

Date: January 06, 2025

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| To<br>Listing Department<br>BSE Limited<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai,<br>Maharashtra 400001 | To<br>Listing Department,<br>National Stock Exchange of India Limited<br>Exchange Plaza, C-1, Block G, Bandra Kurla<br>Complex, Bandra (E), Mumbai, Maharashtra<br>400051 |
|---|---|

Dear Sir,

**Re: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Subject: Outcome of Board Meeting in accordance with The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

The Board of Directors at its meeting held on Monday, January 06, 2025 which commenced at 11:36 A.M. and concluded at 02:14 P.M., inter alia, transacted the following matters:

**i) Allotment of 41,296 equity shares of Rs. 5/- each pursuant to exercise of options granted and vested under ESOP Schemes:**

- Allotment of 11,834 equity shares of Rs. 5/- each against the stock options granted to eligible employees of the Company and its subsidiaries who have exercised the stock options vested to them under Employees Stock Option Plan 2012.
- Allotment of 29,462 equity shares of Rs. 5/- each against the stock options granted to eligible employees of the Company and its subsidiaries who have exercised the stock options vested to them under Employees Stock Option Scheme 2023.

Consequent to aforesaid allotment the issued, subscribed and paid-up equity share capital of the Company would be as under:

(Amount in Rs.)

| Particulars   | Existing Equity Share Capital |  | Post allotment Equity Share Capital |  |
|---|-------------------------------|--|-------------------------------------|--|
|   | No. of Shares                 | Total nominal amount of Shares Capital | No. of Shares                       | Total nominal amount of Shares Capital |
| Issued, Subscriber and Paid-Up Equity Share Capital | 3,52,17,379                   | 176,086,895                            | 3,52,58,675                         | 176,293,375                            |



The detailed disclosure regarding this matter as per Schedule III of the Listing Regulations read with SEBI SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure I**.

The details as required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are enclosed as **Annexure – II**.

- ii) **Incorporation of Step-down Wholly owned Subsidiary Company of the Company:** In a step further towards increasing operational efficiency, it is proposed to incorporate a new step down wholly owned Subsidiary company of the Company. This new company will be engaged in printing business.

The detailed disclosure regarding this matter as per Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 will be submitted after incorporation of the Company.

- iii) Approved the Corporate Guarantee in favour of State Bank of India Limited against the enhancement and renewal of Cash Credit facility for an amount upto Rs. 20.00 crores (Rupees Twenty Crores Only) from the existing cash credit limit of Rs. 10.00 crores (Rupees Ten Crores Only) proposed to be taken by New Saraswati House (India) Private Limited (a wholly owned subsidiary of the Company).

The detailed required as per Schedule III of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is attached herewith as **Annexure III**.

Request you to please take note of the same.

Thanking You.

For S Chand And Company Limited



**Jagdeep Singh**  
**Company Secretary & Compliance Officer**  
**Membership No. A15028**  
**Address: A-27, 2<sup>nd</sup> Floor,**  
**Mohan Co-operative Industrial Estate,**  
**New Delhi-110044**

**Annexure –I**

| <b>Sl. No.</b> | <b>Particulars</b>  | <b>Details</b>   |
|----------------|---|--|
| 1              | Brief details of options granted  | 11,834 options were granted to eligible employees of the Company and its subsidiaries under Employee Stock Option Plan 2012 on August 10, 2023<br><br>29,462 options were granted to eligible employees of the Company and its subsidiaries under Employee Stock Option Plan 2023 November 21, 2023  |
| 2              | Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable) | Yes  |
| 3              | Total number of shares covered by these options   | 11,834 options under Employee Stock Option Plan 2012<br><br>29,462 options under Employee Stock Option Plan 2023   |
| 4              | Pricing formula   | Exercise price is INR 103.98 per option i.e. @50% discounted price of average closing market price of the shares in last two weeks from the date of grant i.e. August 10, 2023<br><br>Exercise price is INR 127.17 per option i.e. @50% discounted price of average closing market price of the shares in last two weeks from the date of grant i.e. November 21, 2023 |
| 5              | Options vested  | 11,834 options have been vested on completion of one year from the date of grant (vesting date - August 09, 2024) under Employee Stock Option Plan 2012<br><br>29,462 options have been vested on completion of one year from the date of grant (vesting date - November 20, 2024) under Employee Stock Option Plan 2023   |
| 6              | Time within which option may be exercised   | The options may be exercised by the employees within two years from the date of vesting of shares i.e. by August 09, 2025 under Employee Stock Option Plan 2012<br><br>The options may be exercised by the employees within five years from the date of vesting of shares i.e. by November 20, 2029 under Employee Stock Option Plan 2023                              |



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| 7  | Options exercised  | 41,296 Stock Options  |
| 8  | Money realized by exercise of options  | INR 49,77,181.86/- (Rupees Forty Nine Lakhs Seventy Seven Thousand One Hundred Eighty One and Eighty Six paisa Only)  |
| 9  | The total number of shares arising as a result of exercise of options                | 41,296 Equity Shares  |
| 10 | Options lapsed   | Not applicable  |
| 11 | Variation of terms of options  | No variation  |
| 12 | Brief details of significant terms   | The equity shares allotted shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the existing equity shares of the Company.                        |
| 13 | Subsequent changes or cancellation or exercise of such options                       | Not applicable  |
| 14 | Diluted earnings per share pursuant to issue of equity shares on exercise of options | As per Profit / (loss) after tax for the half year ended September 30, 2024 – Negative INR 1.56 per share<br>As per Profit / (loss) after tax for year ended March 31, 2024 –INR 4.20 per share |



**Annexure II**

**Shares allotted under Employees Stock Option Plan 2012 & Employees Stock Option Scheme 2023**

| Sl. No. | Particulars   | Details of Shares allotted under Employees Stock Option Plan 2012   | Details of Shares allotted under Employees Stock Option Scheme 2023   |
|---------|---|---|---|
| 1       | Company name and address of Registered Office   | S Chand And Company Limited<br>A-27, 2 <sup>nd</sup> Floor, Mohan Co-operative Industrial Estate,<br>New Delhi-110044 | S Chand And Company Limited<br>A-27, 2 <sup>nd</sup> Floor, Mohan Co-operative Industrial Estate,<br>New Delhi-110044 |
| 2       | Name of the Recognised Stock Exchanges on which the company's shares are listed   | - BSE Limited<br>- The National Stock Exchange of India Limited   | - BSE Limited<br>- The National Stock Exchange of India Limited   |
| 3       | Filing date of the statement referred in regulation 10(b) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with the recognised Stock Exchange | BSE: August 02, 2017<br>NSE: August 03, 2017  | BSE: November 09, 2023<br>NSE: November 08, 2023  |
| 4       | Filing Number, if any   | BSE: (DCS/IPO/ST/ESOP-IP/2052/2017-18)<br>NSE: NSE/LIST/12140   | BSE: (DCS/IPO/SC/ESOP-IP/2969/2023-24)<br>NSE: NSE/LIST/38155   |
| 5       | Title of the Scheme pursuant to which shares are issued, if any   | Employees Stock Option Plan 2012  | Employees Stock Option Scheme 2023  |
| 6       | Kind of security to be listed   | Equity Shares   | Equity Shares   |
| 7       | Par value of the shares   | INR 5/- (Rupees Five Only)  | INR 5/- (Rupees Five Only)  |
| 8       | Date of issue of shares   | January 06, 2025  | January 06, 2025  |
| 9       | Number of shares issued   | 11,834 (Eleven Thousand Eight Hundred Thirty Four Only)   | 29,462 (Twenty Nine Thousand Four Hundred Sixty Two)  |
| 10      | Share Certificate No., if applicable  | Not applicable  | Not applicable  |



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| 11 | Distinctive number of the share, if applicable  | Not applicable  | Not applicable  |
| 12 | ISIN Number of the shares if issued in Demat  | INE807K01035  | INE807K01035  |
| 13 | Exercise price per share  | INR 103.98/- (One Hundred Three Rupee and Ninety Eight Paisa Only)                | INR 127.17/- (One Hundred Twenty Seven Rupee and Seventeen Paisa Only)  |
| 14 | Premium per share   | INR 98.98/- (Ninety Eight Rupee and Ninety Eight Paisa Only)                      | INR 122.17/- (One Hundred Twenty Two Rupee and Seventeen Paisa Only)  |
| 15 | Total issued shares after this issue  | Please refer the table mentioned in the covering letter.                          | 3,52,58,675 (Three Crore Fifty Two Lakh Fifty Eight Thousand Six Hundred Seventy Five)                          |
| 16 | Total issued share capital after this issue   | Please refer the table mentioned in the covering letter.                          | INR 176,293,375/- (Rupees Seventeen Crore Sixty Two Lakh Ninety Three Thousand Three Hundred Seventy Five only) |
| 17 | Details of any lock-in on the shares  | No lock-in  | No lock-in  |
| 18 | Date of expiry of lock-in   | No lock-in  | No lock-in  |
| 19 | Whether shares are identical in all respects to existing shares? If not, when will they become identical? | New shares shall rank pari - passu with the existing equity shares in all respect | New shares shall rank pari - passu with the existing equity shares in all respect                               |
| 20 | Details of listing fees, if payable   | Already Paid  | Already Paid  |



**Annexure III****Details of Corporate Guarantee**

| <b>S. No.</b> | <b>Particulars</b>   | <b>Disclosure</b>   |
|---------------|--|---|
| 1.            | Name of party for which such guarantees or indemnity or surety was given   | New Saraswati House (India) Private Limited (a wholly owned subsidiary) (“NSHIPL”)  |
| 2.            | Whether the promoter / promoter group / group companies have any interest in this transaction: If yes, nature of interest and details thereof and whether the same is done at “arm’s length” | Promoter / promoter group / group companies have no interest in this transaction. This corporate guarantee is provided in favour of State Bank of India Limited to secure enhancement and renewal of Cash Credit Limit being sanctioned to NSHIPL (a wholly owned subsidiary) by State Bank of India Limited  |
| 3.            | Brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee | The corporate guarantee is extended to State Bank of India Limited to secure the enhancement and renewal of Cash Credit Limit of Rs. 20.00 crores (Rupees Twenty Crores Only) from the existing cash credit limits of Rs. 10.00 crores (Rupees Ten Crores Only) being sanctioned to NSHIPL. This credit facility is also secured by personal guarantees by Mr. Himanshu Gupta, Managing Director cum promoter and Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director cum promoter of the Company. |
| 4.            | Impact of such guarantees or indemnity or surety on listed entity  | NSHIPL is a wholly owned subsidiary of the Company. The financials of NSHIPL are consolidated with the financials of the Company therefore, on a consolidated basis there is no impact on the Company.  |

**For S Chand And Company Limited****Jagdeep Singh**  
**Company Secretary & Compliance Officer**  
**Membership No. A15028****Date: January 06, 2025**  
**Place: New Delhi**