dogra to the office of independent director. In the opinion of the Board, and based on its evaluation, Mr. Desh Raj Dogra fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for his re-appointment as an independent director of the Company and he is independent of the management of the Company.

Mr. Desh Raj Dogra is not debarred from holding the office of Director pursuant to any SEBI order.

The resolution seeks the approval of members for the re-appointment of Mr. Desh Raj Dogra as an independent director of the Company up to November 09, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and his office shall not be liable to retire by rotation. In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Your Board recommends the proposed special resolution set out at Item No. 7 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. 7 of the accompanying notice except Mr. Desh Raj Dogra.

Item No. 8

Ms. Archana Kapoor (DIN: 01204170) was appointed as an independent director of the Company pursuant to Section 149 of the Act read with The Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules"), by the members at the Extra Ordinary General Meeting held on November 10, 2016, to hold office for a period of 5 (five) years i.e. up to November 09, 2021. The present term of Ms. Archana Kapoor will expire on November 09, 2021.

The Nomination and Remuneration Committee of Directors of your Company at its meeting held on August 11, 2021 after taking into account the performance evaluation of Ms. Archana Capoor during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board of Directors ("Board") her re-appointment for a second term of 5 (five) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the re-appointment of Ms. Archana Capoor as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from November 10, 2021, up to November 09, 2026.

In accordance with the provisions of Section 149 and Schedule IV of the Act, an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment based on report of performance evaluation and on passing of a special resolution by the Company.

Ms. Archana Capoor fulfills the requirements of an independent director as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received all statutory disclosures / declarations from Ms. Archana Capoor. The Company has also received a notice under Section 160 of the Act from a member, proposing candidature of Ms. Archana Capoor to the office of independent director. In the opinion of the Board, and based on its evaluation, Ms. Archana Capoor fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for her re-appointment as an independent director of the Company and she is independent of the management of the Company.

Ms. Archana Capoor is not debarred from holding the office of Director pursuant to any SEBI order.

The resolution seeks the approval of members for the re-appointment of Ms. Archana Capoor as an independent director of the Company up to November 09, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and her office shall not be liable to retire by rotation. In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Your Board recommends the proposed special resolution set out at Item No. 8 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. 8 of the accompanying notice except Ms. Archana Capoor.

Item No. 9

Articles 1(dd-1) of the existing Articles of Association ("AOA") of the Company, has the following definition of Material Subsidiaries:

"Material Subsidiaries" shall mean New Saraswati House (India) Private Limited, Safari Digital Education Initiatives Private Limited and Vikas Publishing House Private Limited, and such other companies that may contribute income or net worth exceeding twenty percent of the consolidated income or net worth of the Company, respectively.

The Board of Directors is of the view that the definition of Material Subsidiary is not required to be given in the AOA of the Company because the definition of Material Subsidiary is already specified in the Listing Regulations. Accordingly, the Board of Directors at its meeting held August 12, 2021 approved the amendment in the existing AOA by deletion of Article 1 (dd-1) i.e. definition of Material Subsidiaries.

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

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

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

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

By Order of the Board

Sd/-

Jagdeep Singh

Company Secretary

Membership No. A15028

Date: August 31, 2021

Registered Office:

A-27, 2nd Floor,

**Mohan Co-operative Industrial Estate,
New Delhi-110044**

Tel:+91 11 49731800

Fax:+91 11 49731801

Website: www.schandgroup.com

E-mail: investors@schandgroup.com

ANNEXURE I TO NOTICE

Details of Director seeking re-appointment and whose remuneration is to be re-fixed 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. Himanshu Gupta (DIN: 00054015)	Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)	Mr. Desh Raj Dogra (DIN: 00226775)	Ms. Archana Capoor (DIN: 01204170)
Date of Birth	27/09/1978	26/08/1960	21/09/1954	17/09/1958
Age	42 years	61 years	66 Years	62 Years
Date of first appointment on the Board	21/04/2000	11/12/2004	10/11/2016	10/11/2016
Qualifications	Bachelor's degree in commerce from the University of Delhi	Basic Education	Bachelors's and Master's degree in Science, both from the University of Himachal Pradesh and a Master's degree in Business Administration from the University of Delhi	Bachelor degree in Science, as well as a Masters of Business Administration, both from the University of Allahabad
Nature of expertise in specific functional areas	Over 21 years of experience in knowledge products and services industry	Over 16 years of experience in knowledge products and services industry	Over 42 years of experience in the financial sector and credit administration and previously served as the CEO and Managing Director at Credit Analysis and Research Limited (CARE)	Over 38 years of experience across various sectors and previously served as the Managing Director of Tourism Finance Corporation of India Limited.
Disclosure of relationships between directors inter-se	Mr. Himanshu Gupta is the son of Ms. Savita Gupta	Mr. Dinesh Kumar Jhunjhnuwala is the father of Mr. Gaurav Kumar Jhunjhnuwala	Not applicable	Not applicable
No. of shares held in the Company	5,994,038 Equity Shares	3,846,854 Equity Shares	Nil	Nil
Directorships in other Companies (excluding private Companies, Section 8 companies and foreign companies)	<ol style="list-style-type: none"> 1. New Saraswati House (India) Private Limited 2. Chhaya Prakashani Limited 3. DS Digital Private Limited 4. Vikas Publishing House Private Limited 5. Nirja Publishers & Printers Private Limited 6. S. Chand Edutech Private Limited 	<ol style="list-style-type: none"> 1. New Saraswati House (India) Private Limited 2. Chhaya Prakashani Limited 3. DS Digital Private Limited 4. Vikas Publishing House Private Limited 5. Nirja Publishers & Printers Private Limited 6. S. Chand Edutech Private Limited 	<ol style="list-style-type: none"> 1. Welspun Corp Limited 2. IFB Industries Ltd 3. Capri Global Capital Limited 4. Axiscades Technologies Limited 5. G R Infraprojects Limited 6. Asirvad Micro Finance Limited 7. M Power Micro Finance Private Limited 	<ol style="list-style-type: none"> 1. RSWM Limited 2. Maral Overseas Limited 3. Birla Cable Limited 4. Sandhar Technologies Limited 5. Uniproducts (India) Limited 6. Vikas Publishing House Private Limited

Particulars	Mr. Himanshu Gupta (DIN: 00054015)	Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)	Mr. Desh Raj Dogra (DIN: 00226775)	Ms. Archana Capoor (DIN: 01204170)
Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies)	<p>S Chand And Company Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee-Member - Corporate Social Responsibility Committee-Member - Administrative Committee-Member - Risk Management Committee-Member <p>Vikas Publishing House Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member - Administrative Committee-Member <p>Chhaya Prakashani Limited</p> <ul style="list-style-type: none"> - Administrative Committee-Member - Corporate Social Responsibility Committee-Member <p>New Saraswati House (India) Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member <p>DS Digital Pvt. Ltd.</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee-Member <p>Nirja Publishers & Printers Pvt. Ltd.</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Chairman 	<p>S Chand And Company Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member - Administrative Committee-Member <p>Vikas Publishing House Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member - Administrative Committee-Member <p>Chhaya Prakashani Limited</p> <ul style="list-style-type: none"> - Administrative Committee-Member <p>New Saraswati House (India) Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member <p>DS Digital Private Limited</p> <ul style="list-style-type: none"> - Audit Committee-Member <p>Nirja Publishers & Printers Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee-Member 	<p>S Chand And Company Limited</p> <ul style="list-style-type: none"> - Audit Committee-Member - Nomination and Remuneration Committee-Member - Corporate Social Responsibility Committee-Chairman - Risk Management Committee-Member <p>Asirvad Micro Finance Limited</p> <ul style="list-style-type: none"> - Audit Committee-Chairman - Corporate Social Responsibility Committee-Member - Risk Management Committee-Member - Management Committee-Member <p>Welspun Corp Limited</p> <ul style="list-style-type: none"> - Audit Committee-Member - Nomination and Remuneration Committee-Member - Risk Management Committee-Member - Finance & Administration Committee-Chairman <p>Axiscades Technologies Limited</p> <ul style="list-style-type: none"> - Audit Committee-Chairman - Stakeholders Relationship Committee-Chairman - Nomination and Remuneration Committee-Member - Corporate Social Responsibility Committee-Chairman <p>M Power Micro Finance Pvt. Ltd.</p> <ul style="list-style-type: none"> - Audit Committee-Member - Nomination and Remuneration Committee-Member <p>G R Infraprojects Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee-Member <p>Capri Global Capital Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee-Member - Risk Management Committee-Member 	<p>S Chand And Company Limited</p> <ul style="list-style-type: none"> - Audit Committee-Chairperson - Nomination and Remuneration Committee-Chairperson <p>RSWM Limited</p> <ul style="list-style-type: none"> - Audit Committee-Member <p>Sandhar Technologies Limited</p> <ul style="list-style-type: none"> - Audit Committee-Chairperson - Share Transfer & Allotment Committee-Member <p>Uni Products (India) Limited</p> <ul style="list-style-type: none"> - Audit Committee-Member

Particulars	Mr. Himanshu Gupta (DIN: 00054015)	Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)	Mr. Desh Raj Dogra (DIN: 00226775)	Ms. Archana Capoor (DIN: 01204170)
Terms and Condition of appointment / re-appointment	Not applicable	Not applicable	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation
Remuneration to be paid	Basic Salary: Rs. 13,91,500/- 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 Rs. 50 lakhs)	Basic Salary: Rs. 10,28,500/- 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 Rs. 35 lakhs)	Sitting fees for attending meeting of Board and Committees, as determined by the Board from time to time	Sitting fees for attending meeting of Board and Committees, as determined by the Board from time to time
Remuneration last drawn	Rs. 10.12 Millions	Rs. 10.82 Millions	Sitting Fees of Rs. 0.48 million during FY 2020-21	Sitting Fees of Rs. 0.45 million during FY 2020-21
Number of Board meeting attended during the year	5 out of 6	5 out of 6	6 out of 6	6 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 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, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may 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:
 - (i) Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and 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
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 - (ii) Click "Go to Meeting"

- 4) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- 5) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- 6) 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.
- 7) In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : [022-49186175]

InstaMeet Support Desk
Link Intime India Private Limited

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.
- 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) Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- 5) Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@schandgroup.com. The same will be replied by the company suitably.
- 6) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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 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 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'.
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.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : [022-49186175]

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

Pursuant to SEBI circular dated December 9, 2020 regarding e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote by way of a single login credential through their demat account maintained with Depositories and Depository Participants.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> 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: https://eservices.nsdl.com 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. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of 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 URL for users to login to EASI / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of EASI / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for EASI / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. 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. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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 LIPL 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 & evoting service Provider is LINKINTIME, have forgotten the password:

- 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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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 refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

InstaVote Support Desk

Link Intime India Private Limited