

## S CHAND AND COMPANY LIMITED

[CIN: L22219DL1970PLC005400]

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

**E-mail:** [investors@schandgroup.com](mailto:investors@schandgroup.com); **Website:** [www.schandgroup.com](http://www.schandgroup.com)

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of The Companies Act, 2013, read with The Companies (Management and Administration) Rules, 2014, as amended]

Dear Members,

Notice is hereby given that pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014, as amended, **S Chand And Company Limited** is seeking the consent of its members to a special business proposed to be transacted by passing a resolution through Postal Ballot and E-voting for approval of the proposed Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Private Limited, Nirja Publishers & Printers Private Limited, DS Digital Private Limited, Safari Digital Education Initiatives Private Limited and S Chand And Company Limited, its respective members and creditors.

The proposed resolution is mentioned below in this postal ballot notice. The explanatory statement along with the proposed Scheme of Arrangement is being sent along with this notice.

The approval to the Scheme of Arrangement is being sought in terms of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") read with the requirements of the Stock Exchanges, by way of this Postal Ballot and E-voting, over and above the approval being sought in the Court-Convened Meeting of the Equity Shareholders of the Company to be held on March 26, 2020. The Company seeks the consent of its shareholders (other than Promoter and Promoter Group) for the Scheme of Arrangement through the resolution specified below.

The Company has appointed Mr. Parveen Kumar, Chartered Accountant (Membership No. 524665) as Scrutinizer to conduct the Postal Ballot in a fair and transparent manner.

The Postal Ballot Form along with the instructions for voting are also enclosed herewith. You are requested to read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M., on March 25, 2020. Postal Ballot Forms received after this date will be considered as invalid.

#### **E-voting Option**

The remote E-voting facility through this postal ballot process is in compliance with the applicable provisions of The Companies Act, 2013 and the Rules made thereunder, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid SEBI Circular.

We are pleased to offer E-voting facility, as an alternate for Postal Ballot, to our members, which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating E-voting to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. Please read and follow the instructions carefully on E-voting printed on this Notice.

Items of business requiring approval of shareholders through Postal Ballot and E-voting as Special Business:

#### **ITEM NO. 1**

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

***"Resolved that pursuant to the provisions of sections 230, 232 & 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby given for the proposed Amalgamation of Blackie & Son (Calcutta) Pvt Ltd and Nirja Publishers & Printers Pvt Ltd with S Chand and Company Ltd [Amalgamation-1]; De-merger of Education Business of DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd into S Chand and Company Ltd; Amalgamation of DS Digital Pvt Ltd [with the residual business remained in the Company after the de-merger of its Education Business] with Safari Digital Education Initiatives Pvt Ltd [Amalgamation-2]; and other connected matters.***

***Resolved further that complete set of the Reports on Valuation of Shares & Share Exchange Ratio issued by the Independent Valuer-M/s B. Chhawchharia & Co., Chartered Accountants, New Delhi; and complete set of the Fairness Opinion on the Report on Valuation of Shares & Share Exchange Ratio issued by Real Growth Securities Pvt Ltd, SEBI Registered Category 1 Merchant Bankers, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Independent Valuer for the proposed Scheme of Arrangement, being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.***

***Resolved further that the salient features/terms and conditions of the proposed Amalgamation-1, demerger and Amalgamation-2, as set out in the proposed Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:***

- i. On Amalgamation-1, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Blackie & Son (Calcutta) Pvt Ltd and Nirja Publishers & Printers Pvt Ltd (the Transferor Companies No. 1 & 2, respectively) will be transferred to and vest in S Chand and Company Ltd (the Transferee Company No. 1).
  - ii. On De-merger, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Education Business (Demerged Business) of DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd (the Demerged Companies No. 1 & 2, respectively) will be transferred to and vest in S Chand and Company Ltd (the Transferee Company No. 1).
  - iii. On Amalgamation-2, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of DS Digital Pvt Ltd (the Demerged Company No. 1) [relating to the residual business remained in the Company after the de-merger of its Education Business] will be transferred to and vest in Safari Digital Education Initiatives Pvt Ltd (the Demerged Company No. 2).
  - iv. On Amalgamation-1, all the employees of the Transferor Companies No. 1 & 2 in service on the Effective Date, if any, shall become the employees of the Transferee Company No. 1 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Companies No. 1 & 2 on the said date.
  - v. On De-merger, all the employees of the Demerged Companies No. 1 & 2 employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Transferee Company No. 1 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Demerged Companies No. 1 & 2, on the said date.
  - vi. Similarly, on Amalgamation-2, all the employees of the Demerged Company No. 1 in service on the Effective Date, if any, relating to the residual business shall become the employees of the Demerged Company No. 2 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Demerged Company No. 1 on the said date.
  - vii. Appointed Date for the Scheme will be 1<sup>st</sup> April, 2017, or such other date, as the Hon'ble National Company Law Tribunal may approve.
  - viii. Share Exchange Ratio for the Scheme will be as below:
    - a. The Transferee Company No. 1-S Chand and Company Ltd will issue 1 (one) Equity Share of ₹5 each, credited as fully paid-up, for every 117 (one hundred seventeen) Equity Shares of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on De-merger of Education Business of DS Digital Pvt Ltd into S Chand and Company Ltd.
    - b. The Demerged Company No. 2/Transferee Company No. 2- Safari Digital Education Initiatives Pvt Ltd will issue 2 (two) Equity Shares of ₹10 each, credited as fully paid-up, for every 17 (seventeen) Equity Shares of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on Amalgamation of DS Digital Pvt Ltd with Safari Digital Education Initiatives Pvt Ltd with residual business.
    - c. The Demerged Company No. 2/Transferee Company No. 2- Safari Digital Education Initiatives Pvt Ltd will issue 2 (two) Preference Shares of ₹10 each, credited as fully paid-up, for every 17 (seventeen) (1% Non-cumulative) Optionally Convertible Preference Shares ('Series-II') of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on Amalgamation of DS Digital Pvt Ltd with Safari Digital Education Initiatives Pvt Ltd with residual business.
- Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.
- ix. Since the Transferor Companies No. 1 & 2 are Wholly Owned Subsidiaries of the Transferee Company No. 1, there will not any issue of shares on amalgamation of the Transferor Companies No. 1 & 2 with the Transferee Company No. 1 (Amalgamation-1).
  - x. BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.

be and are hereby approved in specific.

**Resolved further that** subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the proposed Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd, as placed in the meeting, be and is hereby approved.

**Resolved further that** the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications (including the appointed date(s) and share exchange ratio, etc.,) that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

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

**Date: February 13, 2020**

**Place: New Delhi**

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

**Notes:**

1. **Explanatory Statement as required under section 102 of The Companies Act, 2013, in respect of the business specified above be treated as the same as that of Notice of NCLT Convened Shareholders Meeting, the copies of said notice along with the explanatory statement are sent to the members of the Company simultaneously and along with this Notice under a single envelope composite dispatch.**
2. The Notice is being sent to all the members, whose names appear in the List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 14, 2020.
3. Members who have registered their e-mail Ids with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail Ids will receive Notice of Postal Ballot along with Postal Ballot form through permitted mode.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agents, M/s Link Intime India Private Limited, Noble Heights 1st Floor, Plot NH-2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi - 110058 or from the Company at the Registered office and fill in the details and send the same to the Scrutinizer by Post.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on the cut-off date being February 21, 2020.
6. Resolution passed by the members through postal ballot is deemed to have been passed effectively at Court-Convened Meeting of the members.
7. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours i.e. 5:00 P.M., on March 25, 2020.
8. Mr. Parveen Kumar, Chartered Accountant (Membership No. 524665) has been appointed as the scrutinizer to conduct the Postal Ballot in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny, in a fair and transparent manner, of voting through E-voting platform not later than April 01, 2020 and of Postal Ballots not later than April 01, 2020.
10. The declaration of results as stated above shall be treated as declaration of results at a meeting of the shareholders as per the provisions of the Rules. The results of the Postal Ballot along with the Scrutinizer's Report will be disseminated on the Company's website i.e. [www.schandgroup.com](http://www.schandgroup.com).
11. In compliance with provision of section 108 of The Companies Act, 2013 read with the relevant Rules thereunder and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its members to enable them to cast their votes electronically.
12. Members have option to vote either through e-voting or through the physical postal ballot form. If a member has opted for e-voting then he/she should not vote by physical postal ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.
13. Voting through electronic means:
  - (i) The remote e-voting period begins on Tuesday, February 25, 2020 (9.00 A.M.) and ends on Wednesday, March 25, 2020 (5.00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 21, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of S Chand And Company Limited

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) Members can call on toll free no.: 1800225533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013, Email – [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for grievances connected with e-Voting.

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

**Date: February 13, 2020  
Place: New Delhi**

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