



S Chand And Company Limited

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

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Date: February 28, 2021

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

Scrip ID: SCHAND

Dear Sir,

Re: Postal Ballot Results-Regulation 30 and 44(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our intimation dated January 27, 2021 with respect to Postal Ballot Notice issued to the members of the Company for seeking their approval for the resolutions appended below through postal ballot by way of electronic means through remote e-voting:

- i) Appointment of M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No: 01076N/N500013) as Statutory Auditors of the Company to fill the casual vacancy;
- ii) Transfer of Mylestone and Learnflix businesses of the Company to Convergia Digital Education Private Limited; and
- iii) Amendment in S Chand - Employees Stock Option Plan 2018

The Scrutinizer for the Postal Ballot process, Mr. R.S. Bhatia, Company Secretary in Practice has submitted his report alongwith the voting results on February 27, 2021. The aforesaid resolutions set out in the Postal Ballot Notice dated January 19, 2021 have been passed by the members with requisite majority.

In compliance with Regulation 44(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding voting results and the Scrutinizers Report are enclosed herewith.

Kindly take the same on record.

Thanking You.

Yours sincerely,

For S Chand And Company Limited

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

Encl: as above

Voting Results of Postal Ballot

Date of declaration of voting results of Postal Ballot	February 28, 2021
Total number of shareholders on record date	50,060
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Agenda- wise disclosure

Resolution Required : (Ordinary)			1. To approve the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company to fill the casual vacancy					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	16541141	12724287	76.93	12724287	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12724287	76.93	12724287	0	100.00	0
Public Institutions	E-Voting	3440206	1236578	35.94	1236578	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1236578	35.94	1236578	0	100.00	0
Public Non Institutions	E-Voting	14993940	87543	0.58	85499	2044	97.67	2.33
	Poll		0	0	0	0	0	0



	Postal Ballot		0	0	0	0	0	0
	Total		87543	0.58	85499	2044	97.67	2.33
Total		34975287	14048408	40.17	14046364	2044	99.99	0.01

Resolution Required : (Special)			2. To approve the transfer of Mylestone and Learnflix businesses of the Company to Convergia Digital Education Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16541141	12724287	76.93	12724287	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12724287	76.93	12724287	0	100.00	0
Public Institutions	E-Voting	3440206	1236578	35.94	1236578	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1236578	35.94	1236578	0	100.00	0
Public Non Institutions	E-Voting	14993940	87543	0.58	6088	81455	6.95	93.05
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		87543	0.58	6088	81455	6.95	93.05
Total		34975287	14048408	40.17	13966953	81455	99.42	0.58



Resolution Required : (Special)			3. To approve the amendment in S Chand - Employees Stock Option Plan 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16541141	12724287	76.93	12724287	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12724287	76.93	12724287	0	100.00	0
Public Institutions	E-Voting	3440206	1236578	35.94	1236578	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1236578	35.94	1236578	0	100.00	0
Public Non Institutions	E-Voting	14993940	87543	0.58	85157	2386	97.27	2.73
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		87543	0.58	85157	2386	97.27	2.73
Total		34975287	14048408	40.17	14046022	2386	99.98	0.02

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

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024

Ph. 011-41078605 M: 9811113545

GST No: 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

The Chairman,
S CHAND AND COMPANY LIMITED,
CIN: L22219DL1970PLC005400
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi 110044

Dear Sir,

1. I, R.S. BHATIA, Practicing Company Secretary, thank you for appointing me as the Scrutinizer for scrutinizing the Postal Ballot process conducted through electronic means in a fair and transparent manner.
2. In this regard I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.

RUPINDER
SINGH BHATIA

Digitally signed by
RUPINDER SINGH BHATIA
Date: 2021.02.27 16:03:36
+05'30'

R.S. Bhatia

Company Secretary in Practice

CP No. 2514

Date: 27/02/2021

Place: New Delhi

UDIN: F002599B003780615

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17, (Basement) Lajpat Nagar III,
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Ph. 011-41078605 M: 9811113545

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FORM No. MGT-13 Report of Scrutinizer

(Pursuant to Section 108 and 110 of The Companies Act, 2013 and Rule 21(2) of The (Companies Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Chairman
S Chand And Company Limited
CIN: L22219DL1970PLC005400
Registered office: A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

Scrutinizers Report on the Postal Ballot process conducted through remote e-voting in respect of passing of the resolutions contained in the Notice dated January 19, 2021

Dear Sir,

I, R.S. BHATIA, Company Secretary in Practice, has been appointed as a Scrutinizer by the Company for scrutinizing the postal ballot process conducted through electronic means only in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice dated January 19, 2021:

- i) Approval of the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company to fill the casual vacancy;
- ii) Approval of the transfer of Mylestone and Learnflix businesses of the Company to Convergia Digital Education Private Limited; and
- iii) Approval of the amendment in S Chand - Employees Stock Option Plan 2018

My responsibility as a scrutinizer is restricted to preparing a Scrutinizer's Report of the votes cast by the members for or against the resolutions contained in the Postal Ballot Notice dated January 19, 2021, based on the reports generated from the e-voting platform provided by the authorized agency, "Link Intime India Private Limited" ("**Link Intime**"), engaged by the Company.

I submit my report as under:

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024

Ph. 011-41078605 M: 9811113545

GST No: 07AAFPB5130M1ZX

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1. The management of the Company is responsible to ensure the compliance with the applicable provisions of The Companies Act, 2013 (“Act”), rules made thereunder including Circulars issued by the Ministry of Corporate Affairs (“MCA”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the MCA has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and in accordance with The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot process conducted through electronic means.
2. The Company has appointed Link Intime as the agency, for providing the facility to the members of the Company to cast their votes electronically through remote e-voting platform.
3. The members of the Company whose names were appearing in the Register of Beneficial Owners maintained by the Depositories as on the "cut-off date" i.e. January 22, 2021 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated January 19, 2021, through remote e-voting only.
4. The remote e-voting period commenced from **Thursday, January 28, 2021 (9.00 a.m. IST)** and ended on **Friday, February 26, 2021 (5.00 p.m. IST)**. During this period the members of the Company, who were holding shares either in physical form or in dematerialized form, as on the cut-off date of January 22, 2021, were entitled to cast their votes electronically. The remote e-voting module was disabled by Link Intime for voting thereafter.
5. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice to its members whose name(s) appeared in the List of beneficial owners received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. January 22, 2021 and whose e-mail IDs were available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. Further, the Company vide newspaper advertisements published in Financial Express (English) and Jansatta (Hindi) newspapers on January 21, 2021 had also requested its members to register their email addresses with their respective Depository Participant(s), Registrar and Transfer Agent or the Company.
6. The Company had completed the dispatch of Postal Ballot Notice on January 27, 2021 and the intimation regarding the same was published in the Financial Express (English) and Jansatta (Hindi) newspapers on January 28, 2021.
7. I monitored the process of remote e-voting through the scrutinizer's secured link provided

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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by Link Intime at its designated website. i.e. <https://instavote.linkintime.co.in>.

8. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the members and members were asked to communicate their assent or dissent on the proposed resolutions through remote e-voting system only. Therefore, neither the Company nor I have received any postal ballot (s) form.
9. The remote e-voting report downloaded from the website of Link Intime has been kept separately for the purpose of postal ballot.
10. After ascertaining the votes cast by remote e-voting, I hereby submit the result as under:

Resolution No. 1: Ordinary Resolution

Approval of the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company to fill the casual vacancy

a) Votes cast “in favour” of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	99	14,046,364	99.99
Total	99	14,046,364	99.99

b) Votes cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	13	2044	0.01
Total	13	2044	0.01

c) Invalid votes:

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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

NOTE- Total voter count is 112 as there are two shareholders who voted partly in favour and partly against the resolution.

Resolution No. 2: Special Resolution

Approval of the transfer of Mylestone and Learnflix businesses of the Company to Convergia Digital Education Private Limited

a) Votes cast “in favour “of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	93	13,966,953	99.42
Total	93	13,966,953	99.42

b) Votes cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	17	81,455	0.58
Total	17	81,455	0.58

c) Invalid votes:

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

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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Ph. 011-41078605 M: 9811113545

GST No: 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

Total	NIL	NIL
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NOTE- Mr. Saurabh Mittal Chief Financial Officer of the Company, being interested didn't vote on this item.

Resolution No. 3: Special Resolution

Approval of the Amendment in S Chand - Employees Stock Option Plan 2018

a) Votes cast "in favour" of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	97	14,046,022	99.98
Total	97	14,046,022	99.98

b) Votes cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Electronic (e-voting)	13	2,386	0.02
Total	13	2,386	0.02

c) Invalid votes:

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

11. In view of the above scrutiny, I hereby confirm that resolutions specified in the Postal Ballot Notice dated January 19, 2021 have been passed with the requisite majority of shareholders.

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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12.The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.

RUPINDER
SINGH BHATIA
CS R.S. BHATIA,

Digitally signed by RUPINDER
SINGH BHATIA
Date: 2021.02.27 16:05:35
+05'30'

Scrutinizer

Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 27/02/2021

UDIN: F002599B003780615



Name: Jagdeep Singh

Designation: Company Secretary & Compliance Officer

Membership No.: A15028

Duly Authorized by Chairman