Rupinder Singh Bhatia

M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No. 1496/2021

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
Service Category:-Company Secretary in Practice

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

Dear Sir,

I, Rupinder Singh Bhatia, Practicing Company Secretary, appointed as a Scrutinizer by the Board of Directors of S Chand And Company Limited pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the 54th Annual General Meeting of the Company held on 25th September, 2025.

In this regard I am pleased to submit my Report, which is comprehensive and self- explanatory in all respects.

Rupinder Singh Bhatia
Digitally signed by Rupinder Singh Bhatia
Date: 2025.09.26 15:41:17 +05'30'

Rupinder Singh Bhatia
Company Secretary in Practice
CP No.- 2514
Date: 26/09/2025
Place: New Delhi
Peer Review No.:1496/2021
UDIN: F002599G001353773

Rupinder Singh Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No. 1496/2021

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
Service Category:-Company Secretary in Practice

FORM No. MGT-13
Report of Scrutinizer
[Pursuant to Section 109 of The Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014]

Name of the Company	S Chand And Company Limited
Meeting	54th Annual General Meeting
Day, Date & Time	Thursday, 25th September, 2025 at 03:00 P.M.
Deemed Venue	Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044
Mode	Video Conferencing ("VC")

1. Appointment as Scrutinizer

I, was appointed as the Scrutinizer for Scrutinizing the remote e-voting process which commenced on Sunday, September 21, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST) as well as the e-voting process during the 54th Annual General Meeting ("**AGM**") on the resolutions contained in the Notice of AGM dated August 8, 2025 ("**Notice**") of S Chand And Company Limited ("**the Company**") held on 25th September, 2025 at 03:00 P.M. through video conferencing. The AGM of the Company was convened through video conferencing as per the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circular") issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India.

As the Scrutinizer, I have scrutinized:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
(ii) process of e-voting at the AGM through electronic voting system ("e-voting").

My responsibility as a scrutinizer was to ensure that the remote e-voting process as well as the e-voting process during the AGM was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from the electronic voting system of MUFG Intime India Private Limited ("**MUFG Intime**") (earlier known as Link Intime India Private Limited) (agency for providing the remote e-voting facility and e-voting system during the AGM).

2. Dispatch of Notice of AGM

2.1 The Company informed that on the basis of the list of members and Beneficial Owners made available by MUFG Intime, the Registrar and Transfer Agent of the Company, the Company completed dispatch of Notice of AGM on Monday, September 1, 2025 electronically to shareholders whose email id is available with MUFG Intime or the Company and a letter containing the weblink of AGM notice and Annual Report to shareholders whose email IDs not registered through registered post.

2.2 Pursuant to MCA Circular as mentioned above issued by the Ministry of Corporate Affairs and as per the provisions of Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, newspaper advertisements with respect to dispatch of Notice of AGM were published in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on September 2, 2025 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and demat) who wants to register their e-mail ids with the Company, manner of voting through remote-voting or through e-voting system at the AGM etc.

As informed by the management, the Notice of the 54th AGM were published on the website of the Company at www.schandgroup.com and on the website of MUFG Intime at https://instavote.linkintime.co.in/. The same was also submitted to BSE Limited and National Stock Exchange of India Limited on September 1, 2025.

3 Cut-off Date

Voting rights of the members were reckoned as on Thursday, September 18, 2025, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

4 Process of Remote e-voting and e-voting during the AGM

4.1 The remote e-voting period commenced on Sunday, September 21, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST) through e-voting platform on the designated portal webpage provided by MUFG Intime.

4.2 The Company also provided e-voting facility to the members who attended through VC/OAVM during the AGM to enable those members to cast their votes, who had not cast their votes earlier through remote e-voting.

4.3 After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by MUFG Intime under my instructions.

4.4 The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with the Company/ RTA on test check basis.

Rupinder Singh Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No. 1496/2021

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
Service Category:-Company Secretary in Practice

4.5 The e-votes cast were unblocked on Thursday, September 25, 2025 after the conclusion of the AGM.

5 **Attendance during AGM**
As reported by MUFG Intime 114 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per the MCA Circular.

6 **Counting Process**
After completion of e-voting during the AGM, the data of remote e-voting and e-voting during the meeting was diligently scrutinized. Records were maintained containing the summary of results of remote e-voting and e-voting during AGM.

7 **Results**
7.1 Consolidated results with respect to each item as set out in the Notice of the AGM dated August 8, 2025 is enclosed as **Annexure 1**.

7.2 Based on the aforesaid results, I report that 6 Resolutions as set out in item Nos.1 to 6 of the Notice of the AGM dated August 8, 2025 have been passed with the requisite majority.

8 The electronic data related to remote e-voting and e-voting done during the AGM have been handed over to Mr. Jagdeep Singh, Company Secretary and Compliance Officer, for preserving safely.

Rupinder Singh Bhatia
Digitally signed by Rupinder Singh Bhatia
Date: 2025.09.26 15:41:56 +05'30'

Rupinder Singh Bhatia
Company Secretary in Practice
CP No.- 2514
Date: 26/09/2025
Place: New Delhi
Peer Review No.:1496/2021
UDIN: F002599G001353773

Rupinder Singh Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No. 1496/2021

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
Service Category:-Company Secretary in Practice

Annexure 1

Resolution No.:- 1 Ordinary Resolution

Adoption of the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of Directors and Auditors thereon

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	152	18,230,596	7	40,106	159	18,270,702	99.9923
Dissent	7	1,400	0	0	7	1,400	0.0077
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Resolution No.:- 2 Ordinary Resolution

Adoption of the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of Auditors thereon

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	152	18,230,596	7	40,106	159	18,270,702	99.9923
Dissent	7	1,400	0	0	7	1,400	0.0077
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Resolution No.:- 3 Ordinary Resolution

Considered and approved interim dividend paid as the final dividend for the financial year ended March 31, 2025.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	153	18,230,626	7	40,106	160	18,270,732	99.9925
Dissent	6	1,370	0	0	6	1,370	0.0075
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Resolution No.:-4 Ordinary Resolution

Appointment of a director in place of Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763), who retires by rotation, and being eligible, offers himself for re-appointment.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	150	18,229,720	7	40,106	157	18,269,826	99.9875
Dissent	9	2,276	0	0	9	2,276	0.0125
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Rupinder Singh Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No. 1496/2021

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
Service Category:-Company Secretary in Practice

Resolution No.:- 5 Ordinary Resolution
Appointment of Mr. R.S Bhatia, Practicing Company Secretary as Secretarial Auditor of the Company

	Remote e-Voting		**E-Voting at AGM**		**Total**		**Percentage**
	Number	**Votes**	**Number**	**Votes**	**Number**	**Votes**	
Assent	151	18,230,574	7	40,106	158	18,270,680	99.9922
Dissent	8	1,422	0	0	8	1,422	0.0078
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Resolution No.:- 6 Special Resolution
Appointment of Mr. Sharad Talwar (DIN: 02728042) as an Independent Director of the Company

	Remote e-Voting		**E-Voting at AGM**		**Total**		**Percentage**
	Number	**Votes**	**Number**	**Votes**	**Number**	**Votes**	
Assent	151	18,230,574	7	40,106	158	18,270,680	99.9922
Dissent	8	1,422	0	0	8	1,422	0.0078
Total	**159**	**18,231,996**	**7**	**40,106**	**166**	**18,272,102**	**100**

Rupinder Singh Bhatia

Digitally signed by Rupinder Singh Bhatia
Date: 2025.09.26 15:42:26 +05'30'

Rupinder Singh Bhatia
Scrutinizer
Company Secretary in Practice
CP No.: 2514
Place: New Delhi
Date: 26/09/2025
Peer Review No.:1496/2021
UDIN: F002599G001353773

JAGDEEP SINGH

Digitally signed by JAGDEEP SINGH
Date: 2025.09.26 17:30:03 +05'30'

Name: Jagdeep Singh
Designation: Company Secretary& Compliance Officer
M.No.: A15028
Duly Authorized by Chairman of the 54th AGM