



S Chand And Company Limited

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

P: +91 11 4973 1800 | F: +91 11 4973 1801 | E: info@schandgroup.com | www.schandgroup.com

Date: September 01, 2023

To Listing Department BSE Limited 25 th Floor, P J 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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Dear Sir,

Re: Intimation of 52nd Annual General Meeting of the Company.

This is in reference to our disclosure dated May 30, 2023 regarding approval of notice of 52nd Annual General Meeting (“AGM”) to be convened on Tuesday, September 26, 2023 at 11:30 A.M. through video conferencing. The notice of AGM of the Company is enclosed herewith. The notice is also available on the website of the Company at www.schandgroup.com/investors/#annual-report and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

Key Details with respect to AGM are as under:

- i) The AGM will be held on Tuesday, September 26, 2023 at 11:30 A.M. through video conferencing in compliance with the applicable provisions of the Act and Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 (“MCA Circulars”);
- ii) In compliance of the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, the Annual Report along with Notice of the AGM is being circulated to the shareholders of the Company through electronic mode;
- iii) Pursuant to section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting or through an electronic voting system during the AGM;
- iv) The cut-off date for determining the eligibility of the members to vote through remote e-voting or through an electronic voting system during the AGM is Tuesday, September 19, 2023;



- v) The Company has appointed Link Intime India Private Limited (“**Link Intime**”) for the purpose of providing remote e-voting facility to the members prior to the AGM and e-voting facility during the AGM. The remote e-voting facility shall commence at 9:00 a.m. on Friday, September 22, 2023 and will end at 5:00 p.m. on Monday, September 25, 2023. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter; and
- vi) The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Request you to kindly take note of the above.

**Thanking You,
For S Chand And Company Limited**

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



Encl: as above

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 52nd Annual General Meeting ("AGM") of Members of S Chand And Company Limited ("Company") will be held on Tuesday, 26th September, 2023 at 11:30 A.M. through video conferencing to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 and the Report of Auditors thereon.
3. To declare a final dividend of Rs. 3/- per equity share for the financial year ended March 31, 2023.
4. To appoint a director in place of Ms. Savita Gupta (DIN: 00053988), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSSES:

5. **To consider and approve regularization and re-appointment of Mr. Rajagopalan Chandrashekar (DIN:03634002) 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, 160 read with Schedule IV and other applicable provisions, if any, 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(s) 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. Rajagopalan Chandrashekar (DIN: 03634002), who was appointed as an Additional Director (Independent) on July 20, 2023 as per section 161 of the Act and Articles of Association of the Company to hold office upto the conclusion of this Annual General Meeting, 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 second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

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

6. **To consider and approve S Chand - Employees Stock Option Plan 2023**

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (the "Companies SCD Rules") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [including any modification(s) thereof or supplement(s) thereto] ("the SEBI SBEB and Sweat Equity Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) thereof or supplement(s) thereto] ("the SEBI LODR Regulations"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company [hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee ("the Committee")], the consent of the shareholders be and is hereby accorded to introduce and implement the 'S Chand - Employee Stock Option Plan 2023' ("the ESOP 2023"), the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as "Employee(s)") selected on the basis of criteria decided by the Committee under the ESOP 2023, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 3,00,000 (Three Lakh Only) equity shares of face value

of Rs. 5/- each (Rupees Five), at such price and on such terms and conditions as may be fixed or determined by the Committee in accordance with the provision of the ESOP 2023 and all provisions of applicable laws.

RESOLVED FURTHER THAT the ESOP 2023 may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to exercise the options granted to them in accordance with the provisions of the Act / SEBI (SBEB and Sweat Equity) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP 2023 and the exercise price of Options granted under the ESOP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- (Rupees Five) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the ESOP 2023.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, the SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Committee is authorised to formulate, evolve, decide upon and implement ESOP 2023, determine the detailed terms and conditions of the aforementioned ESOP 2023 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOP 2023 and as the Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of the ESOP 2023.

RESOLVED FURTHER THAT the Board / Committee is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP 2023 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP 2023 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP 2023 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / the Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP 2023 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation / Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary in this regard."

7. Extension of S Chand - Employees Stock Option Plan 2023 to the employees of Company's Associate Company(ies), Group Company(ies), Subsidiary Company(ies) and holding company [present or future]

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (the "**Companies SCD Rules**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [including any modification(s) thereof or supplement(s) thereto] ("**the SEBI SBEB and Sweat Equity Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) thereof or

supplement(s) thereto] (“the SEBI LODR Regulations”), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company [hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee (“the Committee”)], the consent of the members be and is hereby accorded to extend the benefits of ‘S Chand - Employee Stock Option Plan 2023’ (“the ESOP 2023”) proposed in the resolution number [6] above to the eligible Employees and Directors of the Company’s subsidiary company(ies), group company(ies), associate company(ies) and holding company [present or future] and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and / or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Committee, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Committee in accordance with the ESOP 2023.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board / the Committee be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2023 from time to time or to suspend, withdraw or revive the ESOP 2023 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / the Committee be authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

By Order of the Board
S Chand And Company Limited

Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028

Date: August 11, 2023
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 Businesses to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the special businesses as set out under Item No. 5, 6 & 7, being considered unavoidable, be transacted at the AGM.
2. Pursuant to the Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 (“MCA Circulars”), the Company is convening this AGM through video conferencing without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.
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 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 / authorization etc., authorizing 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 / or to its RTA at instameet@linkintime.co.in.
5. Members may avail the nomination facility as provided under Section 72 of the Act.
6. Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the information about the Directors proposed to be re-appointed is given in the **Annexure I** to this Notice.
7. The Company hereby requests members to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, Bank details etc. to their respective Depository Participant(s).
8. Members may note that the Board, at its meeting held on May 30, 2023, has recommended a final dividend of Rs. 3/- per equity share to the equity shareholders of the Company for the financial year 2022-23. The record date for the purpose of final dividend for financial year 2022-23 is September 19, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid from October 01, 2023,

electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depository participant(s) to receive the dividend directly into their bank account on the payout date.

Members may please note that their bank details and addresses as furnished by the respective depository participant(s) to the Company will be considered for remittance of dividend as per the applicable regulations of the depository participant(s) and the Company will not be able to entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members are requested to update their Electronic Bank Mandate with their respective depository participant(s).

9. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS)/withholding tax at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the IT Act.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed Rs. 5,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil TDS/withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be uploaded on the Company's RTA portal at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by Monday, September 25, 2023. Members are requested to visit <https://web.linkintime.co.in/>

[formsreg/submission-of-form-15g-15h.html](#), select the name of the Company, enter DP / Client ID & PAN and then upload the required documents. No communication on the tax determination / deduction shall be entertained thereafter.

TDS certificates in respect of tax deducted, if any, can be subsequently viewed by the members in Form 26AS by logging in with their credentials (with valid PAN) at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/home>.

Members are requested to address all correspondence, including dividend-related matters, to Registrar and Transfer Agent, Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or email at delhi@intime.co.in.

10. 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. Pursuant to Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at www.schandgroup.com. 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 also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
11. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2023 are being sent to all the members whose email IDs are registered with the depository participant(s) as on August 24, 2023. Please note that pursuant to the aforesaid MCA Circulars and the Securities and Exchange Board of India circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 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, 2023 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>.
12. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain 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 at least 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation by shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnels and auditors.
13. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
14. 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 52nd 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 22, 2023 at 9:00 A.M. and ends on Monday, September 25, 2023 at 5:00 P.M. During this period members of the Company, holding shares, as on the cut-off date of **September 19, 2023**, 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.
15. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
16. 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 19, 2023 may follow steps mentioned in the Notice under 'Instructions for e-voting'.
17. 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.
18. Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the members through electronic mode during the AGM.

19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts.
20. 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.
21. 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 result of the voting forthwith.
22. The results declared along with 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.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Rajagopalan Chandrashekar (DIN: 03634002) was appointed as an independent director of the Company pursuant to Section 149 of The Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules"), by the members at the annual general meeting held on September 25, 2018, to hold office for a period of five consecutive years i.e. up to July 22, 2023.

The Nomination and Remuneration Committee at its meeting held on July 20, 2023 after taking into account the performance evaluation of Mr. Rajagopalan Chandrashekar 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:

- Appointment as additional director in the capacity of Independent Director of the Company to hold office upto the conclusion of this Annual General Meeting; and
- Re-appointment as Independent Director for a second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

The Nomination and Remuneration Committee has considered his diverse skills, leadership capabilities, expertise in strategic planning, risk management, and vast business experience, among others, as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mr. Rajagopalan Chandrashekar possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence, it is desirable to continue to avail his services as an independent director.

Pursuant to section 161 of the Act and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 20, 2023 appointed Mr. Rajagopalan Chandrashekar as an Additional Director (Independent) of the Company to hold office upto the conclusion of this Annual General Meeting and recommended the re-appointment of Mr. Rajagopalan Chandrashekar as an independent director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

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. Rajagopalan Chandrashekar 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. Rajagopalan Chandrashekar. The Company has also received a notice under Section 160 of the Act from a member, proposing candidature of Mr. Rajagopalan Chandrashekar to the office of independent director. In the opinion of the Board, and based on its evaluation, Mr. Rajagopalan Chandrashekar fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for his reappointment as an independent director of the Company and he is independent of the management of the Company.

Mr. Rajagopalan Chandrashekar is not debarred from holding the office of Director pursuant to any SEBI order.

A copy of the letter for the re-appointment of Mr. Rajagopalan Chandrashekar as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on all working days up to Tuesday, September 26, 2023 at the registered office of the Company.

The resolution seeks the approval of members for the re-appointment of Mr. Rajagopalan Chandrashekar as an independent director of the Company up to July 22, 2028 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. 5 for your approval.

None of the Directors, Key Managerial Personnel and/ or their relatives except Mr. Rajagopalan Chandrashekar to whom the resolution relates, are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the accompanying notice.

Brief Resume



Rajagopalan Chandrashekar
Independent Director

Mr. Rajagopalan Chandrashekar is an Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai.

He was appointed as an Independent Director of our Company on July 23, 2018. He works in the domain of inbound marketing and consulting. He is the Managing Director of Pragmatic Learning Private Limited.

Age: 45 Years

Nature of expertise in specific functional areas: He has 20 (Twenty) years of experience in strategy, corporate planning and business development.

Other details are mentioned in Annexure I

Item No. 6 & 7

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented, and competent personnel in the company. Your Company believes in rewarding its employees including employees of holding company, its subsidiary company (ies) and/ or associate company(ies), group company(ies) [present or future] for their continuous hard work, dedication, and support, which has led and will lead the Company on the growth path.

Keeping in line with the above, "S Chand - Employees Stock Option Plan 2023" ("**the ESOP 2023 / Scheme**") has been formulated by the Company and pursuant to the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI (SBEB and Sweat Equity) Regulations**") and other applicable laws, the ESOP 2023 will be implemented by the Nomination and Remuneration Committee ("**the Committee**") constituted under Section 178 of the Companies Act, 2013 & Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On the recommendation and approval of the Committee, the ESOP 2023 has been approved by the Board of Directors in its Meeting held on August 11, 2023, subject to the approval of the Members of the Company.

The ESOP 2023 will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee.

Details of information required to be provided pursuant to Regulation 6(2) read with Part C of Schedule I of SEBI (SBEB and Sweat Equity) Regulations are as under:

a) Brief description of the scheme

The ESOP 2023 has been formulated to reward the eligible and potential employees who are in the employment of the Company and/or its subsidiary company(ies), group company(ies), associate company(ies) and holding company (whether now or hereafter existing), whether incorporated in India or overseas, as the case may be, from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time, whether working in India or out of India and to the Directors of the Company and/or its subsidiary company(ies), group company(ies), associate company(ies) and holding company (present or future) for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the ESOP 2023 to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future.

b) The total number of Options to be granted

The total number of Options that may, in the aggregate, be issued to the employees of the Company and its group company(ies), subsidiary(ies), associate(s) and holding company (present or future) under the ESOP 2023, shall not exceed 3,00,000 (Three Lakh Only) Employee Stock Options, in one or more tranches, convertible into not more than 3,00,000 (Three Lakh Only) Shares of face value of Rs. 5/- (Rupees Five) each fully paid-up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

The SEBI (SBEB and Sweat Equity) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling of shares shall be deemed to be increased to the extent of such additional equity shares issued.

If an Employee Stock Option (Vested or Unvested) expires, lapses, cancelled, surrendered or becomes un-exercisable due to any reason/s, it shall be brought back to the Employee Stock Options pool and shall become available for future grants. The Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of the ESOP 2023.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Following class/classes of employees are entitled to participate in the ESOP 2023:

- i) All employees of the Company exclusively working in India or out of India;
- ii) Directors of the Company (whether Whole time Director or not) including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; and
- iii) All employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include-
 - an employee who is a Promoter or a person belonging to the Promoter group; and
 - a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the ESOP 2023 shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Committee in its sole discretion from time to time.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as an Employee continues to be in the employment of the Company or the holding company, associate company, group company or its subsidiary company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (One) year.

Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the Death or Permanent Incapacity.

The vesting dates in respect of the Options granted under the ESOP 2023 may vary from employee to employee or any class thereof and/or in respect of the number or percentage of Options granted to an employee.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	Death	All Vested Options, granted under the ESOP 2023 to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Option Grantee's Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Option Grantee's Death.

Sr. No.	Separations	Vested Options	Unvested Options
6	Permanent Disability	All Vested Options, granted to him/her under the ESOP 2023 as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is himself/herself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself/herself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

* In case of any regulatory changes warranting any change in vesting schedule/conditions/exercise period in any of the above separation conditions, the provision of such change shall apply.

** The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Laws, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the ESOP 2023, in any manner which may be detrimental to the interests of the employees.

In the event that an employee, who has been granted benefits under the ESOP 2023, is transferred or deputed to a subsidiary or holding or Associate Company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

In the event that an employee who has been granted benefits under the ESOP 2023, is transferred pursuant to Scheme of arrangement, amalgamation, merger or demerger or continued in the existing Company, prior to the vesting or exercise, the treatment of Options in such case shall be specified in such Scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (Five) years from the date of grant of Options, unless otherwise decided by the Committee.

The Committee shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year), the right to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

"Exercise Price" means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of the ESOP 2023.

The Exercise Price shall be as may be decided by the Committee as per the provisions of the Companies Act, and the SEBI (SBEB and Sweat Equity) Regulations., which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant. Further, the Exercise Price can be different for different set of employees for Options granted on same / different dates.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid / payable, if any, by the employee at the time of the grant, vesting or exercise of the Options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than 3 (Three) years from the date of respective vesting of Options. The Options vested may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested Options shall be exercisable by the employees by a written application (or by electronic means through a software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse, if not exercised within the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board / Committee may decide.

h) Appraisal Process for determining the eligibility of employees to the Scheme

The appraisal process for determining the eligibility of the employee will be specified by the Committee and will be based on criteria such as the grade of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or by any such criteria that may be determined by the Committee.

i) Maximum number of options to be offered per employee and in the aggregate

The maximum number of Options to be granted per employee per grant and in aggregate shall not exceed 10 (Ten) percent of the total Stock Options in the ESOP 2023.

However, the maximum number of Options that may be granted to identified employees in any one year and in aggregate under ESOP 2023 shall not be equal to or exceeding 1% of the issued Capital (excluding outstanding warrants and conversions) of the Company, if the prior specific approval from Members of the Company through a special resolution to this effect is not obtained.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2023

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted per employee, per grant and in aggregate.

No benefit other than grant of Options under ESOP 2023, and any consequential grant of equity shares of the Company is contemplated under ESOP 2023. Therefore, the maximum quantum of benefits under ESOP 2023 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

k) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the superintendence of the Nomination and Remuneration Committee of the Board.

l) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

m) Disclosure and accounting policies

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the SEBI (SBEB and Sweat Equity) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

n) The amount of loan to be provided for implementation of the ESOP 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2023

Not Applicable

p) Method of Valuation

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';

q) Period of lock-in

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Committee, may, in some cases, provide for lock-in of Shares issued upon the exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

r) Terms & conditions for buyback, if any, of specified securities covered under these regulations

The Board/Committee shall make the procedure for buy-back of specified securities issued under the SEBI (SBEB and Sweat Equity) Regulations, if to be undertaken at any time by the company and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

s) Transferability of Employee Stock Options

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death and permanent in-capacitance of the Option grantee, the right to exercise all the Options granted to him/her till such date shall be vest in his/her legal heirs or nominees.

t) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the Members a certificate from the Secretarial Auditors of the Company that the ESOP 2023 has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

u) Rights of the option holder

The employee shall not have a right to receive any dividend or to vote or in any manner or enjoy the benefits of a Shareholder in respect of Employee Stock Options granted, till Shares underlying such Employee Stock Options are allotted by the Company on exercise of such Employee Stock Options.

No grant of option give the Option Grantee any right or status of any kind as a Shareholder of the Company (for example, bonus Shares, rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Employee Stock Options and becomes a registered holder of the Shares of the Company.

v) Consequence of failure to exercise option

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

Any amount paid/payable, if any, by the Employee at the time of the grant, vesting or exercise of the Options will be forfeited if the Employee does not exercise the same within the exercise period.

w) Other Terms of the scheme:

- (1) The Company may by special resolution of its shareholders vary the terms of the ESOP 2023 but not yet exercised by the Employees, if such variation is not prejudicial to the interests of the Employees.

Notwithstanding the above, the Company shall be entitled to vary the terms of the ESOP 2023 to meet any regulatory requirement without seeking shareholder's approval by special resolution.

- (2) The notice for passing a special resolution for variation of terms of the ESOP 2023 shall disclose full details of the variation, the rationale therefore, and the details of the employees who are beneficiaries of such variation.
- (3) The Company may reprice the Options, which are not exercised, whether or not they have been vested, if the ESOP 2023 were rendered unattractive due to fall in the price of the Shares in the stock market; Provided that the Company ensures that such repricing is not detrimental to the interests of the employees and approval of the shareholders by a special resolution has been obtained for such repricing.
- (4) The Board/ Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP 2023, subject to compliance with the Applicable Laws and Regulations. Further, the Committee shall be entitled to vary the terms of the ESOP 2023 to meet any regulatory requirement without seeking Shareholder's approval by special resolution in terms of Regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.

- (5) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/Committee any of the option grantee/s act against the business interest of the Company, then the Board/Committee shall have exclusive power to cancel the options granted to such option grantee/s.
- (6) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/Committee the performance of any of the option grantee/s is not satisfactory/acceptable, then the Board/Committee shall have exclusive power to cancel the options granted to such option grantee/s.
- (7) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/Committee the performance of any of the option grantee/s is not satisfactory/acceptable and that such option grantee is given notice to improve his/her performance within specific time period and in the interim in case of death or permanent incapacitation of such option grantee/s, the provisions under point 5 and 6 of Clause 7.2 (b) of the ESOP 2023 shall not apply.
- (8) The equity shares may be allotted directly to the Option grantees in accordance with the ESOP 2023.

Subject to Applicable Laws, the Company may fund or permit the empanelled stock brokers to make suitable arrangements to fund the Employee for payment of exercise price, the amount necessary to meet his/her tax obligations and other related expenses pursuant to exercise of Options granted under the ESOP 2023 and such amount shall be adjusted against the sale proceeds of some or all the Shares of such employee.

Subject to the provisions of Applicable Laws, including the Companies Act, the Company may at its sole discretion provide financial assistance to the employees of such amounts and on such terms as may be deemed fit, to enable them to Exercise the Options.

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

In term of the provisions of Regulation 6 of the SEBI (SBEB and Sweat Equity) Regulations and Section 62 (1)(b) of the Act, as amended from time to time, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 6 & 7 of this Notice.

A copy of the ESOP 2023 will be available electronically for inspection by the members during the AGM and will also be available for inspection by the members during normal business hours on all working days up to Tuesday, September 26, 2023 at the registered office of the Company.

Your Directors recommend the resolutions set out in Item No. 6 and 7 of the Notice for adoption by the Members as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions no. 6 and 7, except to the extent of their shareholding entitlements, if any, under the ESOP 2023.

By Order of the Board

Sd/-

Jagdeep Singh

Company Secretary

Membership No. A15028

Date: August 11, 2023

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 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	Ms. Savita Gupta (DIN: 00053988)	Mr. Rajagopalan Chandrashekar (DIN:03634002)
Date of Birth	27/10/1949	07/09/1977
Age	73 Years	46 Years
Date of first appointment on the Board	20/10/1989	23/07/2018
Qualifications	Bachelor and Master Degree in English Literature	Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai.
Nature of expertise in specific functional areas	More than 33 years of experience in the publishing industry.	20 years of experience in strategy, corporate planning and business development.
Disclosure of relationships between directors inter-se	She is mother of Mr. Himanshu Gupta, Managing Director	Not applicable
No. of shares held in the Company	12,18,617 Equity Shares	Nil
Directorships in other Companies	Listed Companies – Nil Unlisted Companies – – Vikas Publishing House Private Limited – Nirja Publishers & Printers Private Limited – Shaara IT Services Private Limited – S. Chand Hotels Private Limited – SC Hotel Tourist Deluxe Private Limited	Listed Companies – Nil Unlisted Companies – – Chhaya Prakashani Limited – Pragmatic Learning Private Limited – New Saraswati House (India) Private Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies)	S Chand And Company Limited – Stakeholder Relationship Committee - Chairman	S Chand And Company Limited – Audit Committee - Member – Nomination And Remuneration Committee - Member – Stakeholder Relationship Committee - Member – Risk Management Committee - Chairman New Saraswati House (India) Private Limited – Corporate Social Responsibility Committee - Member Chhaya Prakashani Limited – Corporate Social Responsibility Committee - Member
Terms and Condition of appointment / re-appointment	Non-Executive Director liable to retire by rotation	Independent Director not liable to retire by rotation
Remuneration to be paid	Nil	Only Sitting fees for attending meeting of Board / Committee to be paid
Remuneration last drawn	Nil	Only Sitting fees was paid for attending meeting of Board / Committee
Number of Board meeting attended during the year	2 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 (Fifteen) 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, and Auditors etc. will 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:

Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and click on Login

(i) 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
 - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form shall provide 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. Mobile No.: Enter your mobile number.
- d. Email ID: Enter your email id, as recorded with your DP/Company.

(ii) Click "Go to Meeting" - (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notes:

- a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c) 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.
- d) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- 5) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
- 6) Shareholders/ Members, who would like to ask questions, shall 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.
- 7) 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 / moderator 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 16 digit 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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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 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.nsd.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 under Value added 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 i.e. Link Intime and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. Link Intime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then use your existing my EASI username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for EASI / Easiest, option to register is available at www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 i.e. Linkintime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode - evoting service Provider is LINKINTIME

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - 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.
 - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Shareholders holding shares in **NSDL form**, shall provide '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).
- Click on 'Login' under 'SHARE HOLDER' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 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 Link Intime India Private Limited 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 & e-voting service Provider is LINKINTIME, have forgotten the password:

- Website of Link Intime: <https://instavote.linkintime.co.in>
- 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 49186000.

Information at a glance

Sl. No.	Particulars	Details
1.	Time and date of Annual General Meeting	Tuesday, 26th September, 2023 at 11:30 A.M.
2.	Mode	Through Video Conferencing
3.	Record date for final dividend	September 19, 2023
4.	Cut-off date for e-voting	September 19, 2023
5.	E-voting start time and date	Friday, September 22, 2023 at 9:00 A.M.
6.	E-voting end time and date	Monday, September 25, 2023 at 5:00 P.M.
7.	Link for attending the Annual General Meeting through Video Conferencing	https://instameet.linkintime.co.in
8.	Link for remote e-voting	https://instavote.linkintime.co.in
9.	Registrar and Share Transfer Agent	Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or Email at delhi@intime.co.in .
10.	Helpline number for VC participation	Email to instameet@linkintime.co.in or Contact on: - Tel: 022-49186175.