



## S Chand And Company Limited

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

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Date: July 21, 2020

To Listing Department BSE Limited 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001	To Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051
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**Scrip Code: 540497**

**Scrip ID: SCHAND**

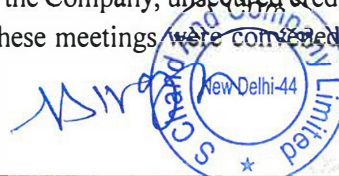
Dear Sir,

**Re: Voting Results pursuant to Regulation 44(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is with respect to the proposed Composite Scheme of Arrangement (“Scheme”) amongst Blackie & Son (Calcutta) Private Limited, Nirja Publishers & Printers Private Limited (“Nirja”), DS Digital Private Limited (“DS Digital”), Safari Digital Education Initiatives Private Limited and S Chand And Company Limited, its respective members and creditors. Post observations of the stock exchanges the Company filed the 1<sup>st</sup> motion application before the Hon’ble National Company Law Tribunal (“NCLT”) for approval of the Scheme. NCLT vide its order dated February 10, 2020 directed the Company to convene meeting of its shareholders, secured and unsecured creditors, meeting of secured and unsecured creditors of Nirja and meeting of secured and unsecured creditors of DS Digital in the month of March 2020. However, considering the nationwide lockdown due to the Coronavirus Pandemic these meetings were not convened physically. The same has been intimated to the stock exchanges vide letter dated March 23, 2020.



Pursuant to the observation letters of the stock exchanges the approval of the public shareholders was sought through postal ballot and e-voting. Please note that there was no change in the process and dates of remote e-voting by the public shareholders of the Company and postal ballot. The e-voting commenced on Tuesday, February 25, 2020 at 9:30 A.M. (IST), will close on Wednesday, March 25, 2020 at 5:00 P.M. (IST). This postal ballot process was part and partial of the shareholder’s approval required for the proposed Scheme. Therefore, considering the cancellation of the physical meetings it was decided that the result of the postal ballot will be disclosed and submitted after completion of the meeting of shareholders.

The Company had filed an application before the NCLT for convening the aforesaid meetings through video conferencing. Accordingly, vide NCLT’s order dated May 20, 2020 approved the application for convening the meetings through video conferencing of the secured creditors of Nirja, DS Digital and the Company on July 17, 2020 and meetings of equity shareholders of the Company, unsecured creditors of Nirja, DS Digital and the Company on July 18, 2020. Accordingly, these meetings were convened as per the directions of NCLT on July 17, 2020 and July 18, 2020.



Therefore, in compliance with Regulation 44(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding voting (e-voting and physical postal ballots) results of the aforesaid matter alongwith the Scrutinizers Report are enclosed herewith.

**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**

**Encl: as above**



# PARVEEN S KUMAR & CO.

## CHARTERED ACCOUNTANTS

427, C-1, Palam Vihar, Gurgaon-122017, Haryana

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Email : parveenskumar.co@gmail.com  
gangwani@accountant.com

### Scrutinizer's Report

(Pursuant to Section 108 and 110 of The Companies Act, 2013 and Rule 20 and 22 of The (Companies Management and Administration) Rules, 2014) and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Chairman  
S Chand And Company Limited  
CIN: L22219DL1970PLC005400  
Registered office: A-27, 2<sup>nd</sup> Floor,  
Moham Co-operative Industrial Estate,  
New Delhi-110044

**Consolidated Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated February 13, 2020 through Postal Ballot**

Dear Sir,

I, Parveen Kumar, Chartered Accountant, having Firm registered with ICAI in name of M/s Parveen S Kumar & Co., Chartered Accountants, has been appointed as a Scrutinizer by the Company for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolution regarding 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, S Chand And Company Limited and their respective shareholders and creditors contained in the Notice of Postal Ballot dated February 13, 2020 proposed to be passed by the public shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder and (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated February 13, 2020, based on the reports generated from the e-voting system provided by the authorized agency, Central Depository Services (India) Limited engaged by the Company to provide e-voting facility and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.00 p.m. on Wednesday, March 25, 2020.

I submit my report as under:

1. Dispatch of the Postal Ballot notice containing the explanatory statement and the Postal Ballot form along with self-addressed postage pre-paid envelope to the members of the Company was completed on February 24, 2020. The said documents were sent by the Company in electronic mode to those members who registered their e-mail addresses with their respective Depository Participants and in physical mode to the other members.
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e. February 21, 2020 were entitled to cast their votes by postal ballot or e-voting.



3. Voting through Postal Ballot and E-voting commenced on **Tuesday, February 25, 2020** (9.00 a.m. IST) and ended on **Wednesday, March 25, 2020** (5.00 p.m. IST). E-voting was blocked at **5.00 p.m. on March 25, 2020** by Central Depository Services (India) Limited, the e-service agency engaged by the Board of Directors of the Company.
4. The Postal Ballot forms received from the members were kept in safety custody of Link Intime India Private Limited, the Registrar and Transfer Agent (RTA) of the Company before commencement of the scrutiny.
5. After the time fixed for closing of the e-voting, i.e. **5.00 p.m. on Wednesday, March 25, 2020**, a final electronic report of the e-voting was generated by me by accessing the data available to me from the authorised agency Central Depository Services (India) Limited to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. **5.00 p.m. on Wednesday, March 25, 2020**, were diligently scrutinized and reconciled with the records maintained by the Company through, Link Intime India Private Limited, the Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.
7. The Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately. I did not find any defaced or mutilated ballot papers.
8. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated February 13, 2020 through Postal Ballot is as under:

**Resolution No. 1: 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, S Chand And Company Limited and their respective shareholders and creditors.**

- a) Votes cast "in favour" of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	14	218	0.01
Electronic (e-voting)	70	2,235,004	99.99
Total	84	2,235,222	99.99



b) Votes cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	3	12	Negligible
Electronic (e-voting)	3	51	Negligible
Total	6	63	Negligible

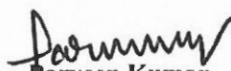
c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	2	11
Electronic (e-voting)	NIL	NIL
Total	2	11

9. In view of the above scrutiny, I hereby certify that resolution specified in the Postal Ballot Notice dated February 13, 2020 has been passed with the requisite majority of public shareholders. Further, the promoters and promoter group did not participate in the postal ballot process.

10. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.

For PARVEEN S KUMAR & CO.,  
Chartered Accountants  
Firm Registration No. 030274N

  
Parveen Kumar  
FCA

Membership No. 524665  
UDIN: 20524665AAAACD8847



Date: 21<sup>st</sup> July, 2020  
Place: New Delhi