

S CHAND AND COMPANY LTD

[CIN: L 22219 DL 1970 PLC 005400]

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

E-mail: jsingh.del@schandgroup.com

Web-site: www.schandgroup.com

Meeting of Equity Shareholders of S Chand And Company Ltd scheduled to be held under the supervision of the Hon'ble National Company Law Tribunal

Day	Thursday
Date	26 th March, 2020
Time	10.30 A.M.
Venue	The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074

LIST OF DOCUMENTS

Sl. No.	Contents
1	Notice of the Meeting along with an Instruction Slip for e-voting
2	Proxy Form
3	Attendance Slip
4	Explanatory Statement
5	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 under sections 230, 232 and 66 of the Companies Act, 2013, and other applicable provisions, if any
6	A complete set of the Report on Valuation of Shares & Share Exchange Ratio issued by M/s B. Chhawchharia & Co., Chartered Accountants, New Delhi
7	A complete set of the Fairness Opinion issued by Real Growth Securities Pvt Ltd, a SEBI Registered Category 1 Merchant Banker on the Share Valuation Report
8	Complaints Reports filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
9	Observation Letters dated 2 nd December, 2019, and 3 rd December, 2019, issued by BSE and NSE, respectively, conveying their No-Objection to the Scheme of Arrangement
10	Audited Financial Statements of 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 for the year ended 31 st March, 2019
11	Un-audited Financial Statements (provisional) of 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 for the period ended 30 th September, 2019
12	Abridged Prospectus of Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd along with Certificate issued by Turnaround Corporate Advisors Pvt Ltd, SEBI Registered Category 1 Merchant Bankers
13	Route map of the venue of the meeting
14	Postal Ballot and E-voting Form with instructions [loose leaf insertion]

Sd/-

Bijan Kumar Singh, Advocate

Chairperson of the meeting of Equity Shareholders of
S Chand and Company Ltd

Through

Sd/-

Rajeev K Goel, Advocate

For Rajeev Goel & Associates

Counsel for the Applicants

785, Pocket-E, Mayur Vihar-II

Delhi Meerut Expressway/NH-24

Delhi 110 091

Mobile: 93124 09354

e-mail: rajeev391@gmail.com

Website: www.rgalegal.in

Date: 13th day of February, 2020

Place: New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (BENCH-III), NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 12 (ND) OF 2020
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230, 232 & 66
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
AND
IN THE MATTER OF

BLACKIE & SON (CALCUTTA) PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY NO. 1

NIRJA PUBLISHERS & PRINTERS PVT LTD

APPLICANT NO. 2/TRANSFEROR COMPANY NO. 2

DS DIGITAL PVT LTD

APPLICANT NO. 3/ DEMERGED COMPANY NO. 1

SAFARI DIGITAL EDUCATION INITIATIVES PVT LTD

APPLICANT NO. 4/ DEMERGED COMPANY NO. 2

AND

S CHAND AND COMPANY LTD

APPLICANT NO. 5/TRANSFeree COMPANY NO. 1

NOTICE CONVENING MEETING

To
The Equity Shareholders
of S Chand and Company Ltd

Take Notice that the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi vide its Order dated 10th February, 2020 (date of pronouncement), inter alia, directed for convening of a meeting of Equity Shareholders of S Chand and Company Ltd (the Transferee Company No. 1) for the purpose of considering and, if thought fit, approving, with or without modification(s), 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, and other connected matters, if any. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution with specific majority as provided under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any:

“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 1st 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.
 - d. Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.
 - e. Since the Transferor Companies No. 1 & 2 are Wholly Owned Subsidiaries of the Transferee Company No. 1, there will not be any issue of shares on amalgamation of the Transferor Companies No. 1 & 2 with the Transferee Company No. 1 (Amalgamation-1).
- ix. 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.”

Take Further Notice that in pursuance of the said order, a meeting of **the Equity Shareholders of S Chand and Company Ltd is scheduled to be held on Thursday, 26th March, 2020, at 10:30 A.M. at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074**, where you are requested to attend.

Take Further Notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the Company not later than 48 hours before the time fixed for the meeting.

Facility of remote e-voting is also available to the Shareholders. Accordingly, Shareholders can vote through electronic means (without attending the meeting) instead of voting in the Shareholders' meeting.

The Hon'ble Tribunal has appointed Mr. Bijan Kumar Singh, Advocate, as the Chairperson; Mr. V P Sharma, Advocate, as the Alternate Chairperson and Mr. Parveen Kumar, Chartered Accountant, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230, 232 and 66 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Composite Scheme of Arrangement, Form of Proxy, Attendance Slip and other documents, if any, are enclosed.

Additionally, in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, as amended from time to time, and other applicable provisions, if any, the Scheme of Arrangement shall also be subject to the approval of the Public Shareholders (i.e., Equity Shareholders other than those forming part of Promoter and Promoter Group) of the listed Transferee Company No. 1 through e-voting. Accordingly, e-voting facility is being provided to the shareholders of Transferee Company No. 1. The Transferee Company No. 1 is also providing Postal Ballot facility to its public shareholders. The notice of Postal Ballot is annexed with this Notice, to consider and, if thought fit, approve, with or without modifications, the proposed Scheme of Arrangement.

The proposed Composite Scheme of Arrangement, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi.

Dated this 13th day of February, 2020

Sd/-
Bijan Kumar Singh, Advocate
Chairperson of the meeting of Equity Shareholders of
S Chand and Company Ltd

Through

Sd/-
Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-24
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Notes:

1. Only Equity Shareholders of the Company may attend and vote (either in person or by proxy or by authorised representative as per Section 113 of the Companies Act, 2013) at the meeting of Shareholders. The authorised representative of a body corporate which is a Shareholder of the Applicant Company may attend and vote at the Shareholders' meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate or other valid authorisation is deposited at the registered office of the Company for convening the meeting authorising such representative to attend and vote at the meeting.
2. **An Equity Shareholder of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and such proxy need not be a member of the Applicant Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.**
3. **Please note that a person can act as a proxy on behalf of Equity Shareholders not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total paid up Equity Share Capital of the Company/votes. Further, an Equity Shareholder holding more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes may appoint a single person as proxy and such person shall not act as proxy for any other Equity Shareholder.**
4. All the alterations, made in the Proxy Form, must be initialed.
5. Facility of remote e-voting is also available to the Equity Shareholders. Accordingly, Equity Shareholders can vote through electronic means instead of voting in the Equity Shareholders' meeting. Central Depository Services (India) Ltd (CDSL) has been appointed to provide remote e-voting platform and to conduct e-voting in a secured manner. **Instructions for e-voting are given at the end of this notice.**
6. This Notice is being sent to all the Equity Shareholders, whose names appear in the List of Beneficial Owners as on Friday, February 14, 2020, as per the detail as furnished by the Depositories/RTA. Further, a person, whose name is recorded in the List of Beneficial Owners as on Friday, February 21, 2020, being the cut-off date for voting, shall be entitled to avail the facility of remote e-voting or voting through ballot paper at the meeting.
7. **The remote e-voting period begins on Tuesday, February 25, 2020 at 9:00 A.M. and ends on Wednesday, March 25, 2020 5:00 P.M.** During this period, Equity Shareholders of the Company, holding Equity Shares in physical form or in dematerialized form, as on the **cut-off date-Friday, February 21, 2020**, may cast their vote electronically. The e-voting facility will be available at the link <https://www.evotingindia.com> during the aforesaid e-voting period. The e-voting module shall be disabled by CDSL for voting thereafter.
8. It may be noted that remote e-voting is optional. Equity Shareholder(s) can opt only for one mode of voting. If an Equity Shareholder has opted for remote e-voting, then he/she/it should not vote by ballot paper in the meeting, although the Equity Shareholders has a right to attend the meeting. The voting rights of Equity Shareholders shall be in proportion to their shareholding in the paid-up Equity Share Capital.
9. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the List of Beneficial Owners in respect of such joint holding, will be entitled to vote.
10. All the persons attending the meeting are requested to hand over the enclosed Attendance Slip, duly signed, for admission to the meeting hall.
11. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**
12. Notice of the meeting, Explanatory Statement, Proxy Form, Attendance Slip and other documents are also being placed on the website of the Transferee Company No. 1: www.schandgroup.com.

Encl.: As above

INSTRUCTIONS FOR REMOTE E-VOTING:

1. 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.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.
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">• 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)

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN of S Chand And Company Limited
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. 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.
18. **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.**
19. 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 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.
 - 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 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.
20. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. 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 for grievances connected with e-Voting.

S CHAND AND COMPANY LTD

[CIN: L 22219 DL 1970 PLC 005400]

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

E-mail: jsingh.del@schandgroup.com

Web-site: www.schandgroup.com

ATTENDANCE SLIP

Folio No./ DP ID - Client ID		Ref. No. / Sequence Number: 200219001
Name of Equity Shareholder(s)		
Name of Proxy/ Authorized Rep., if any		
I hereby record my presence at the meeting of the Equity Shareholders of S Chand and Company Ltd being held on Thursday, 26 th March, 2020, at 10:30 A.M. at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074, under the supervision of the Hon'ble National Company Law Tribunal, for the purpose of considering and, if thought fit, approving, with or without modification, the 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, and other connected matters, if any.		

Signature

S CHAND AND COMPANY LTD

[CIN: L 22219 DL 1970 PLC 005400]

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

E-mail: jsingh.del@schandgroup.com

Web-site: www.schandgroup.com

PROXY FORM

Name of Equity Shareholder(s)	
Registered Address	
E-mail id	
Folio No./ DP ID- Client ID	

I/We, being **Equity Shareholder(s)** of **S Chand and Company Ltd**, hereby appoint the following person(s) as my/our proxy(ies):

1.	Name of Proxy holder	
	Address	
	E-mail id	

or failing him/her

2.	Name of Proxy holder	
	Address	
	E-mail id	

or failing him/her

3.	Name of Proxy holder	
	Address	
	E-mail id	

to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the **Equity Shareholders of S Chand and Company Ltd** scheduled to be held on **Thursday, 26th March, 2020, at 10:30 A.M. at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074**, and at any adjournment thereof for the purpose of considering and, if thought fit, approving, with or without modification, 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, and other connected matters, if any.

Signed this _____ day of _____, 2020

Signature of the Equity Shareholder(s):	<table border="1"><tr><td>Affix ₹ 1.00 Revenue Stamp</td></tr></table>	Affix ₹ 1.00 Revenue Stamp
Affix ₹ 1.00 Revenue Stamp		

Signature of the Proxy holder(s)	1.
	2.
	3.

Notes:

1. Please affix revenue stamp and cancel the Stamp by signing across the Stamp or otherwise.
2. **This Form of Proxy, in order to be effective, must be deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the Meeting.**
3. **Please note that a person can act as a proxy on behalf of Equity Shareholders not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total paid up Equity Share Capital of the Company/votes. Further, an Equity Shareholder holding more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes may appoint a single person as proxy and such person shall not act as proxy for any other Equity Shareholder.**
4. All the alterations, made in the Proxy Form, must be initialed.
5. Proxy need not be a member of the Company.
6. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**

ROUTE MAP FROM QUTAB MINAR TO THE EXECUTIVE CLUB

