

### 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.

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Date: September 27, 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

Scrip Code: 540497 Scrip ID: SCHAND

Dear Sir,

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

We hereby inform you that the 46<sup>th</sup> Annual General Meeting of the Company was 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.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding voting (e-voting and poll) results of the business transacted at the Annual General Meeting alongwith the Scrutinizers Report are annexed herewith.

Please take the same on record.

Thanking You

For S Chand And Company Limited

Jagdeep Singh

Company Secretary

Membership No.: A15028

A-27, 2nd Floor,

Mohan Co-operative Industrial Estate,

New Delhi-110044

# Voting Results for Annual General Meeting of the Company held on 25.09.2017

|     | No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:  Public | Date of the AGM  Total number of shareholders on record date (18.09.2017)  No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group:  Public: |
|-----|---|--|
| NIL | Conferencing NIL  | 7) 25.09.2017<br>son or through proxy: 7   |

# Agenda- wise disclosure

31st March, 2017 and the reports of the Board of Directors and Auditors thereon. ITEM NO. 1: Adoption of the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended

| Tonolistics to  |                  |                 | -xumitors thereoff,                     |                                |   |   |                                    |
|---|------------------|-----------------|---|--------------------------------|---|---|------------------------------------|
| Ordinary/ Special)  | ecial)           | Ordinary        | A ************************************  |                                |   |   |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? | p are interested | No              |   |                                | *************************************** |   |                                    |
| Category Mode of Voting   | 202              |                 |   |                                |   |   |                                    |
|   | shares           | votes<br>polled | % of Votes Polled on outstanding shares | No. of<br>Votes –<br>in favour | No. of<br>Votes –<br>against            | % of Votes in favour on votes polled    | % of Votes against on votes polled |
|   | (1)              | (2)             | (3)=[(2)/(1)]* 100                      | (4)                            | 6)                                      | (6)=[(4)/(2)]*100                       | (7)=[(5)/(2)]*100                  |
| ote   | 16200740         | Z               | 2                                       |                                | 1                                       |   |                                    |
| .T.   |                  | 15286662        |   |                                |   | NIL NIL                                 | NIC .                              |
| r Group Total   | 16200740         | 15286662        | 94.36%                                  | 15286662 (                     |   | 100%                                    |                                    |
| Public- E-Voting  | 726/727          | 300000          |   |                                |   |   |                                    |
| Institution   Poll  | /5/405/          | 2504329         | 35.36%                                  | 2604329                        | N N                                     | 100%                                    |                                    |
| S Total   | 10000            | ML              | NE NE                                   |                                |   | *************************************** | NE NE                              |
| Public- E-Voting  | 1                | 2604329         | 35.36%                                  | 2604329                        |   |   |                                    |
| Non Poll  | 112/3695         | 230898          | 2.05%                                   |                                |   |   | NL                                 |
| Institution Tatal   |                  | 130365          |   |                                |   | 0 %86.65                                | 0.02%                              |
| Total   | 11273695         | 361263          |   |                                |   |   | 0.01%                              |
| · Ctal  |                  | 18252254        |   | 1                              |   |   | .01%                               |
|   |                  |                 |   | 9 SETZCZOT                     | 50                                      |   | 0.01%                              |
|   |                  |                 |   |                                |   |   | 1                                  |

ITEM NO. 2: To confirm the payment of Interim dividend and to declare final dividend on equity shares for the financial year ended March 31,

| Resolution             | Resolution required: (Ordinary/ Special)                                  |                         | Ordinary            |   |   |                              |                                      |                                    |
|------------------------|---|-------------------------|---------------------|---|---|------------------------------|--------------------------------------|------------------------------------|
| Whether printhe agend  | Whether promoter/ promoter group are interested in the agenda/resolution? | nterested               | No                  | *************************************** | er mannen er fyrer er men er fyfer er sammen. |                              |                                      |                                    |
| Category               | Mode of Voting  | No.of<br>shares<br>held | No. of votes polled | % of Votes Polled on outstanding shares | No. of<br>Votes –<br>in favour                | No. of<br>Votes –<br>against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                        |   | 3                       | (2)                 | (3)=[(2)/(1)]* 100                      | 4   | (5)                          | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promote                | E-Voting  | 16200740                | Z                   | 2                                       | 2   |                              |                                      |                                    |
| and                    | Poll  |                         | 15286662            | 94.36%                                  | 26662   |                              |                                      | NIL                                |
| r Group                | Total   | 16200740                |                     | 94.36%                                  | 15286662 0                                    |                              | 100%                                 | 0                                  |
| Public-<br>Institution | E-Voting<br>Poll  | 7364737                 | 04223               | 43%                                     | 4223  | NF.                          | 100%                                 | Z                                  |
| 5                      | Total   | 7364737                 |                     | ,                                       |   |                              |                                      | 1                                  |
| Public-                | E-Voting  | 5                       | 230898              | 39.43%<br>2.05%                         | 2904223 F                                     |                              |                                      | JIN                                |
| Non                    | Poll  |                         |                     | ^                                       |   |                              |                                      | 0.01%                              |
| Institution            | Total   | 11273695                | 361263              |   | 361311  |                              |                                      | 0.01%                              |
| lotal                  |   | 34839172                | 18552148            | /                                       |   | 1                            | 22.30%                               | 0.01%                              |

for re-appointment. ITEM NO. 3: To appoint a Director in place of Mrs. Savita Gupta (DIN 00053988), who retires by rotation, and being eligible, offers herself

| r Group             | Promote  | rand                                      | Dramata               | 9   | Category | in the age   | Resolution                               |
|---------------------|----------|---|-----------------------|---|----------|--|--|
| Con                 | Total    | Poll Poll                                 |                       | mode of Actual  | _        | Whether promoter/ promoter group are interested in the agenda/resolution?  | Resolution required: (Ordinary/ Special) |
| 16200740   15286662 |          | 16200740 NIL                              | (3)                   | shares<br>held  |          | interested   | )  |
| 15286662            | 15286662 | NE NE                                     | (2)                   | votes polled  |          | Yes  | Ordinary                                 |
| 94.36%              | 94.36%   | J   | (3)=[(2)/(1)]* 100    | % of Votes Polled on outstanding shares                                 |          | Andrew and the second s |  |
| 15286662            | 15286662 | 2   | (4)                   | No. of<br>Votes –<br>in favour  |          | de la company  |  |
| 0                   | 0        | 2   | (5)                   | of No. of<br>- Votes -<br>ur against                                    |          | April 1997   |  |
| 100%                | 100%     | N. C. | (6)=[(4)/(2)]*100     | % of Votes in favour on votes polled                                    |          |  |  |
| 0 0 0               |          |   | (7)=[(5)/(2)]*100 d ○ | % of Votes in % of Votes against favour on on votes polled votes polled |          |  |  |

|          | Iorai             | 1        | Institution |         |   | rubiic-  |          | S | nominism |
|----------|-------------------|----------|-------------|---------|---|----------|----------|---|----------|
|          |                   |          | Total       |         |   |          |          |   | TOL      |
|          | 34839172 18552148 | 112/3695 |             |         | 112/3095                                | 34777000 | /364/37  |   |          |
| 1        |                   |          |             |         |   | - 1      |          | E | 211      |
| 33.23%   | 793C CZ           | 3.20%    | T.15%       | 4 4 507 | 2.05%                                   |          | 39.43%   |   | 22       |
| 18551861 | 100070            | 360076   | 130341      |         | 230635                                  | C7740C7  | כככותססכ | Z |          |
| 278      |                   |          | 15          |         | ງຄຸລ                                    | NIC      |          | 2 |          |
| 99.99%   | 39.92%            | 50000    | %86.66      | 22.02%  | 00 008/                                 | TUU%     | 1000     | 2 |          |
| 0.01%    | 0.08%             | 0.77.0   | 0.010/      | %II.0   | 0 4407                                  | 2        | - INIC   | 2 |          |
|          |                   |          |             |         | *************************************** |          |          |   |          |

ITEM NO. 4: To appoint S. R. Batliboi & Associates LLP as Statutory Auditors and fix their remuneration.

| Resoluti    | Resolution required: (Ordinary/ Special)        |                     | Ordinary |                    |           | *************************************** |                                       |  |
|-------------|---|---------------------|----------|--------------------|-----------|---|---------------------------------------|--|
| Whether     | Whether promoter/ promoter group are interested | nterested           | NO O     |                    |           |   |                                       | And the second s |
| in the ag   | in the agenda/resolution?                       |                     | Ž        |                    |           |   |                                       |  |
| Category    | y Mode of Voting                                | No.of               | No of    | 2                  |           |   |                                       | And the state of t |
|             |   | shares              |          | Polled on          | Votes -   | No. of<br>Votes -                       | S 크                                   | % of Votes against on votes polled   |
|             |   | Teid                | polled   | shares             | in favour | against                                 | olled                                 |  |
|             |   | (1)                 | (2)      | (3)=[(2)/(1)]* 100 | (4)       | (5)                                     | (6)=[(4)/(2)]*100                     | (7)=[(5)/(2)]*100  |
| Promote     | E-Voting  | 16200740            | 2        | 4                  | MII       |   |                                       |  |
| rano        | Pol   |                     | 15286667 | 94 36%             |           |   |                                       | 71   |
| Promote     | Total   | 16200740            | 1578665  | 04 360/            | 79999767  |   | 100%                                  | <u>ر</u>   |
| r Group     |   |                     | 700007   | 24.30%             | 15286662  |   | 100%                                  | 0  |
| Public-     | E-Voting  | 7364737             | 2904223  | 30 12%             |           |   |                                       |  |
| Institution | n Poll  |                     | NII      |                    | 14223     | ]                                       | %                                     | Z  |
| S           | Total   | 7364737             | 700/772  |                    |           | -                                       |                                       |  |
| Public-     | E-Voting  |                     | 2724002  | 0                  | G.        | N.                                      | 100%                                  |  |
| Non         | Poll  | C60C/7TT            | 2308/6   |                    | 230175    | 701                                     | 99.70%                                | 0.30%  |
| Institution |   | ـــــ               | 130365   | 1.16%              | 130341    |   |                                       | 7 040/   |
| Total       | I Clair   | 11273695            | 361241   | 3.20%              |           | ,,,                                     |                                       | 0.01%  |
| . 0.01      |   | 34839172   18552148 | 18552148 | 53.25%             | 3         |   |                                       | 0.20%  |
|             |   |                     |          |                    | ŀ         |   | × × × × × × × × × × × × × × × × × × × |  |

Pan Rew Delin-65 / July

ITEM NO. 5: Revision in remuneration of Mr. Himanshu Gupta, Managing Director.

| Resolution             | resolution required: (Ordinary/ Special)                                  |                         | Ordinary            |   |                                |                              |                                      |                                    |
|------------------------|---|-------------------------|---------------------|---|--------------------------------|------------------------------|--------------------------------------|------------------------------------|
| Whether prin the agend | Whether promoter/ promoter group are interested in the agenda/resolution? | interested              | Yes                 |   |                                |                              |                                      |                                    |
| Category               | Mode of Voting  | No.of<br>shares<br>held | No. of votes polled | % of Votes Polled on outstanding shares | No. of<br>Votes –<br>in favour | No. of<br>Votes –<br>against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                        |   | 3                       | (2)                 | (3)=[(2)/(1)]* 100                      | 4                              | (5)                          | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promote                | E-Voting  | 16200740                | 2                   |   |                                |                              |                                      |                                    |
| o and                  | Poll  |                         | 15286662            | 36%                                     |                                | NIC                          |                                      |                                    |
| r Group                | otal  | 16200740                | 15286662            |   | 15286662 0                     |                              | 100%                                 | 0                                  |
| Public-<br>Institution | E-Voting<br>Poll  | 7364737                 | 2904223             | 39.43%                                  | 2904223 N                      |                              | 100%                                 |                                    |
| S                      | Total   | 7364727                 |                     |   |                                |                              | AL.                                  | N N                                |
| Public-                | E-Voting  | 7                       |                     | 6                                       | O.                             | Z                            | 100%                                 | 2                                  |
| Non                    | Poll  |                         |                     |   |                                | 893                          | %                                    | 0.39%                              |
| Institution            | Total   | 11773605                |                     |   |                                | 37                           |                                      | 0.03%                              |
| Total                  |   |                         | 2022300             | 3.20%                                   | 360324 9                       | 930                          |                                      | 0.26%                              |

ITEM NO. 6: Revision of remuneration of Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director.

| ٦  | ס־       | _     |          |                                   |   | ····           |                           | =  |
|--|----------|-------|----------|-----------------------------------|---|----------------|---------------------------|--|
| r Group  | Promote  | rand  | Promote  |                                   |   | Category       | n the agenc               | Resolution   |
|  | Total    | Poll  | E-Voting |                                   |   | Mode of Voting | in the agenda/resolution? | Resolution required: (Ordinary/ Special)   |
| 15286662   | 200000   |       | 16200740 | 3                                 | shares<br>held                                  | No.of          | nterested                 |  |
|  |          |       | 25       | (2)                               | ed  | NO OF          | Yes                       | Ordinary   |
| 94.36%   | 94.36%   |       | N.11     | (3)=[(2)/(1)]* 100                | Polled on outstanding shares                    |                |                           | A PARTIE AND THE PART |
| 15286662   | 15286662 | NIC.  |          | 4                                 | No. of No. of Votes – Votes – in favour against |                |                           | - The state of the |
| 0  | 0        | ZE.   |          | (5)                               | of No. of - Votes - ur against                  |                |                           |  |
| 100%   | 100%     | N. C. |          | (6)=[(4)/(2)]*100                 | % of Votes in favour on votes polled            |                |                           |  |
| C Community of the Comm |          |       | 28       | (7)=[(5)/(2)]*100<br>C New Delhi- |   |                |                           |  |

|   | Total       | 1           |       |   |             | U                                       |    | 3           | ייבכוכי                                 |
|---|-------------|-------------|-------|---|-------------|---|----|-------------|---|
| Andreas and the second |             |             |       | *************************************** | E-Voting    |   |    |             | T-VOTING                                |
| 01 2/TCCO+C   | 3/830177 40 | 11273695 36 | 13    | 12/3050 K3                              | 11070606 00 | 7364737 2904223                         | Z  | /364/3/ 29  | _                                       |
| - 1   |             | - 1         |       | 1                                       |             | - 1                                     |    |             |   |
|   |             |             |       |   |             | 20 /20/                                 |    | 39.43%      | *************************************** |
| 18551219 920  | 360334 920  | . 1         | - [   | 230015 883                              | 1           | INIC COCK                               |    | 2904773 NII |   |
|   | 99.74%      |             |       | -                                       | 100%        | *************************************** |    | 1000        |   |
| 0.01%   | 0.25%       | 0.03%       | 0.38% | 0 2007                                  | 2           | Z                                       | NL | A           |   |

ITEM NO. 7: Adoption and Ratification of Employee Stock Option Scheme, 2012.

| Resolution  | Resolution required: (Ordinary/ Special)   |                         | Special             |   |                                |                            |                                      |                                    |
|-------------|--|-------------------------|---------------------|---|--------------------------------|----------------------------|--------------------------------------|------------------------------------|
| Whether pro | Whether promoter/ promoter group are interested in the agenda/resolution?  | nterested               | No                  |   |                                |                            |                                      |                                    |
| Category    | Category Mode of Voting  |                         |                     |   |                                |                            |                                      |                                    |
| Category    | wode of voting   | No.of<br>shares<br>held | No. of votes polled | % of Votes Polled on outstanding shares | No. of<br>Votes –<br>in favour | No. of<br>Votes<br>against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|             |  | 3                       | (2)                 | (3)=[(2)/(1)]* 100                      | 4)                             | (5)                        | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Fromote     | E-Voting   | 16200740                | NIC                 |   | NE                             |                            |                                      |                                    |
| District    | FOI  |                         | 15286662            | 36%                                     |                                |                            |                                      | NIC                                |
| r Group     | lotal  | 16200740                |                     |   | 15286662                       |                            | 100%                                 |                                    |
| Public-     | E-Voting   | 736/727                 |                     |   |                                |                            |                                      |                                    |
| Institution | Poll   |                         | VIII                | 33.30%                                  | 6595                           | 628                        | 83.90%                               | 16.10%                             |
| S           | Total  | 7364737                 | 1/223               | ,                                       | •                              |                            |                                      | 2                                  |
| Public-     | E-Voting   |                         |                     | 0                                       | 5                              | 46/628                     | 83.90%                               | 16.10%                             |
| Non         | Pall   | C60C/71T                |                     | 2.05%                                   | 230063                         | 751                        |                                      | n 33%                              |
| Institution | Total  | 4                       | 130365              | 1.16%                                   | 130341                         |                            |                                      | 0.01%                              |
| Total       | i Cta:   | 11273695                |                     | 3.20%                                   |                                | <b>G</b>                   |                                      | 7.01.0/                            |
|             | Application and the second and the s | 346391/2 18552064       |                     | 53.25%                                  | 18083661                       | 468394                     |                                      | 2.52%                              |

ITEM NO. 8: Approval for grant of stock options to the employees of subsidiaries of the Company.

|  | Whether promoter/ promoter group are interested in the agenda/resolution? | Resolution required: (Ordinary/ Special)   |
|--|---|--|
| ind.   | No  | Special  |
| The State of the s | (\$)<br>(\$)  | - Applysman and the special control of the sp |

Total Non Promote r Group Promote Public-Institution Public-Institution Category | Mode of Voting Pol E-Voting Total Poll Total E-Voting Total Poll E-Voting 34839172 18552064 11273695 361179 11273695 7364737 16200740 |15286662 shares held 16200740 No.of 7364737  $\Xi$ 2904223 230814 2904223 130365 No. votes polled 15286662 3 9 39.43% 3.20% 2.05% 39.43% 94.36% 53.25% 94.36% 1.16% % of Polled shares outstanding (3)=[(2)/(1)]\* 100of Votes 9 130341 360442 230101 18083661 2436595 2436595 15286662 No. of Votes -15286662 Z in favour **£** 468356 728 713 15 467628 467628 2 Votes against No. of (5) 83.90% 99.80% 99.98% 83.90% 99.69% 100% 100% (6)=[(4)/(2)]\*100 votes polled % of Votes in favour on 0.20% 0.31% 0.01% Z 16.10% 16.10% Z on votes polled (7)=[(5)/(2)]\*100% of Votes against

ITEM NO. 9: Amendment in Articles of Association

| Resolution                              | Resolution required: (Ordinary/ Special)                                  | The state of the s | Special        |                      |                   |                   |  |                                    |
|---|---|--|----------------|----------------------|-------------------|-------------------|--|------------------------------------|
| Whether pro                             | Whether promoter/ promoter group are interested in the agenda/resolution? | nterested  | N <sub>O</sub> |                      |                   |                   |  |                                    |
| Category                                | Mode of Voting  | No.of<br>shares  | No. of votes   | % of Votes Polled on | No. of<br>Votes – | No. of<br>Votes - | % of Votes in favour on  | % of Votes against on votes polled |
|   |   | neia   | polled         | outstanding shares   | in favour         | against           | olled  | on social                          |
|   |   | 3  | (2)            | (3)=[(2)/(1)]* 100   | (4)               | (5)               | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100                  |
| Promote                                 | E-Voting  | 16200740   |                |                      |                   | A I I             |  |                                    |
| r and                                   | Poll  | ĺ  | 15286662       | 36%                  | 1528665           |                   | The state of the s |                                    |
| r Group                                 | lotal   | 16200740   | 15286662       |                      | 15286662          | 0                 | 100%   | 3                                  |
| Public-                                 | E-Voting  | 7364737  | 290/222        | 20, 720/             |                   |                   |  |                                    |
| Institution                             | Poll  |  | NIL            |                      | 1223              |                   | 0%   | NIL                                |
| :                                       | otal  | 7364737  | 2904223        | 705V                 | •                 |                   |  | NIL NO NO                          |
| Public-                                 | E-Voting  | ויי  | 220000         |                      | L                 | NIC .             | 100%   | NIL /                              |
| Non                                     | Pol   | ++6/0000   | 230355         |                      | 230721            | 177               | %  | 200 Nove D. 181-55                 |
| Institution                             | Total   | 4  | 130365         | 1.16%                | 130341            | 15                |  | 2                                  |
| Total                                   |   |  | 361263         | 3.20%                | 361062            | 192               |  | ) OEW                              |
| *************************************** | ***************************************                                   | 348391/2   | 18552148       | 53.25%               | 7                 |                   | ***************************************  | 0.01%                              |
|   |   |  |                |                      |                   |                   |  | 114610                             |

Governance Committee of the Company. ITEM NO. 10: Approval and ratification of Article 40 giving right to appoint director on the Board and Subsidiaries and Joint Ventures

|  |   |                         | 1 |                                  |          |       |                   |  |
|--|---|-------------------------|---|----------------------------------|----------|-------|-------------------|--|
| Whether promoter/ promoter in the agenda/resolution? | Whether promoter/ promoter group are interested in the agenda/resolution? | terested                | No                                      |                                  |          |       |                   |  |
| Category M   | Mode of Voting  | No.of<br>shares<br>held | No. of votes polled                     | % of Votes Polled on outstanding |          |       | 유 글               | % of Votes against on votes polled   |
|  |   | neid                    | polled                                  | outstanding shares               | Š        |       |                   | on votes polled  |
|  |   | 3                       | (2)                                     | (3)=[(2)/(1)]* 100               | (4)      | (5)   | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100  |
| ote  | ting  | 16200740                | NIC.                                    | 2                                | 2        |       |                   | White the second |
| 7  | OI.   |                         | 15286662                                | 36%                              |          |       |                   |  |
| r Group  | otal  | 16200740                | ļ                                       |                                  | 15286662 |       | 100%              |  |
| Public- E-   | E-Voting  | 7364737                 | CCCNOOC                                 |                                  |          |       |                   |  |
| nstitution _   | <u> </u>  |                         |   | 39.43%<br>NII                    | 4223     |       | %                 | Z  |
|  |   | 7364737                 | 14223                                   | 43%                              |          |       |                   | 2  |
| ্<br>্   | oting   | S                       |   |                                  | u        |       |                   | 4  |
| 1  |   |                         |   | ,                                | -        |       |                   | 0.09%  |
| institution Total                                    |   | 11273695                |   | 3                                |          |       | 99.98%            | 0.01%  |
| lotal  |   |                         | 5                                       | 0/07:5                           | 360950 2 | 220 9 | 99.94%            | 0.06%  |

Everstone Capital Partner II LLC. ITEM NO. 11: Approval of profit sharing arrangement between the Management Shareholders, International Finance Corporation and

| ote Total 15286662 94,36% 15286667 0 | r and Poli 16200740 NIL NIL NIL NII NII |                       | Category Mode of Voting No. of No. of Votes No. of No. of Votes in shares votes Polled on Votes Votes on shares was shares wheld polled shares | Whether promoter/ promoter group are interested in the agenda/resolution? | Resolution required: (Ordinary/ Special)  Ordinary |
|--------------------------------------|---|-----------------------|--|---|--|
| 100%                                 |   | i)=[(4)/(2)]*100      | 6 of Votes in<br>avour on<br>otes polled   |   |  |
|                                      | S New Dally 55                          | (7)=[(5)/(2)]*(100°0) | % of Votes in % of Votes against favour on on votes polled   |   |  |

|          | Institution     | Non-     | S. N. S. | Institution            |
|----------|-----------------|----------|----------|------------------------|
|          | Total           | Poll     | Total    | Poll                   |
| Ų.       |                 | 1        | 7:       |                        |
| 4839172  | 1273695         | 11273695 | 364737   | 7364737                |
| 17048246 | 11273695 361263 | 230898   | 1400371  | 7364737 <u>1400321</u> |
| 48.93%   | 1.16%<br>3.21%  | 2.05%    | 19 Mg    | 19.01%                 |
|          |                 |          |          |                        |
| 16997201 | 130319          | 230563   |          | 1349657                |
| 51036    |                 | 335      | [        | 50664                  |
| 99.70%   | 99.96%          | 96.38%   | N.       | 96.38%                 |
| 0.10%    | 0.03%           | 3.62%    | NIL NIL  | 2679                   |
|          |                 |          |          | ATTENDED.              |

For S Chand And Company Limited

Jagdeep Singh
Company Secretary
Mem. No.: A15028
A-27, Second Floor,
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: 09811113545 PAN. AAFPB5130M GST No.- 07AAFPB5130M1ZX Email: bhatia r s@hotmail.com

### FORM No. MGT-13 Report of Scrutinizer

(Pursuant to the Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To The Chairman, S Chand And Company Limited, Regd. Offc.: Ravindra Mansion, Ram Nagar, New Delhi-110055

46<sup>th</sup> Annual General Meeting of the equity shareholders of S Chand And Company Limited, held on Monday, 25<sup>th</sup> September, 2017 at 11:30 a.m. at Executive Club Resort, 439, Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074.

### Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as Scrutinizerby the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies(Management and Administration )Rules, 2014 as amended from time to time for the purpose of poll and e-voting taken on the below mentioned resolution(s), contained in the notice dated 9th August, 2017 of the 46th Annual General Meeting, submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, One(1)- ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with the Registrar and Transfer Agents Company and the authorizations/ proxies lodged with the Company.
- 3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the poll and E-voting is as under:



### Resolution No.: 1 Ordinary Resolution

Adoption 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 the Directors and Auditors thereon.

|                                       | Number of members Present and voting (in person or by proxy)                 | No. of Votes<br>Cast by them       | Numbers<br>of<br>Member<br>voted<br>electroni<br>cally | No. of votes cast by them | % of total<br>no. of<br>valid<br>votes cast |
|---------------------------------------|--|------------------------------------|--|---------------------------|---|
| (i) Voted in favour of the resolution | 56   | 15417003                           | 57   | 2835192                   | 99.99                                       |
| (ii) Voted against the resolutio      | 6  | 15                                 | 3  | 35                        | 0.01  |
|                                       | Total No. of member(in person or by proxy) whose votes were declared invalid | Total No. of votes<br>cast by them |  |                           |   |
| (ii)<br>Invali<br>d<br>votes          | 8  | 9                                  | _  |                           |   |

### Resolution No.: - 2 Ordinary Resolution

Confirmation of payment of Interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2017.

| Number<br>of | No. of Votes<br>Cast by them | Numb<br>ers of | No. of votes cast by them | % of total |
|--------------|------------------------------|----------------|---------------------------|------------|
| members      | cast by them                 | Memb           |                           | valid      |
| Present      |                              | er             | *ATIA                     | votes cast |

|                                       | and voting (in person or by proxy)  |                                 | voted<br>electr<br>onicall<br>y |         |       |
|---------------------------------------|---|---------------------------------|---------------------------------|---------|-------|
| (i) Voted in favour of the resolution | 56  | 15417003                        | 59                              | 3135093 | 99.99 |
| (ii) Voted against the resoluti on    | 6   | 15                              | 2                               | 28      | 0.01  |
|                                       | Total No. of member( in person or by proxy) whose votes were declared invalid | Total No. of votes cast by them |                                 |         |       |
| (iii)<br>Invali<br>d<br>votes         | 8   | 9                               |                                 |         |       |

### **Resolution No.:-3 Ordinary Resolution**

Appointment of a Director in place of Mrs. Savita Gupta (DIN 00053988), who retires by rotation, and being eligible, offers herself for re-appointment.

|               | Number of  | No. of Votes Cast | Number    | No of votes  | % of total   |
|---------------|------------|-------------------|-----------|--------------|--------------|
|               |            |                   | 5-90      |              | 4 7 7 7      |
| <b>N</b>      | members    | by them           | s of      | cast by them | no. of valid |
|               | Present    |                   | Member    |              | votes cast   |
|               | and voting |                   | voted     |              | 9 9 9 9 9 B  |
|               | (in person |                   | electroni |              |              |
|               | or by      |                   | cally     |              |              |
|               | proxy)     |                   | * *       | 2            |              |
| (i) Voted in  | 56         | 15417003          | 52        | 3134858      | 99.99        |
| favour of the | 1 A        | 13417003          |           |              |              |
| resolution    | e e        |                   |           | WATIA        |              |





| (ii) Voted against the resolution | 6   | 15                              | 9 | 263 | 0.01 |
|-----------------------------------|---|---------------------------------|---|-----|------|
|                                   | Total No. of<br>member(in<br>person or<br>by proxy)<br>whose<br>votes were<br>declared<br>invalid | Total No. of votes cast by them |   |     |      |
| (iii) Invalid<br>votes            | 8   | 9                               |   |     |      |

### Resolution No.:- 4 Ordinary Resolution

Re-appointment S.R. Batliboi & Associates LLP, Charetered Accountants as Statutory Auditors.

|              |   | Number   | No. of votes  | % of total   |
|--------------|---|--|---|--|
| members      | by them   | s of   | cast by them  | no. of valid   |
| Present      |   | Member   |   | votes cast   |
| and voting   |   | voted  |   |  |
| (in person   |   | electroni  |   |  |
| or by        |   | cally  |   |  |
| proxy)       |   |  |   |  |
| 56           | 15417003  | 54   | 3134398   | 99.99  |
|              | 2012,000  | 8  |   |  |
| 1 11, 9      |   |  |   | 1  |
| 6            | 15  | 6  | 701   | 0.01   |
|              | 13  | ja s ^s  |   |  |
| 9 g          |   |  | <b>x</b>  |  |
| Total No. of | Total No. of votes  | x 2 a  |   | ,  |
| member(in    | cast by them  |  |   |  |
| person or    |   |  |   |  |
| by proxy)    |   | (C) 2 3  |   |  |
| whose        |   |  | # # A P 1   |  |
| votes were   |   |  |   |  |
| declared     |   | # 4 H  |   |  |
| invalid      |   |  | e i de la companya de   |  |
| 8            | 9   | _  | - s   | . L  |
|              |   |  |   |  |
|              |   |  |   | *  |
|              | members Present and voting (in person or by proxy) 56  Total No. of member(in person or by proxy) whose votes were declared | members Present and voting (in person or by proxy)  56  15417003  Total No. of member(in person or by proxy) whose votes were declared invalid | members Present and voting (in person or by proxy)  56  15417003  54  Total No. of member(in person or by proxy) whose votes were declared invalid  by them s of Member voted electroni cally  54  6  Total No. of votes cast by them | members Present and voting (in person or by proxy)  56  15417003  54  3134398  6  15  Total No. of member(in person or by proxy) whose votes were declared invalid |



# Resolution No.:- 5Ordinary Resolution

Revision in remuneration of Mr. Himanshu Gupta, Managing Director

|                                       | Number of members Present and voting (in person or by proxy)                                   | No. of Votes Cast<br>by them    | Numbers of<br>Member<br>voted<br>electronica<br>lly | No. of votes cast by them | % of total no. of valid votes cast      |
|---------------------------------------|--|---------------------------------|---|---------------------------|---|
| (i) Voted in favour of the resolution | 55   | 15416981                        | 45  | 3134228                   | 99.99                                   |
| (ii) Voted against the resolution     | 7  | 37                              | 16  | 893                       | 0.01                                    |
|                                       | Total No. of<br>member(in<br>person or by<br>proxy) whose<br>votes were<br>declared<br>invalid | Total No. of votes cast by them |   |                           |   |
| (iii) Invalid<br>votes                | 8  | 9                               | -   |                           | - 1, 1 1, 1 1, 1 1, 1 1, 1 1, 1 1, 1 1, |

# Resolution No. :- 6 Ordinary Resolution

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

|               | Number of members | No. of Votes<br>Cast by them          | Numbers of<br>Member voted            | No. of votes cast | % of total no. of valid |
|---------------|-------------------|---------------------------------------|---------------------------------------|-------------------|-------------------------|
| 8.            | Present and       |                                       | electronically                        | by them           | votes cast              |
|               | voting (in        | a a a                                 |                                       |                   |                         |
|               | person or by      | 2 V V                                 |                                       |                   |                         |
|               | proxy)            | *                                     |                                       |                   | 00.00                   |
| (i) Voted in  | 55                | 15416981                              | 46                                    | 3134238           | 99.99                   |
| favour of the |                   | * * * * * * * * * * * * * * * * * * * |                                       |                   |                         |
| resolution    | es u              | s                                     |                                       |                   |                         |
| (ii) Voted    | 7                 | 37                                    | 15                                    | 883               | 0.01                    |
| against the   |                   |                                       | * * * * * * * * * * * * * * * * * * * |                   |                         |
| resolution    |                   |                                       | = *                                   |                   |                         |
|               | Total No. of      |                                       | E E                                   |                   |                         |
|               | member(in         | votes cast by                         |                                       | # <b>3</b>        | \$ " g"                 |
|               | person or by      | them                                  |                                       |                   | W                       |
|               | proxy) whose      |                                       | · · · · · · · · · · · · · · · · · · · | G. BHAY           |                         |
|               | votes were        |                                       |                                       | *                 | 1                       |





|                        | declared<br>invalid |   |          |   |   |
|------------------------|---------------------|---|----------|---|---|
| (iii) Invalid<br>votes | 8                   | 9 | <u>.</u> | _ | - |

### **Resolution No.:-7 Special Resolution**

Amendment and Ratification of Employee Stock Option Scheme, 2012.

| Number of    | No. of Votes<br>Cast by them   | Numbers of<br>Member  | No. of votes   | % of total no. of valid   |
|--------------|--|---|--|---|
| Present and  | dase by enom   | voted   | case by them   | votes cast  |
| voting (in   |  | electronicall   |  |   |
| person or by |  | у   |  |   |
| proxy)       |  |   |  |   |
| 56           | 15417003   | 48  | 2666658  | 97.47   |
| a a          |  |   |  |   |
| a a          | * n #  |   |  | ar "  |
| 6            | 15   | 12  | 468379   | 2.53  |
| a - a a      | 2 2 2  | a a a   |  |   |
|              | *  | 707 B   | i <sup>5</sup> a a   | e s a a a a a a a a a a a a a a a a a a   |
| Total No. of | Total No. of   |   | B 8  | - B - B - B - B - B - B - B - B - B - B   |
|              | 3 14 · 15  |   | F  | y <sup>0</sup> o s, 5   |
|              | them   | > <sup>2</sup>  | , a 4  |   |
| 5.7          | 8<br>  | *e. 6   |  |   |
|              |  |   |  | 9   |
|              | 8  |   | - 1  |   |
| invalid      |  |   |  |   |
|              |  |   |  |   |
| 8            | 9  | -   |  |   |
|              | *  |   | n  |   |
|              |  | 9 9 9 1   | 2 es   |   |
|              | members Present and voting (in person or by proxy)  56  Total No. of member(in person or by proxy) whose votes were declared invalid | members Present and voting (in person or by proxy)  56  Total No. of member(in person or by proxy) whose votes were declared invalid  Cast by them  Total No. of votes cast by them | members Present and voting (in person or by proxy)  56  15417003  48  Total No. of member(in person or by proxy) whose votes were declared invalid  Cast by them Member voted electronicall y  15417003  48  Total No. of votes cast by them | members Present and voting (in person or by proxy)  56  15417003  48  2666658  Total No. of member(in person or by proxy) whose votes were declared invalid  Cast by them  Member voted electronicall y  Total No. of votes cast by them  Member voted electronicall y  Total No. of votes cast by them |

### Resolution No.:- 8 Special Resolution

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

|     | Number of    | No. of Votes | Numbers of    | No. of votes | % of total   |
|-----|--------------|--------------|---------------|--------------|--------------|
|     | members      | Cast by them | Member        | cast by them | no. of valid |
|     | Present and  |              | voted         |              | votes cast   |
| N 7 | voting (in   |              | electronicall |              |              |
|     | person or by |              | у             |              |              |
|     | proxy)       | 2, ,         |               |              |              |







|   |                          | T            |               |       |            |       |
|---|--------------------------|--------------|---------------|-------|------------|-------|
|   | (i) Voted in             | 56           | 15417003      | 51    | 2666696    | 97.47 |
|   | favour of the resolution |              |               |       |            |       |
|   | resolution               |              |               |       |            |       |
|   | (ii) Voted               | 6            | 15            | 9     | 468341     | 2.53  |
|   | against the              |              |               |       |            |       |
|   | resolution               |              | B B B B       |       | en ju      |       |
|   |                          | Total No. of | Total No. of  |       |            |       |
|   |                          | member(in    | votes cast by |       | en 2       |       |
|   |                          | person or by | them          |       |            |       |
|   |                          | proxy) whose |               |       |            |       |
| · |                          | votes were   |               |       |            |       |
|   |                          | declared     |               | A B   | ± ,,       |       |
|   |                          | invalid      |               |       |            |       |
|   |                          |              |               |       | , PB , A'S |       |
|   | (iii) Invalid            | 8            | 9             | _     | # # J      | 3     |
| 1 | votes                    |              |               |       | - ,        |       |
|   |                          |              |               | a     |            |       |
| Ĺ |                          |              |               | 2 d s | a 8 =      |       |

# Resolution No. :- 9 Special Resolution

Amendment in Articles of Association

|               | T-8               | The second secon |   |                           | /                       |
|---------------|-------------------|--|---|---------------------------|-------------------------|
|               | Number of members | No. of Votes<br>Cast by them   | Numbers of<br>Member  | No. of votes cast by them | % of total no. of valid |
|               | Present and       | ,  | voted   | case by them              | votes cast              |
|               | voting (in        |  | electronicall   | * * *                     | votes case              |
|               | person or by      | e e e e  | у   |                           |                         |
|               | proxy)            |  |   | 7 W . a .                 |                         |
| (i) Voted in  | 56                | 15417003   | 55  | 3134944                   | 99.99                   |
| favour of the | a a               |  |   | **                        |                         |
| resolution    |                   |  |   |                           |                         |
| (ii) Voted    | 6                 | 15   | 6   | 177.                      | 0.01                    |
| against the   |                   |  |   | e s a                     |                         |
| resolution    |                   |  |   |                           |                         |
|               | Total No. of      | Total No. of   |   | a 3                       |                         |
|               | member(in         | votes cast by  |   |                           | x                       |
|               | person or by      | them   | 5 A   |                           |                         |
|               | proxy) whose      |  |   | # 2 A                     |                         |
|               | votes were        | **   |   |                           |                         |
|               | declared          | n * * #  | a &   | •                         |                         |
|               | invalid           | *  | 8 a " 4 a " |                           |                         |
| (:::) T 1: 1  |                   | -  |   |                           |                         |
| (iii) Invalid | 8                 | 9  | a = 5   |                           | a                       |
| votes         | * *               |  |   | e e e e                   |                         |
|               | -                 |  |   |                           |                         |
|               |                   |  |   |                           |                         |







# Resolution No.:- 10 Special Resolution

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

|                                       | and the second s |                                 |   |                           | 200                                      |
|---------------------------------------|--|---------------------------------|---|---------------------------|--|
|                                       | Number of members Present and voting (in person or by proxy)   | Cast by them                    | Numbers of<br>Member<br>voted<br>electronicall<br>y | No. of votes cast by them | % of total<br>no. of valid<br>votes cast |
| (i) Voted in favour of the resolution | 56   | 15417003                        | 54  | 3134832                   | 99.99                                    |
| (ii) Voted against the resolution     | 6  | 15                              | 6   | 205                       | 0.01                                     |
|                                       | Total No. of member(in person or by proxy) whose votes were declared invalid   | Total No. of votes cast by them |   |                           |  |
| (iii) Invalid<br>votes                | 8  | 9                               |   |                           | -  |

# Resolution No.:- 11 Ordinary Resolution

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

|                                       |  | 2 8 E                        |  |                           |       |
|---------------------------------------|--|------------------------------|--|---------------------------|-------|
|                                       | Number of members Present and voting (in person or by proxy) | No. of Votes<br>Cast by them | Numbers of<br>Member voted<br>electronically | No. of votes cast by them |       |
| (i) Voted in favour of the resolution | 55   | 15416981                     | 44   | 1580220                   | 99.70 |
| (ii) Voted against the resolution     | 7  | 37                           | 14   | 50999                     | 0.30  |



8/9

|               | Total No. of | Total No. of  |     | - 1 <b>C</b> |    |
|---------------|--------------|---------------|-----|--------------|----|
|               | member(in    | votes cast by |     |              |    |
|               | person or by | them          |     |              |    |
|               | proxy) whose |               |     |              |    |
|               | votes were   |               |     | a = 0        | 10 |
|               | declared     |               |     |              |    |
|               | invalid      |               |     |              |    |
|               |              |               |     |              |    |
| (iii) Invalid | 8            | Q             |     |              |    |
| votes         |              |               | - H | ,            |    |
|               | 8            | -             |     |              |    |

- 5. The poll papers and all other records were sealed and handed over to the Director authorized by the Board for safe keeping.
- 6. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

(R.S. BHATIA)

Scrutinizer

**Company Secretary in Practice** 

CP No.: 2514

Date: 26.09.2017

Place: New Delhi

Name: Mohd Akbar

Signed by:

Witness 2 Heers Name: Heens Arorg Address: 21-B, Naray and high Park, Paripat - 132103

Jagdeep Singh

**Company Secretary** Membership No. A 15028