



a knowledge corporation

## S Chand And Company Limited

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

Registered Office: Ravindra Mansion, Ram Nagar, New Delhi - 110055, India.

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

Date: September 04, 2017

To Listing Department BSE Limited 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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Dear Sir,

### Re: Notice of 46<sup>th</sup> Annual General Meeting, book closure, record date

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Companies Act, 2013, the Company hereby informs the following:

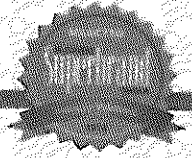
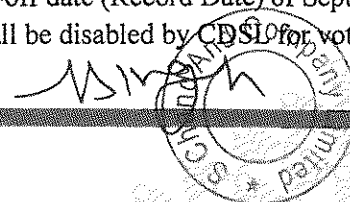
i) Pursuant to section 96 of the Companies Act, 2013 and Regulation 30 of the SEBI LODR, the 46<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, September 25, 2017 at 11:30 a.m. at Executive Club Resort, 439, Village Sahaoorpur, Post Office Fatehpur Beri, New Delhi 110074 to transact the business as set forth in the Notice of the 46<sup>th</sup> AGM enclosed herewith;

ii) Pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI LODR, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive) for 46<sup>th</sup> AGM of the Company;

iii) Pursuant to section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the SEBI LODR, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically for all the resolutions as set forth in the 46<sup>th</sup> Notice of AGM.

The Company has appointed Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to the members of the Company. The remote e-voting facility shall commence at 9:00 a.m. on Thursday, September 21, 2017 and will end at 5:00 p.m. on Sunday, September 24, 2017.

The cut-off date for determining the eligibility of the members to vote through remote e-voting at the AGM is Monday, September 18, 2017. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of September 18, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

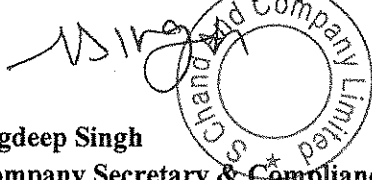


The record date for payment of final dividend to the members of the Company, if approved at the ensuing Annual General Meeting is September 18, 2017; and

iv) The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process at the AGM in a fair and transparent manner; and

Request you to kindly take note of the above.

**For S Chand And Company Limited**

A handwritten signature in black ink, appearing to read 'Jagdeep Singh', is written over a circular stamp. The stamp contains the text 'S Chand And Company Limited' around its perimeter.

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

**Encl: as above**

## NOTICE

**S Chand And Company Limited**  
(CIN L22219DL1970PLC005400)

**Registered Office:** Ravindra Mansion, Ram Nagar, New Delhi-110055

**Email:** investors@schandgroup.com **Website:** www.schandgroup.com

**Tel:** +91 11 66672000 **Fax:** +91 11 23677446

**NOTICE** is hereby given that 46<sup>th</sup> Annual General Meeting ("**AGM**") of members of S Chand And Company Limited ("**Company**") will be held on Monday, September 25, 2017 at 11.30 am at Executive Club Resort, 439, Village Sahaorpur, Post office Fatehpur Beri, New Delhi 110074 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the Reports of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Ms. Savita Gupta (DIN 00053988), who retires by rotation, and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), be and is hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this 46<sup>th</sup> AGM until the conclusion of the 51<sup>st</sup> AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required by the Act) at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors".

### **SPECIAL BUSINESS:**

5. **Revision in remuneration of Mr. Himanshu Gupta, Managing Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and subject to such other approvals as may be required, approval of the members, be and is hereby accorded for revision of remuneration of Mr. Himanshu Gupta (DIN: 00054015), Managing Director of the Company with effect from April 1, 2017 on the terms and conditions including remuneration as mentioned below:

#### **Part I: Salary**

- a) Basic Salary ₹ 9,35,000/- per month on the scale of 9,35,000-93500-10,28,500

#### **Part II: Following Perquisites-upto 10% of the basic salary**

- a) Water and Electricity;
- b) Club Membership Fees; and
- c) Medical Expenses

#### **Part III: Other Terms and Conditions:**

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under the Act and such alterations/variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.

In addition to above basic salary and perquisites, Mr. Himanshu Gupta shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company in a particular year (calculated as per the provisions of section 198 of the Act).

Annual Increment in the remuneration (within the limits provided in this resolution) of Managing Director shall be effective after approval of the Board based on the recommendation of Nomination and Remuneration Committee of the Company.

Total remuneration to Mr. Himanshu Gupta in any financial year shall not exceed 5% of the net profit (calculated as per the provisions of section 198 the Act) of the Company during that year.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above remuneration and perquisites of Mr. Himanshu Gupta will be within the overall ceiling laid down in Schedule V to the Act."

**6. Revision in remuneration of Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and subject to such other approvals as may be required, approval of the members be and is hereby accorded for revision of remuneration of Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988), Whole Time Director of the Company with effect from April 1, 2017 on the terms and conditions including remuneration as mentioned below:

**Part I: Salary**

- a) Basic Salary ₹ 9,35,000/- per month on the scale of 9,35,000-93500-10,28,500

**Part II: Following Perquisites-upto 10% of the basic salary**

- a) Water and Electricity;  
b) Club Membership Fees; and  
c) Medical Expenses

**Part III: Other Terms and Conditions:**

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required under the Act and such alterations/ variations shall always be within the overall limits of remuneration provided in this resolution.

No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

In addition to above basic salary and perquisites, Mr. Dinesh Kumar Jhunjhnuwala shall also be entitled to remuneration by way of commission upto 1% of the net profit of the Company in a particular year (calculated under the provisions of section 198 of the Act).

Annual Increment in the remuneration (within the limits provided in this resolution) of Whole Time Director shall be effective after approval of the Board based on the recommendation of Nomination and Remuneration Committee of the Company.

Total remuneration to Mr. Dinesh Kumar Jhunjhnuwala in any financial year shall not exceed 5% of the net profit (calculated as per the provisions of section 198 the Act) of the Company during that year.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above remuneration and perquisites of Mr. Dinesh Kumar Jhunjhnuwala will be within the overall ceiling laid down in Schedule V to the Act."

**7. Amendment and Ratification of Employee Stock Option Scheme, 2012**

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with rules framed thereunder and Securities and Exchange Board of India (Share Based Employee Benefits Regulations 2014 ("SEBI ESOP Regulations"), as amended from time to time and subject to any other approvals as may be required, Employee Stock Option Scheme 2012 ("ESOP Scheme 2012") of the Company be and is hereby adopted and ratified with the following amendments:

- (i) The existing Definition of "Applicable Laws" shall be replaced with the following:

"Applicable Laws" means every law relating to Employee Stock Options, including, without limitation to, the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all relevant tax, securities, exchange control or corporate law of India, as amended and updated from time to time, including any reenactment or any substitution thereof.

NOTICE (contd.)

- (ii) The name of the Company wherever appearing in the ESOP Scheme 2012 of the Company be replaced with 'S Chand And Company Limited'.
- (iii) The word 'Compensation Committee' wherever appearing in the ESOP Scheme 2012 be replaced with 'Nomination and Remuneration Committee'
- (iv) The existing definition of 'Employee' shall be replaced with the following:

"Employee" means (i) a permanent employee of the Company working in India or out of India; or (ii) a director of the Company, whether whole time or not, but excluding an independent director; or (iii) an employee, as defined in sub-clauses (i) or (ii) in this Clause 2.1. (ix) of a Subsidiary Company in India or out of India or of a Holding Company of the Company but excludes:

- a. An employee who is a promoter or belongs to the Promoter Group;
  - b. A Director who either by himself/herself or through his/her relatives or through any body corporate directly or indirectly holds more than 10% of the outstanding equity shares of the Company;
- (v) The existing definition of 'Subsidiary Company' shall be replaced with the following:

"Subsidiary Company" means any subsidiary company of the Company, as defined in the Companies Act, 2013.

- (vi) Reference of Associate Company wherever appearing in ESOP Scheme 2012 shall stand deleted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company including the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard".

**8. Approval for grant of stock options to the employees of subsidiaries of the Company**

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

**"RESOLVED THAT** pursuant to all applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof) ("**Act**") read with rules framed thereunder, and subject to the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 ("**The SEBI ESOP Regulations**"), as amended, and subject to the Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to grant stock options ("**Options**"), in one or more tranches, exercisable into equivalent number of equity shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), under the Employee Stock Option Scheme 2012 ("**ESOP Scheme 2012**"), as approved by the Board of Directors (which term for the purpose of this resolution shall deemed to include Nomination and Remuneration Committee of Board ), to the present and future, permanent employees of the subsidiary company(ies) of the Company (whether in India or out of India) and their director(s) whether whole time or not but excluding independent directors, if any, from time to time, at an exercise price and on such terms and conditions to be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or expedient in this regard."

**9. Amendment in Articles of Association**

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

**"RESOLVED THAT** subject to Section 14 and other applicable provisions of the Companies Act 2013 ("**Act**") and rules framed thereunder and in partial modification of the approval of members granted by way of passing Special Resolution in the general meeting held on August 31, 2016, consent of members be and is hereby granted to amend the Articles of Association of the Company in the following manner:

- (i) Part B from Articles of Association of the Company be deleted;
- (ii) Post deletion of Part B, Articles of Association shall be only in one part and accordingly references of Part A and Part B wherever appearing in Articles be deleted; and

- (iii) Preamble of Articles given in the beginning just after name of the Company be substituted by the following:

The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles. The regulations contained in these Articles are for the management of the Company and for the observance of the members thereof and their representatives subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitutions, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013."

**10. Approval and ratification of Article 40 giving right to appoint director on the Board and Subsidiaries and Joint Ventures Governance Committee of the Company**

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules framed thereunder and in compliance of an undertaking given by the Company in its Prospectus following existing Article 40 of Articles of Association of the Company be and is hereby approved and ratified:

Article 40

- (a) Notwithstanding anything to the contrary contained in these Articles, any Shareholder whose shareholding in the Company is seven and a half per cent (7.5%) or more of the total outstanding Equity Shares on a fully diluted basis, shall have the right to nominate one Director on the Board.
- (b) Notwithstanding anything to the contrary contained in these Articles, any Shareholder whose shareholding in the Company is ten per cent (10%) or more of the total outstanding Equity Shares (on a fully diluted basis), shall have the right to nominate its respective nominee Director as a member on the 'Subsidiaries and Joint Ventures Governance Committee' of the Board of Directors of the Company."

**11. Approval of profit sharing arrangement between the Management Shareholders, International Finance Corporation and Everstone Capital Partner II LLC**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** consent of the members of the Company be and is hereby granted for the profit sharing arrangements entered into (by virtue of investment agreements dated October 7, 2015 entered into between the shareholders and Company before listing of the Company) between Mr. Himanshu Gupta, Mr. Dinesh Kumar Jhunjhnuwala, Ms. Neerja Jhunjhnuwala, Mr. Gaurav Kumar Jhunjhnuwala, Ms. Nirmala Gupta, Ms. Savita Gupta, Ms. Anika Gupta ( Collectively referred as **"Management Shareholders"**), International Finance Corporation (**"IFC"**) and Everstone Capital Partners II LLC (**"Everstone"**) whereby Management Shareholders are entitled to receive 20% of the net consideration received by each of IFC and Everstone from the sale of their shares in the Company over and above a minimum realizable gain, being an Internal Rate of Return (**"IRR"**) on 26% on their respective investment in the Company."

By Order of the Board  
**S Chand And Company Limited**

sd/-

**Jagdeep Singh**

Company Secretary

Membership No. A15028

Date: August 9, 2017

Place: New Delhi

**Notes:**

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.**
- 2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy in order to be valid and effective must be deposited at the Registered Office/Corporate office of the Company not later than forty-eight hours before the commencement of the Meeting.**

## NOTICE (contd.)

3. Members/Proxies should fill the Attendance Slip for attending the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. Corporate Members are requested to send a duly certified copy of the board resolution/authority authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The register of Members and share transfer books of the Company shall remain closed from –Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive).
7. Interim dividend at the rate of ₹ 25 per equity share was declared on April 29, 2016 for the year 2016-17 and had already been paid.
8. Final Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2017, if approved at the Meeting, will be payable to those eligible Members who hold shares:
  - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as on Monday, September 18, 2017.
  - (b) In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar and Transfer Agents on or before Monday, September 18, 2017.
9. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
10. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure I to the Notice.
11. The Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or with M/s Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company.
12. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents, M/s Link Intime India Private Limited or at the Registered Office of the Company, quoting their Folio number(s). Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their Bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Share Transfer Agents. Any such changes effected by the DPs will be automatically reflected in the records of the Company subsequently.
13. Electronic copy of the Annual Report for financial year ending March 31, 2017 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for financial year ending March 31, 2017 are being sent in the permitted mode. Electronic copy of the Notice of the 46<sup>th</sup> AGM of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 46<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map are being sent in the permitted mode. Members may also note that the Notice of the 46<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for financial year ending March 31, 2017 will also be available on the Company's website [www.schandgroup.com](http://www.schandgroup.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office/ Corporate Office at New Delhi for inspection without any fee during normal business hours on working days. Even after registering for e-communication, Members are entitled

to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may send requests to the Company's investor email id: investors@schandgroup.com.

14. Voting through electronic means:

- I. The Company, in compliance of provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the 46<sup>th</sup> AGM by electronic means.
- II. The facility of casting votes by Members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited ("CDSL").
  - (i) The voting period begins on Thursday, September 21, 2017 (9.00 am) and ends on Sunday, September 24, 2017 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of September 18, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN of S Chand And Company Limited.



## NOTICE (contd.)

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) **Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
  - IV. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - V. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - VI. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
  - VII. 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 18, 2017 may obtain the login ID and password by sending a request at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [investors@schandgroup.com](mailto:investors@schandgroup.com).
  - VIII. 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 at the AGM in a fair and transparent manner.

- IX. The Scrutinizer shall 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 in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, 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.
- X. The Results declared alongwith the Scrutinizer's Report shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website [www.schandgroup.com](http://www.schandgroup.com) as well as on the website of CDSL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.

Time Director (collectively referred as "**Executive Directors**") for remainder of their respective tenures. The said revision in remuneration was approved by the Nomination and Remuneration Committee ("**Committee**") at its meeting held on August 8, 2017 and was recommended to Board for its approval.

While approving revision in remuneration of Executive Directors, the Committee considered Remuneration Policy and various parameters such as performance of the Company, growth in revenue and profits, expansion of business, expansion of product portfolio, acquisitions made during the year, listing of the Company, enhancing brand value and image of the Company and also considered individual role and performance of each executive director.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of an ordinary resolution. Accordingly, the resolutions set out at item nos. 5 and 6 of the Notice are placed before the members, for approval.

The details of Executive Director(s) whose remuneration is proposed to be revised, are provided below:

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

##### Item No. 5 & 6

The Board of Directors at their meeting held on August 9, 2017, subject to approval of members of the Company, has accorded its approval for revision in the remuneration of Mr. Himanshu Gupta, Managing Director and Mr. Dinesh Kumar Jhunjhnuwala, Whole

<b>Name of Director</b>	<b>Mr. Himanshu Gupta</b>	<b>Mr. Dinesh Kumar Jhunjhnuwala</b>
Age	38 years	56 years
Date of First Appointment	21.04.2000	11.12.2004
Functional Area	15 years of experience in knowledge products and services industry	11 years of experience in knowledge products and services industry
Qualification	Bachelor's degree in Commerce from University of Delhi	Basic education
Remuneration in 2016-17	10,192,000	10,192,000
Remuneration in 2015-16	3,600,000	3,600,000
List of outside directorship held excluding alternate directorship	S. Chand Edutech Pvt. Ltd.; Nirja Publishers & Printers Pvt. Ltd.; DS Digital Pvt. Ltd.; Arch Papier- Mache Pvt. Ltd.; Shaara Hospitalities Pvt. Ltd.; S. Chand Hotels Pvt. Ltd.; Parampara Constructions Pvt. Ltd.; Vikas Publishing House Pvt. Ltd.; Amenity Sports Academy Pvt. Ltd. New Saraswati House (India) Pvt. Ltd.; and Chhaya Prakashani Pvt. Ltd.	Nirja Publishers & Printers Pvt. Ltd.; DS Digital Pvt. Ltd.; S. Chand Edutech Pvt. Ltd.; Vikas Publishing House Pvt. Ltd.; S Chand Properties Pvt. Ltd.; Arch Papier-Mache Pvt. Ltd.; New Saraswati House (India) Pvt. Ltd.; and Chhaya Prakashani Pvt. Ltd.

NOTICE (contd.)

Name of Director	Mr. Himanshu Gupta	Mr. Dinesh Kumar Jhunjhnuwala
Chairman/Member of the Committee of the Board of Directors of the Company	CSR Committee-Member Stakeholders Relationship Committee-Member	CSR Committee-Member
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	NIL	NIL
Number of Equity Shares held in the Company.	5,727,454	3,790,229
Number of Board Meetings attended during Financial year 2016-17	9	9
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mother-Ms. Savita Gupta	Son-Mr. Gaurav Kumar Jhunjhnuwala

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 5 and 6 of the accompanying Notice except Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala since the remuneration of each of these directors is proposed to be revised and Ms. Savita Gupta who is relative of Mr. Himanshu Gupta and Mr. Gaurav Kumar Jhunjhnuwala who is relative of Mr. Dinesh Kumar Jhunjhnuwala.

Remuneration paid/payable to Executive Directors, is commensurate with industry standards and Board level positions held in similar sized domestic companies. Accordingly, Board recommends the resolutions set forth in Item nos. 5 and 6 for the approval of members.

**Item No. 7**

As per Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("The SEBI ESOP Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to the listing of its equity shares unless such scheme is in conformity with The SEBI ESOP Regulations and such scheme is ratified by its members subsequent to initial public offer.

The Company, to attract, motivate, retain and reward employees for high levels of individual performance has implemented Employees Stock Option Scheme 2012 ("ESOP 2012"). ESOP 2012 was approved by the Board and shareholders on May 31, 2012 and June 30, 2012 (prior to the listing) respectively and was implemented with effect from July 9, 2012.

Post listing, the Company has not granted any further options under ESOP 2012 and 3103 stock options still remains to be granted. Therefore, ESOP 2012 shall continue to be in operation for grant of un-granted stock options, vesting and exercise of stock options already granted/to be granted subject the terms of vesting and exercise mentioned in ESOP 2012.

As per The SEBI ESOP Regulations, ESOP 2012 needs to be ratified by the shareholders after the listing of the shares. Accordingly, the Company places ESOP 2012 for ratification of members, with certain amendments as included in resolution forming part of this Notice, to align it with The SEBI ESOP Regulations.

Further, as per The SEBI ESOP Regulations it is required to obtain shareholders' approval for exact quantum of options to be granted under the scheme. The future grant of stock options under ESOP

2012 in one or more tranches, exercisable into equal number of equity shares of face value of ₹5/- each fully paid-up together with the stock options already granted, vested, and exercised under the above referred scheme for which in-principle listing approval has been granted by stock exchanges, shall be within the previously approved limit of 367,928 options. Disclosures relating to ESOP 2012 as required under the SEBI Regulations are as under:

<b>Particulars</b>	<b>Description</b>
Brief Description of ESOP 2012	<p>The Company, to attract, motivate, retain and reward employees for high levels of individual performance has implemented ESOP 2012. ESOP 2012 was approved by the Board and shareholders on May 31, 2012 and June 30, 2012 (prior to the listing) respectively and was implemented with effect from July 9, 2012.</p> <p>ESOP 2012 originally approved contemplated not exceeding 2486 options exercisable into not exceeding 2486 equity shares of the Company of face value of ₹ 10 each fully paid up. However, post stock split from ₹ 10 per share to ₹ 5 per share on April 20, 2016 and bonus shares issued by the Company on April 29, 2016 in the ratio of 73:1 the amended ESOP 2012 contemplates 367,928 equity shares of the Company exercisable into not exceeding into 367,928 equity shares of the Company of face value of ₹ 5 each fully paid up.</p> <p>Through ESOP 2012 the Company intends to offer opportunity of sharing the value created with those employees who have contributed to the growth of the Company and are expected to contribute in future also.</p>
Whether ESOP 2012 to be implemented and administered directly by the Company or through a trust	ESOP 2012 will be implemented directly by the Company
Whether ESOP 2012 involves new issue of shares or transfer of existing shares	New issue of shares by the Company
Total number of Options to be granted	3,67,928 stock options exercisable into 3,67,928 equity shares of ₹ 5/-each
Details of Stock Options	<p>Options Granted: 364,825</p> <p>Options Vested: 251,970</p> <p>Options Exercised: 143,930</p>
Identification of employees eligible for grant of stock Options	Present and future permanent employees and directors (excluding independent directors, employees who belongs to promoter group and director who is directly or indirectly holding more than 10% of the outstanding equity shares of the Company) of the Company and its subsidiaries as determined by the Nomination and Remuneration Committee or Board of Directors of the Company.
Requirements of vesting and period vesting	All the options granted on any date shall vest not earlier than one year and not later than seven years from the date of grant of options as may be determined by the Nomination and Remuneration Committee. Options would vest on passage of time and in addition to passage of time, Nomination and Remuneration Committee if feels necessary may specify performance parameters subject to which options would vest.
Exercise price or pricing formula	Exercise price per option shall be determined by the Nomination and Remuneration Committee in relation to each grant.

NOTICE (contd.)

Particulars	Description
Exercise period and process of exercise and under certain circumstances in which options may lapse	<ul style="list-style-type: none"> <li>• An employee while in employment can exercise his vested options within a period of two years from the date of vesting.</li> <li>• In case of resignation/termination (other than due to misconduct) an employee can exercise all the vested options as on the date of submission of resignation / date of termination before his last working day with the Company or before the expiry of the exercise period, whichever is earlier and unvested options shall stand cancelled.</li> <li>• In case of termination due to misconduct all vested and unvested options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</li> <li>• In case of retirement or early retirement approved by the Company, all vested options can be exercised by the employee immediately after, but in no event later than six months from the date of retirement and unvested options shall stand cancelled.</li> <li>• In case of termination due to permanent disability all vested options as on the date of termination may be exercised by the employee, in case of his demise, the nominee or legal heirs, immediately after, but in no event later than six months from the date of termination of the employee, or before the expiry of the exercise period, whichever is later can exercise the options. In such case all unvested options shall vest immediately and would be exercised by the employee or his legal heir immediately but not later than six months from the date of retirement.</li> <li>• In case of death of employee all vested options as on the date of death may be exercised by the nominee or legal heirs of employee, immediately after, but in no event later than six months from the date of death or before the expiry of the exercise period, whichever is later. In such case all unvested options shall vest immediately and would be exercised by the nominee or legal heir immediately but not later than six months from the date of death.</li> <li>• In case of separation due to reasons other those mentioned above, the Nomination and Remuneration Committee will decide whether the vested options on the date of separation can be exercised by the employee or not, and such decision shall be final. All unvested options shall stand cancelled.</li> </ul>
Adjustment of Options in case of consolidation, split and bonus	In case of consolidation, split or issue of bonus shares number of options shall stand adjusted so as to ensure that the cumulative paid up value (No of shares X face value per share) of the total shares arising out of exercise of Options that can be issued remain unchanged.
Maximum number of Options to be granted per Employee and in aggregate	The aggregate number of options to be granted under ESOP 2012 shall not exceed 3,67,928 options. For grant of options equal to 1% or more of issued share capital of the Company to an individual employee during any one year approval of shareholders will be taken.
Method of Valuation	Valuation of stock option is done as per applicable Indian Accounting standards

Members may take note that none of the proposed amendment adversely effects the interest of the employees of the Company and its subsidiaries.

A draft copy of the amended ESOP Scheme of the Company will be available for inspection by the members at the Registered Office and Corporate Office of the Company in physical and electronic form between 11:00 A.M. to 5:00 P.M. on working days and the same will also be available at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them or to their relative who are employees of the Company or its subsidiaries, if any, under ESOP Scheme 2012.

The Board of Directors recommends this resolution for the approval of members.

**Item No. 8**

As per the provisions of Companies Act, 2013 and rules framed thereunder and The SEBI ESOP Regulations, as amended, the Company, subject to approval of members by way of passing special resolution, may grant stock options to the employees of its subsidiary(s) whether in India or out of India. ESOP 2012 also has provisions for giving stock options to the employees of subsidiaries. Therefore the Company, considering that in future, stock options may be granted to eligible employees of subsidiaries, is seeking approval of members by way of passing Special Resolution.

The Board of Directors recommends this resolution for approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them or to their relative who are employees of the Company or its subsidiaries, if any, under ESOP Scheme 2012.

**Item No. 9**

The Company had by way of passing a Special Resolution in the meeting of members held on August 31, 2016 amended its Articles of Association ("**Articles**") and divided its Articles into two parts i.e. Part A and Part B. Post listing of the Company Part B of Articles stand terminated automatically with effect from the date of listing of securities of the Company on stock exchanges. Accordingly, presently only Part A of Articles is effective.

Considering this automatic termination of Part B, it is desirable to amend the Articles to remove the references of Part A and Part B wherever appearing in Articles and to make consequent changes in preamble of Articles.

A draft copy of the Amended Articles of Association of the Company will be available for inspection by the members at the Registered Office and Corporate Office of the Company in physical and electronic form between 11:00 A.M. to 5:00 P.M. on working days and the same will also be available at the AGM.

The Board of Directors recommends this resolution for the approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested financially or otherwise, in the matter.

**Item No. 10**

As per Article 40 of Articles of Association of the Company, any shareholder who is holding seven and a half per cent (7.5%) or more of the total outstanding Equity Shares (on a fully diluted basis) of the Company shall have the right to nominate one Director on the Board of the Company. Further any Shareholder who is holding ten per cent (10%) or more of the total outstanding Equity Shares (on a fully diluted basis) of the Company, shall have the right to nominate its respective nominee Director as a member on the 'Subsidiaries and Joint Ventures Governance Committee' of the Board.

The Company has given an undertaking to Securities and Exchange Board of India ("**SEBI**") and also undertaken in its Prospectus that upon listing of the equity shares pursuant to the initial public offer, Company will seek approval of members through a special resolution regarding the rights available to the shareholders under Article 40 of Articles of Association. Accordingly, your Board places this Article 40 for approval of shareholders by way of passing Special Resolution.

The Board of Directors recommends this resolution for the approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested in the matter except to the extent of their shareholding in the Company and resultant right to appoint a director in accordance with Article 40.

**Item No. 11**

Mr. Himanshu Gupta, Mr. Dinesh Kumar Jhunjhnuwala, Ms. Neerja Jhunjhnuwala, Mr. Gaurav Kumar Jhunjhnuwala, Ms. Nirmala Gupta, Ms. Savita Gupta and Ms. Anita Gupta (collectively referred as; "**Management Shareholders**") have a pre listing profit sharing arrangement with Everstone Capital Partners II LLC ("**Everstone**") and International Finance Corporation ("**IFC**") by virtue of investment agreement entered into between the Management Shareholders, Everstone, IFC and Company dated October 7, 2015. Under this arrangement, the Management Shareholders are entitled to receive (a) 20% of the net consideration received by IFC over a minimum realizable gain on transfer of all its equity shares in the Company, such minimum realizable gain being an amount that gives IFC an IRR of 26% on its total investment in the shares of the Company; and (b) 20% of the net consideration received by Everstone over a minimum realizable gain on transfer of all or any of its equity shares in the Company, such minimum realizable gain being an amount that gives Everstone an IRR of 26% on its total investment in the shares of the Company.

## NOTICE (contd.)

The Company has given an undertaking to SEBI and also undertaken in its Prospectus that upon the listing of the equity shares pursuant to the initial public offer, Company will seek an approval of the Board of Directors and its Shareholders through an ordinary resolution in relation to this profit sharing arrangement. Accordingly, your Board seeks approval of shareholders for this profit sharing arrangement by way of an Ordinary Resolution.

The Board of Directors recommends this resolution for the approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested in the matter except that Mr. Himanshu Gupta, Mr. Dinesh Kumar Jhunjhnuwala, Ms. Savita Gupta and Mr. Gaurav Kumar Jhunjhnuwala, to the extent of their shareholding in the Company and in the resultant sharing of profits, if any, by IFC and Everstone, are interested in this resolution. Further Mr. Deep Mishra being nominee of Everstone is interest in this resolution.

By Order of the Board

sd/-

**Jagdeep Singh**

Company Secretary

Membership No. A 15028

New Delhi, August 9, 2017

### Registered Office:

Ravindra Mansion

Ramnagar, New Delhi-110055

Tel: +91 11 66672000

Fax: +91 11 23677446

Website: www.schandgroup.com

E-mail: investors@schandgroup.com

## Annexure I to Notice

### Details of Director seeking re-appointment at the Annual General Meeting under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Ms. Savita Gupta
Date of Birth	October 27, 1949
Date of Appointment	October 20, 1989
Qualifications	Degree in bachelor's of arts and a degree in masters of arts in English literature, both from Chaudhary Charan Singh University, Meerut, Uttar Pradesh
Expertise in specific functional area	25 years of experience in the knowledge products and services industry
Disclosure of relationships between directors inter-se	She is the Mother of Mr. Himanshu Gupta, Managing Director of the Company
No. of shares held in the Company	1,218,634 equity shares
Directorships in other Companies (excluding private Companies, Section 8 companies and foreign companies)	S Chand And Company Limited Vikas Publishing House Pvt. Ltd. Nirja Publishers & Printers Pvt. Ltd.
Memberships/Directorships of Committees of other Companies including S Chand	S Chand And Company Limited Chairperson-Stakeholders Relationship Committee

Save and except Ms. Savita Gupta and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. Your Board recommends the Ordinary resolution as set out in this notice for your approval.



## S Chand And Company Limited

Corporate Identification Number-L22219DL1970PLC005400

Registered Office: Ravindra Mansion, Ram Nagar, New Delhi – 110055  
Tel.: + 91 11 666 72000 ; Fax: +91 91 11 23677446

Corporate Office A-27, Second Floor, Mohan Co-operative Industrial Estate, New Delhi 110044  
Tel.: + 91 11 4973 1800 ; Fax: +91 91 11 4973 1801  
Website:www.schandgroup.com

Forty Sixth Annual General Meeting to be held on Monday, September 25, 2017  
at 11.30 A.M.at Executive Club Resort, 439, Village Sahaoorpur,  
Post office Fatehpur Beri, New Delhi 110074

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L22219DL1970PLC005400

Name of the Company: S Chand And Company Limited.

Registered office: Ravindra Mansion, Ram Nagar, New Delhi - 110055

Name of the Member:	
Registered Address:	
E-mail Id:	
Folio No./Client Id:	
DP Id:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 25<sup>th</sup> day of September, 2017 at 11:30 A.M. at Executive Club Resort, 439 Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074 and at any adjournment thereof in respect of such resolutions as is indicated below:

S. No.	Resolution	Vote	
		For*	Against*
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements (both standalone and consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the Reports of Directors and Auditors thereon		
2	Confirmation of payment of interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2017.		
3	Appointment of a Director in place of Mrs. Savita Gupta (DIN 00053988), who retires by rotation, and being eligible, offers herself for re-appointment.		
4	Reappointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants as statutory auditors of the Company for a period of 5 years.		



NOTICE (contd.)

Special Business			
5	Revision in remuneration of Mr. Himanshu Gupta, Managing Director of the Company		
6	Revision in remuneration of Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director of the Company		
7	Amendment and Ratification of Employee Stock Option Scheme, 2012		
8	Approval for grant of stock options to the employees of subsidiaries of the Company		
9	Amendment in Articles of Association		
10	Approval and ratification of Article 40 giving right to appoint director on the Board and Subsidiaries and Joint Venture Governance Committee of the Company		
11	Approval of profit sharing arrangement between the Management Shareholders, International Finance Corporation and Everstone Capital Partner II LLC		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder \_\_\_\_\_

Signature of proxy holder(s) \_\_\_\_\_

Affix Re. 1 revenue Stamp
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**Notes:**

1. The form should be signed across the stamp as per specimen signature registered with the Company
2. The Companies Act, 2013 lays down that the instrument appointing a proxy, in order to be effective, shall be deposited at the Registered office/Corporate office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting. A proxy need not be a member of the Company.
3. A Member may vote 'for' or 'against' each resolution. Please put a  in the Box in the appropriate column either 'for' or 'against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



**S Chand And Company Limited**

Corporate Identification Number-L22219DL1970PLC005400

Registered Office: Ravindra Mansion, Ram Nagar, New Delhi – 110055

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Corporate Office A-27, Second Floor, Mohan Co-operative Industrial Estate, New Delhi 110044

Tel.: + 91 11 4973 1800 ; Fax: +91 91 11 4973 1801

Website:www.schandgroup.com

Forty Sixth Annual General Meeting to be held on Monday, September 25, 2017

at 11.30 A.M.at Executive Club Resort, 439, Village Sahoorpur,

Post office Fatehpur Beri, New Delhi 110074

**ATTENDANCE SLIP**

DPID-CLID /Folio No. -  
Name of Shareholder (s) -  
Address -

I / We certify that I am / we are Member(s) / Proxy of the Member(s) of the Company holding shares.

I hereby record my presence at the Forty Sixth Annual General Meeting of the Company to be held on Monday, September 25, 2017 at 11.30 A.M. at Executive Club Resort, 439, Village Sahoorpur, Post office Fatehpur Beri, New Delhi 110074.

.....  
Signature of Member / Proxy

**Notes:**

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number
170817004		

Note: Please read the instructions printed under the Note No. 14 to the Notice dated August 9, 2017 of the Forty Sixth Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on Thursday, September 21, 2017 and ends at 05:00 p.m. (IST) on Sunday, September 24, 2017. The voting module shall be disabled by CDSL for voting thereafter.

NOTICE (contd.)

### ROUTE MAP FROM QUTAB MINAR TO THE EXECUTIVE CLUB

