



## 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 20, 2019

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
---	---

**Scrip Code: 540497**

**Scrip ID: SCHAND**

Dear Sir,

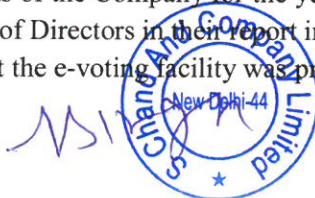
**Re: Proceedings of the 48<sup>th</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> September, 2019**

Pursuant to Regulation 30 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 48<sup>th</sup> Annual General Meeting ("AGM") of the members of S Chand And Company Limited ("the Company") was held on Thursday, 19<sup>th</sup> September, 2019 at 11:35 A.M. at Executive Club Resort, 439, Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074.

Mr. Jagdeep Singh, the Company Secretary of the Company welcomed the members to the 48<sup>th</sup> AGM. Mr. Jagdeep Singh introduced the members of the Board and officers of the Company present on the dais. The Company Secretary explained the absence of Mr. Sanjay Vijay Bhandarkar and Mr. Rajagopalan Chandrashekar, Non-Executive, Independent Directors and Mr. Gaurav Kumar Jhunjhnuwala, Non-Executive, Non-Independent Director of the Company due to their pre-occupations. The Company Secretary also informed the presence of representative of M/s S.R. Batliboi & Associates LLP, Statutory Auditors of the Company and Mr. R.S. Bhatia, Practicing Company Secretary, the Scrutinizer and Secretarial Auditor of the Company.

Mr. Desh Raj Dogra, Chairman of the Board presided over the meeting and welcomed the members to the 48<sup>th</sup> AGM. After ascertaining that the requisite quorum was present, the Chairman declared the meeting in order. The Chairman then informed the members that the Statutory Registers, ESOP Certificate and such other documents as referred in the Notice of 48<sup>th</sup> AGM were available for inspection by the members.

Thereafter, the Chairman delivered his speech and appraised about the business and performance of the Company. The Notice of 48<sup>th</sup> AGM and Secretarial Audit Report were taken as read with the permission of the members present as it did not contain any qualifications. The Chairman read out the qualifications in the Auditor's Report on the Financial Statements of the Company for the year ended March 31, 2019 and also explained the comments given by the Board of Directors in their report in relation to said qualification. The Chairman further informed the members that the e-voting facility was provided to all the members to cast



their vote electronically on the matters as set out in the Notice of 48<sup>th</sup> AGM. The electronic voting systems were opened from 9:00 A.M. on September 15, 2019 to 5:00 P.M. on September 18, 2019. The members who did not vote electronically were requested to cast their votes by using ballot papers which were circulated to all the members in the meeting.

The following items of business, as per the Notice of 48<sup>th</sup> AGM were transacted at the meeting:

S. No.	Particulars	Resolutions
1.	Adoption of Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the Reports of Directors and Auditors thereon	Ordinary Resolution
2.	Appointment of a Director in place of Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763), who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary Resolution
3.	Re-appointment of Mr. Himanshu Gupta as Managing Director of the Company	Special Resolution
4.	Re-appointment of Mr. Dinesh Kumar Jhunjhnuwala as Whole-time Director of the Company	Special Resolution
5.	Approval for amendments in Memorandum of Association of the Company	Special Resolution
6.	Approval for amendments in Articles of Association of the Company	Special Resolution

The Chairman provided an opportunity to the members present at the meeting to raise queries on the agenda items set out in the Notice of 48<sup>th</sup> AGM. The members asked questions and the management replied to them.

The Managing Director addressed to the members and briefed them regarding the challenges faced by the Company during the 2018-19 such as higher sales returns from the channel partners in the expectations of the announcement of new education policy, incremental one-off provisioning, the decision to work with better channel partners and certain external environment pressures. He also outlined some of the steps taken by the Company such as S Chand 3.0 program which will lead to improved cash flows metrics in the next financial year. The program also seeks to improve the velocity of collections, focus on faster moving titles and higher margin products, consolidated offices and warehouses and re-negotiate major operational cost items. He further informed the members that the Company is expecting better performance in the current financial year.

The Ballot Papers (MGT-12) were distributed amongst members present, who casted their vote. The Ballot Box was opened in the presence of two members. The Ballot papers were collected and taken by Scrutinizer. The members were informed that after receipt of the Scrutinizer report, Mr. Jagdeep Singh, Company Secretary, (authorized person by the Chairman) will declare the results within 48 hours of the conclusion of the 48<sup>th</sup> AGM and the same would be displayed at the Registered Office of the Company. The results will also be published on the Company's website at [www.schandgroup.com](http://www.schandgroup.com), website of NSDL as well as on the website of the Stock Exchanges where the securities of the Company are listed.



Please take the same on record.

Thanking you,  
Yours faithfully,

For S Chand And Company Limited



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