

Date: September 01, 2025

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| To Listing Department BSE Limited 25 th Floor, P J 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: Intimation of 54th Annual General Meeting of the Company

This is in reference to our disclosure dated August 08, 2025 regarding approval of notice of 54th Annual General Meeting (“AGM”) to be convened on Thursday, September 25, 2025 at 03:00 P.M. through video conferencing. The notice of AGM of the Company is enclosed herewith. The notice is also available on the website of the Company at www.schandgroup.com/investors/#annual-report and on the website of MUFG Intime India Private Limited (formally known as Link Intime India Private Limited) <https://instavote.linkintime.co.in>.

Key Details with respect to AGM are as under:

- i) The AGM will be held on Thursday, September 25, 2025 at 03:00 P.M. through video conferencing in compliance with the applicable provisions of The Companies Act, 2013 and the rules notified thereunder read with MCA Circular No. 09/2024 dated September 19, 2024 along with all other previous Circulars issued by The Ministry of Corporate Affairs in this regard (hereinafter collectively referred to as the “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 along with all other previous Circulars issued by SEBI in this regard (hereinafter collectively referred to as the “SEBI Circulars”) read along with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015, to transact the businesses set out in the Notice convening the 54th AGM;
- ii) In compliance of the aforesaid MCA Circulars and SEBI Circulars, the Annual Report along with Notice of the AGM is being circulated to the shareholders of the Company through electronic mode;
- iii) Pursuant to section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting or through an electronic voting system during the AGM;



- iv) The cut-off date for determining the eligibility of the members to vote through remote e-voting or through an electronic voting system during the AGM is Thursday, September 18, 2025;
- v) The Company has appointed MUFG Intime India Private Limited (“**MUFG Intime**”) (formally known as Link Intime India Private Limited) for the purpose of providing remote e-voting facility to the members prior to the AGM and e-voting facility during the AGM. The remote e-voting facility shall commence at 9:00 A.M. on Sunday, September 21, 2025 and will end at 5:00 P.M. on Wednesday, September 24, 2025. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime for voting thereafter; and
- vi) The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Request you to kindly take note of the above.

**Thanking You,
For S Chand And Company Limited**



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

Encl: as above



S Chand And Company Limited

(CIN: L22219DL1970PLC005400)

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

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

Tel: +91 11 49731800 | Fax: +91 11 49731801

NOTICE

NOTICE is hereby given that the 54th Annual General Meeting (“**AGM**”) of Members of S Chand and Company Limited (“**the Company**”) will be held on Thursday, 25th September 2025 at 03:00 P.M. (IST) through video conferencing to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of Auditors thereon.
3. To consider and approve interim dividend paid as the final dividend for the financial year ended March 31, 2025.
4. Re-Appointment of Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763), who retire by rotation and being eligible, offers himself for re-appointment, as director liable to retire by rotation.

SPECIAL BUSINESSSES:

5. **Appointment of M/s R.S Bhatia, Practicing Company Secretary as Secretarial Auditor of the Company**
To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars & guidelines issued thereunder, from time to time [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and based on the recommendation of the Audit Committee

and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. R.S Bhatia, Practicing Company Secretary (Peer Review No. 1496/2021) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the financial year 2025-2026 until financial year 2029-2030 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit report for the term as required under the Act and the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the Board which expression shall include any committee thereof), be and are hereby to authorized to fix the annual remuneration plus applicable taxes and out of-pocket expenses payable to them during their tenure as the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT approval of the members, be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

6. **Appointment of Mr. Sharad Talwar (DIN: 02728042) as an Independent Director of the Company**
To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 [“the Act”] read with Companies [Appointment and Qualification of Directors] Rules, 2014 and Regulation 17 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 (“the Listing Regulations”) and other applicable provisions, if any (including any statutory

amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Consent of the members of the Company be and is hereby accorded for the Appointment of Mr. Sharad Talwar (**DIN:02728042**), as an Independent Director of the Company (who has submitted a declaration that he meets the criteria of Independence as provided Under Section 149(6) of the Act and Listing Regulations, and who is eligible for Appointment) not liable to retire by rotation for a term of 5 (five) consecutive years commencing from September 26, 2025 till September 25, 2030.

RESOLVED FURTHER THAT Board of Directors of the Company (referred to as the Board which expression shall include any committee thereof), be and is hereby authorised to do all such acts, deeds, things, as may be necessary to give effect to this resolution.”

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

**Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028**

**Date: August 08, 2025
Place: New Delhi**

Notes:

1. **The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 (“the Act”), which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the special businesses as set out under Item No. 5 & 6, being considered unavoidable, be transacted at the AGM.**
2. **Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as the “MCA Circular”) and the Securities and Exchange Board of India (“SEBI”) vide Circular No. Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as the “SEBI Circular”) have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“VC/OAVM facility”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circular and SEBI Circular, the AGM of the Company is being held through VC facility. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.**
3. **Pursuant to the provisions of the Act, a member is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through video conferencing pursuant to the MCA Circular and SEBI Circular, the physical attendance of members has been dispensed with. Accordingly, the facility of appointing proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.**
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its board resolution or governing body resolution / authorization etc., authorizing its representative to attend, vote during the meeting through video conferencing on its behalf or to vote through remote e-voting. The said resolution / authorization shall be sent to the Company at investors@schandgroup.com and / or to its RTA at instameet@in.mpms.mufig.com
5. Members may avail the nomination facility as provided under Section 72 of the Act.
6. The relevant details, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment and re-appointment at this AGM and appointment of Secretarial Auditor of the Company forms part of the Explanatory Statement. Requisite declarations have been received from the Directors seeking appointment and re-appointment. The information about the Directors proposed to be appointed and re-appointed is given in the **Annexure I** to this Notice.
7. The Company hereby requests members to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, Bank details etc. to their respective Depository Participant(s).
8. Members may note that the Board, at its meeting held on May 23, 2025, had declared and paid an interim dividend of amount ₹ 4/- per equity shares for the financial year 2024-25. The Board now recommends that the said interim dividend be treated as final dividend for the financial year. Accordingly, the said resolution is proposed for the approval of members. To avoid delay in receiving dividends, members are requested to update their KYC with their depository participant (s) on regular basis to receive the dividend directly into their bank account on payout dates as may be determined from time to time upon declaration of dividend.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above, or with the Company Secretary, at the Company’s Registered Office. Pursuant to Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at www.schandgroup.com.
10. Members are requested to note that dividends, which have not been claimed within seven years from the date of transfer of dividend to the Company’s Unpaid Dividend Account, will, as per Section 124 of the Act and the applicable rules, be transferred to the Investor Education and Protection Fund (IEPF). Also, Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF.

The Company had declared a final dividend for the financial year 2017-18 in its AGM held on September 25, 2018, therefore, the Company will be transferring dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account to IEPF and subsequently the Shares, in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, will also be transferred to IEPF authority, established by Central Government.

In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, on or before September 30, 2025, falling which it will be transferred to IEPF authority. The Company has also uploaded details of such members whose shares are to be transferred to IEPF Account on its website at www.schandgroup.com.

Further, the Company has transferred Shares in respect of which Dividend remained unclaimed/unpaid for seven consecutive years or more to IEPF authority on December 04, 2024 as per the provision of Companies Act, 2013, the details of which has been disseminated on the Company website at <https://schandgroup.com/investors/#dividend>. The Concerned Shareholders may claim their shares as well as the unclaimed/unpaid dividend from the IEPF authority by making an application in prescribed manner.

11. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2025 are being sent to all the members whose email IDs are registered with depository participant(s) as on August 22, 2025. Please note that pursuant to the aforesaid MCA Circular and SEBI circular, there would not be any physical dispatch of notice of AGM and Annual Report through post / courier. The members may further note that the notice of AGM and Annual Report for the financial year ended March 31, 2025 will also be available on the Company's website at www.schandgroup.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in/>. Shareholders, those who desires to obtain hard copies of the AGM Notice and Annual Report may request the Company for the same through email or any other feasible mode.

The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners and have not registered their E-mail IDs with their respective depositories, as on Friday, August 22, 2025.

12. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. 02:45 P.M. (IST) to 03:15 P.M. (IST) and will be available for at least 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation by shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnels and auditors.
13. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.

14. Voting through electronic means:

- I. The Company, in compliance of provisions of Section 108 of the Act, Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 54th AGM by remote e-voting or through an electronic voting system during the meeting.

- II. The facility of casting votes by members using an electronic voting system and remote e-voting will be provided by MUFG Intime India Private Limited ("MUFG Intime").

- (i) The remote e-voting period begins on Sunday, September 21, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST). During this period members of the Company holding shares, as on the cut-off date of **September 18, 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

- (ii) The instructions for e-voting are given in the **Annexure II** to this Notice.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

15. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

16. 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, 2025 may follow steps mentioned in the Notice under "Instructions for e-voting".

17. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts.

19. 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 during the AGM in a fair and transparent manner.
20. The Scrutinizer 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 and make 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 not later than two working days of the conclusion of the meeting.
21. The results declared along with the scrutinizer's report shall be displayed at the Registered Office of the Company and uploaded on the Company's website at www.schandgroup.com as well as on the website of MUFG Intime after the same is declared by the Chairman/authorized person. The results shall also be simultaneously forwarded to the stock exchanges.

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations") sets out all material facts relating to the special business(es) to be dealt at the 54th Annual General Meeting as mentioned under Item Nos. 5 & 6 of the accompanying Notice dated August 08, 2025.

Item No. 5

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Listing Regulations.

In accordance with the provisions of Section 204 and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof, for the time being in force), every listed Company and certain other prescribed categories of Companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Listing Regulations, every listed entity is required to conduct a secretarial audit by a Secretarial Auditor who shall be Peer Reviewed Company Secretary and annex the secretarial audit report to its annual report. Additionally, a listed entity on the recommendation of Board of Directors of the Company must appoint a secretarial auditor for not more than one term of five consecutive years, with members approval to be obtained at the Annual General Meeting.

Brief Profile / Credentials:

The Board of Directors of the Company, at its Meeting held on May 23, 2025, based on the recommendation of the Audit Committee, has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc. recommended the appointment of M/s. R.S Bhatia, practicing Company Secretary to conduct Secretarial Audit and issue Secretarial Audit Report for a term of five (5) consecutive years from financial year April 1, 2025 up to March 31, 2030 and to furnish the Secretarial Audit Report for the Term as required under the Act and the Listing Regulations, subject to shareholders' approval at this Annual General Meeting.

Mr. R.S Bhatia is a well-known Practising Company Secretary. Renowned for its commitment to quality and precision, has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India ('ICSI'), ensuring the highest standards in professional practices and carrying his own Practice as a company secretary for the last twenty six years

specializing in the matters of RBI pertaining to NBFC, FDIs, Issue of Shares to Foreigners/NRI, J.V., establishing W.O.S., establishment of place of business in India by Foreign Organizations, matters pertaining to Securities and Exchange Board India, National Company Law Tribunal Matters, Stock Exchanges, Regional Director office, Department of Company Affairs, Mergers and Acquisitions, Takeover, Trade Marks and every type of work relating to other corporate areas. He is also a secretarial auditor of various reputed listed entities.

The terms and conditions for appointment of M/s R.S Bhatia, are as follows:

- (i) **Tenure** - 05 consecutive years, to conduct the Secretarial Audit of five consecutive financial years commencing from **April 01, 2025, until March 31, 2030**;
- (ii) **Remuneration** - for the Secretarial Audit for the financial year 2025-26 is set at ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.

The proposed fee is determined based on the scope of work, industry experience, and the time and expertise required to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditor, and will be subject to approval by the Board of Directors and/or the Audit Committee.

The remuneration for the remaining term till March 31, 2030, shall be determined based on the recommendation of the Audit Committee and as mutually agreed (between the Board of Directors of the Company and the Secretarial Auditor from time to time.

Mr. R.S Bhatia is a member duly registered with ICSI and hold valid Certificates of Practice issued by ICSI in accordance with the Company Secretaries Act, 1980 and conducts secretarial audits of various companies listed on stock exchanges of India.

M/s. R.S Bhatia have consented and confirmed their eligibility for appointment as Secretarial Auditor under the Act and the SEBI Listing Regulations. They have also confirmed that their appointment, if made, shall be in accordance with Section 204 of the Act and the rules made thereunder and Regulation 24A of the SEBI Listing Regulations.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No.5 of the accompanying Notice for appointment of Secretarial Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

In accordance with Section 149 and other applicable provisions of the Act and the relevant provisions of the Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sharad Talwar (DIN: 02728042) is proposed to be appointed as an Independent Director of the Company.

Mr. Sharad Talwar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as the Director of the Company. The Company has received a declaration from Mr. Sharad Talwar that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

A brief resume of Mr. Sharad Talwar having details forms part of **Annexure I** of this Notice. In the opinion of your Board, Mr. Sharad Talwar is eligible and fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Mr. Sharad Talwar is not debarred from holding the office of director pursuant to any SEBI order or any authority.

Considering his academic and professional background and vast experience, the Board is of the view that the appointment of Mr. Sharad Talwar on the Board of Directors as an Independent Director would be of immense benefit to the Company.

Accordingly, the Board recommends the appointment of Mr. Sharad Talwar as an Independent Director of the Company for a period of 5 (five) consecutive years effective from September 26, 2025 till September 25, 2030 by way of passing an Special Resolution.

Mr. Sharad Talwar is not related to any Director, Key Managerial Personnel of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the proposed special resolution set out at item No. 6 of the Notice.

By Order of the Board
S Chand And Company Limited

Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028
Date: August 08, 2025

Registered Office:
A-27, 2nd Floor, Mohan Co-operative Industrial Estate,
New Delhi-110044
Tel:+91 11 49731800
Fax:+91 11 49731801
Website: www.schandgroup.com
E-mail: investors@schandgroup.com

Annexure I to Notice

Details of Director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

| Particulars | Mr. Sharad Talwar (Non-Executive, Independent director) | Mr. Gaurav Kumar Jhunjhnuwala (Non-Executive, Non-Independent Director) |
|---|--|--|
| Date of Birth | 23/09/1963 | 20/02/1987 |
| Age | 61 Years | 38 years |
| Date of first appointment on the Board | Nil | 11/04/2011 |
| Qualifications | Engineering- IIT Kharagpur and MBA -IIM, Ahmedabad | Basic Education |
| Nature of expertise in specific functional areas | He has over 30+ years of experience strategic planning, building and growing businesses in large multinational organizations across Information Technology, Education, ITES/BPO and KPO sectors. | He has over 13 years of experience in the knowledge products and services industry and has been with the Company since 2011 |
| Disclosure of relationships between directors inter-se | N.A. | He is son of Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director |
| No. of shares held in the Company | Nil | 5,92,000 Equity Shares |
| Directorships in other Companies | Nil | Listed Companies – Nil Unlisted Companies – 1. Vikas Publishing House Private Limited 2. Indohind International Trade & Industries Private Limited 3. S Chand Properties Private Limited 4. Arch Papier-Mache Private Limited |
| Listed entities from which the person has resigned in the past three years | Nil | Nil |
| Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies) | Nil | Nil |
| Terms and Condition of appointment / re-appointment | Proposed to be appointed as an Independent Director for a period of 5 (five) consecutive years effective from September 26, 2025 till September 25, 2030. As an Independent Director he will entitled for sitting fees as may be determined by the Board from time to time and reimbursement of expenses for participation in the meeting of the Board or any committee thereof. | Non-Executive Director liable to retire by rotation |
| Remuneration to be paid | Nil | Nil |
| Remuneration last drawn | N.A. | Nil |
| Number of Board meeting attended during the year | N.A. | 4 out of 5 |

Annexure II to Notice

Instructions for Shareholders/Members to attend the meeting through InstaMeet:

- 1) Shareholders/Members are entitled to attend the meeting through video conferencing provided by MUFG Intime India Private Limited by following the below mentioned process. Facility for joining the meeting through video conferencing shall be open 15 (Fifteen) minutes before the time scheduled for the meeting and will be available to the Members on first come first serve basis.
- 2) Shareholders/Members are requested to participate on first come first serve basis as participation through video conferencing is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, and Auditors etc. will be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time. Participation will provided to at least 1000 members.
- 3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the meeting as under:

Open the internet browser and launch the URL for InstaMeet << <https://instameet.in.mpms.mufg.com>>> and click on 'Login'

- (i) Select the 'Company' and 'Event Date' and register with your following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated

their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

- c. Mobile No.: Enter your mobile number.
- d. Email ID: Enter your email id, as recorded with your DP/Company.

- (ii) Click "Go to Meeting" - (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notes:

- a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

Instructions for Shareholders/Members to register themselves as Speakers during Meeting:

- 1) Shareholders/ Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, email id, mobile number 3 days in advance at investors@schandgroup.com.
- 2) The first 10 (Ten) Speakers on first come basis will only be allowed to express their views / ask questions during the meeting.
- 3) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- 4) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- 5) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.

- 6) Shareholders/ Members, who would like to ask questions, shall send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@schandgroup.com. The same will be replied by the Company suitably.
- 7) Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

Note:

Those shareholders / members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Instructions for Shareholders/Members to Vote during the meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote,

click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through remote e-Voting prior to the meeting will be eligible to attend/ participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to enotices@in.mpm.com or contact on: - Tel: 022-49186000.

Instructions for Shareholders/Members to Vote through remote e-voting:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name i.e. MUFG Intime and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. MUFG Intime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> Existing user who have opted for EASI / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab or click at https://web.cdslindia.com/myeasitoken/home/login and then use your existing my EASI username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for EASI / Easiest, option to register is available at www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option or visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) & login through their depository participants | <ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. Linkintime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. |

Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode - evoting service Provider is MUFGINTIME

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in/>

- ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Shareholders holding shares in NSDL form, shall provide ‘D’ above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ▶ Click “confirm” (Your password is now generated).

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in/> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is MUFGINTIME, have forgotten the password:

- Website of MUFG Intime: <https://instavote.linkintime.co.in/>
- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is MUFGINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 49186000.

Information at a glance

| Sl. No. | Particulars | Details |
|---------|--|---|
| 1. | Time and date of Annual General Meeting | Thursday, 25th September, 2025 at 03:00 P.M. (IST) |
| 2. | Mode | Through Video Conferencing |
| 3. | Cut-off date for e-voting | September 18, 2025 |
| 4. | E-voting start time and date | Sunday, September 21, 2025, at 9:00 A.M. (IST) |
| 5. | E-voting end time and date | Wednesday, September 24, 2025, at 5:00 P.M. (IST) |
| 6. | Link for attending the Annual General Meeting through Video Conferencing | https://instameet.in.mpms.mufg.com |
| 7. | Link for remote e-voting | https://instavote.linkintime.co.in/ |
| 8. | Registrar and Share Transfer Agent | MUFG Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or email at delhi@in.mpms.mufg.com |
| 9. | Helpline number for VC participation | Email to instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186175. |