

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 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
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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


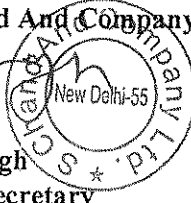
We hereby inform you that the 46th Annual General Meeting of the Company was held on Monday, September 25, 2017 at 11:30 A.M. at Executive Club Resort, 439, Village Sahaoorpur, Post office Fatehpur Beri, New Delhi 110074.

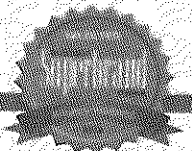
In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding voting (e-voting and poll) results of the business transacted at the Annual General Meeting alongwith the Scrutinizers Report are annexed herewith.

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

Date of the AGM	25.09.2017
Total number of shareholders on record date (18.09.2017)	64360
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	7
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	131 NIL NIL

Agenda- wise disclosure

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 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
Resolution required: (Ordinary/Special)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polling outstanding shares	Votes on	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes in on votes against
Promoter and Promoter Group	E-Voting	16200740	NIL	NIL	(1)	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Total	16200740	15286662	94.36%	NIL	0	0	100%	NIL
Public-Institutions	E-Voting	7364737	2604329	35.36%	2604329	NIL	100%	NIL	NIL
	Total	7364737	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institution	E-Voting	11273695	230898	2.05%	2604329	NIL	100%	NIL	NIL
	Total	11273695	130365	1.16%	130341	15	99.98%	0.02%	0.02%
Total		34839172	18252254	52.39%	18252195	50	99.98%	0.01%	0.01%

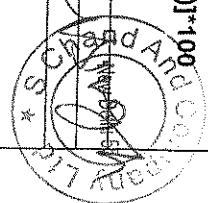


ITEM NO. 2: To confirm the payment of Interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2017.

Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	on Votes	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		15286662	94.36%	15286662	0	0	100%	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0
Public-Institution	E-Voting	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL
Public-Non Institution	E-Voting	11273695	230898	2.05%	230870	28	15	99.99%	0.01%
	Poll		130365	1.16%	130341	15	43	99.99%	0.01%
	Total	11273695	361263	3.20%	361211	43	43	99.98%	0.01%
	Total	34839172	18552148	53.25%	18552096	43	43	99.99%	0.01%

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

Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	on Votes	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		15286662	94.36%	15286662	0	0	100%	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0

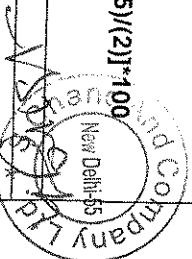


ITEM NO. 5: Revision in remuneration of Mr. Himanshu Gupta, Managing Director.

Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	% of Votes on	No. of Votes in favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes in on votes polled	% of Votes against on votes polled
Promote r and Promote r Group	E-Voting	16200740	NIL	NIL	(3)=[(2)/(1)]* 100	NIL	NIL	NIL	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		15286662	94.36%	15286662	0	0	100%	0	NIL
	Total	16200740	15286662	94.36%		0	0	100%		0
Public- Institution	E-Voting	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	7364737	2904223	39.43%		NIL	NIL	100%		NIL
Public- Non Institution	E-Voting	11273695	230898	2.05%	230005	893	37	99.61%	99.96%	0.39%
	Poll		130365	1.16%	130319	37	930	99.74%	0.03%	0.26%
	Total	11273695	361263	3.20%	360324	930	930	99.74%	0.26%	0.26%
	Total	34839172	18552148	53.25%	18551870	930	930	99.99%	0.01%	0.01%

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

Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	% of Votes on	No. of Votes in favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes in on votes polled	% of Votes against on votes polled
Promote r and Promote r Group	E-Voting	16200740	NIL	NIL	(3)=[(2)/(1)]* 100	NIL	NIL	NIL	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		15286662	94.36%	15286662	0	0	100%	0	NIL
	Total	16200740	15286662	94.36%		0	0	100%		0



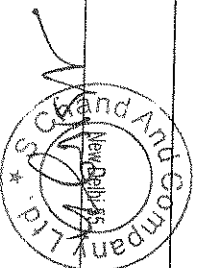
Public-Institution	E-Voting Poll	2904223	39.43%	2904223	NIL	100%	NIL
Public-Institution	Total	7364737	2904223	NIL	2904223	NIL	NIL
Public-Institution	E-Voting Poll	11273695	230898	2.05%	230015	883	100%
Public-Institution	Total	11273695	130365	1.16%	130319	37	99.62%
Public-Institution	Total	11273695	361263	3.20%	360334	920	99.96%
Public-Institution	Total	34839172	18552148	53.25%	18551219	920	99.74%
Public-Institution	Total	34839172	18552064	53.25%	18083661	468394	99.99%
Public-Institution	Total	34839172	18552064	53.25%	18083661	468394	99.99%

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

Resolution required: (Ordinary/ Special)	Special								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting Poll	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Promoter and Promoter Group	Total	16200740	15286662	94.36%	15286662	0	0	100%	0
Public-Institution	E-Voting Poll	7364737	2904223	35.36%	2436595	467628	83.90%	16.10%	
Public-Institution	Total	7364737	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institution	E-Voting Poll	11273695	230814	2.05%	230063	751	99.67%	0.33%	16.10%
Public-Institution	Total	11273695	130365	1.16%	130341	15	99.98%	0.01%	0.33%
Public-Institution	Total	11273695	361179	3.20%	360404	766	99.79%	0.21%	0.21%
Public-Institution	Total	34839172	18552064	53.25%	18083661	468394	97.48%	2.52%	2.52%

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

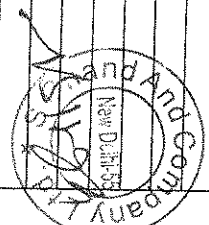
Resolution required: (Ordinary/ Special)	Special		
Whether promoter/ promoter group are interested in the agenda/resolution?	No		



Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes in on votes polled
Promote r and Promote r Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	15286662	15286662	94.36%	15286662	0	0	100%	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0
Public- Institution	E-Voting	7364737	2904223	39.43%	2436595	467628	83.90%	16.10%	
	Poll	7364737	NIL	NIL	NIL	NIL	NIL	NIL	
	Total	7364737	2904223	39.43%	2436595	467628	83.90%	16.10%	
Public- Non Institution	E-Voting	11273695	230814	2.05%	230101	713	99.69%	0.31%	
	Poll	11273695	130365	1.16%	130341	15	99.98%	0.01%	
	Total	11273695	361179	3.20%	360442	728	99.80%	0.20%	
Total		34839172	18552064	53.25%	18083661	468356	97.48%	2.53%	

ITEM NO. 9: Amendment in Articles of Association

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
Promote r and Promote r Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	15286662	15286662	94.36%	15286662	0	0	100%	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0
Public- Institution	E-Voting	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL
	Poll	7364737	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL
Public- Non Institution	E-Voting	11273695	230898	2.05%	230721	177	99.92%	0.08%	
	Poll	11273695	130365	1.16%	130341	15	99.98%	0.01%	
	Total	11273695	361263	3.20%	361062	192	99.94%	0.05%	
Total		34839172	18552148	53.25%	18551947	192	99.99%	0.01%	

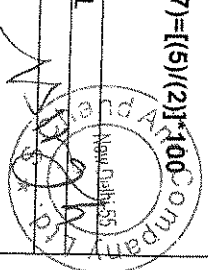


ITEM NO. 10: Approval and ratification of Article 40 giving right to appoint director on the Board and Subsidiaries and Joint Ventures Governance Committee of the Company.

Resolution required: (Ordinary/Special)		Special								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Polled outstanding shares	Polled Votes on	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes in on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	15286662	15286662	94.36%	15286662	0	0	100%	0	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0	0
Public-Institution	E-Voting	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	7364737	2904223	39.43%	2904223	NIL	NIL	100%	NIL	NIL
Public-Non Institution	E-Voting	11273695	230814	2.05%	230609	205	205	99.91%	0.09%	0.01%
	Poll	130365	130365	1.16%	130341	15	15	99.98%	0.01%	0.01%
	Total	11273695	361179	3.20%	360950	220	220	99.94%	0.06%	0.06%
	Total	34839172	18552064	53.25%	18551835	220	220	99.99%	0.01%	0.01%

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

Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes								
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Polled outstanding shares	Polled Votes on	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes in on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	16200740	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	15286662	15286662	94.36%	15286662	0	0	100%	0	0
	Total	16200740	15286662	94.36%	15286662	0	0	100%	0	0



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

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

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as Scrutinizer by 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.

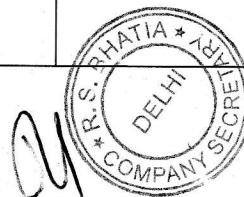
	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	56	15417003	57	2835192	99.99
(ii) Voted against the resolution	6	15	3	35	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(ii) Invalid 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 of members Present	No. of Votes Cast by them	Numbers of Member	No. of votes cast by them	% of total no. of valid votes cast

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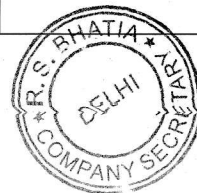
	and voting (in person or by proxy)		voted electronically		
(i) Voted in favour of the resolution	56	15417003	59	3135093	99.99
(ii) Voted against the resolution	6	15	2	28	0.01
	Total No. of member (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid 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 members Present and voting (in person or by proxy)	No. of Votes Cast by them	Number of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	56	15417003	52	3134858	99.99

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(ii) Voted against the resolution	6	15	9	263	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 votes	8	9	-	-	-

Resolution No. :- 4 Ordinary Resolution

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

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Number s of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	56	15417003	54	3134398	99.99
(ii) Voted against the resolution	6	15	6	701	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 votes	8	9	-	-	-

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Resolution No. :- 5 Ordinary 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 by them	Numbers of Member voted electronically	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 member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	8	9	-	-	-

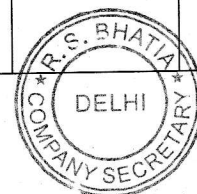
Resolution No. :- 6 Ordinary Resolution

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

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	55	15416981	46	3134238	99.99
(ii) Voted against the resolution	7	37	15	883	0.01
	Total No. of member(in person or by proxy) whose votes were	Total No. of votes cast by them			



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	declared invalid				
(iii) Invalid votes	8	9	-	-	-

Resolution No. :- 7 Special Resolution

Amendment and Ratification of Employee Stock Option Scheme, 2012 .

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	56	15417003	48	2666658	97.47
(ii) Voted against the resolution	6	15	12	468379	2.53
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	8	9	-	-	-

Resolution No. :- 8 Special Resolution

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

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast

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(i) Voted in favour of the resolution	56	15417003	51	2666696	97.47
(ii) Voted against the resolution	6	15	9	468341	2.53
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	8	9	-	-	-

Resolution No. :- 9 Special Resolution

Amendment in Articles of Association

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	56	15417003	55	3134944	99.99
(ii) Voted against the resolution	6	15	6	177	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 votes	8	9	-	-	-

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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.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid 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 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.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	55	15416981	44	1580220	99.70
(ii) Voted against the resolution	7	37	14	50999	0.30

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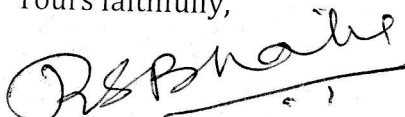
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	8	9	-	-	-

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,

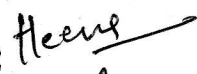

(R.S. BHATIA)
Scrutinizer
Company Secretary in Practice
CP No.: 2514



Date: 26.09.2017

Place: New Delhi


Witness 1
Name: Mohd Akbar
Address: Street 36,
Tughlaqabad extension.


Witness 2
Name: Heena Arora
Address: 21-B, Narayan Singh Park,
Panipat - 132103

Signed by:

Jagdeep Singh
Company Secretary
Membership No. A 15028