

Date: May 25, 2021

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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**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021 as per Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir,

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2021. This will also be disseminated on the website of the Company, at www.schandgroup.com.

Request you to kindly take the same in your records.

Thanking You.

Yours sincerely,

For S Chand And Company Limited



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

Encl: As above

**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: 9811113545  
PAN. AAFPB5130M  
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**Secretarial Compliance Report of S CHAND AND COMPANY LIMITED**  
**CIN L22219DL1970PLC005400**  
**For the year ended 31.03.2021**

I, R.S. Bhatia, Practicing Company Secretary, have examined as under:

- (a) all the documents and records made available to us and explanation provided by **S CHAND AND COMPANY LIMITED** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2021 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not Applicable**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause	Deviations	Observations / Remarks of the Practicing Company Secretary
1	Regulation 30 and 33 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - The financial results duly signed in the manner as provided under clause (b) of sub-regulation (2) of Regulation 33 alongwith a Statement on Impact of Audit Qualifications shall be filled within 30 minutes with the Stock Exchanges.	The following deviations were pointed out by NSE; - Financial results not submitted with NSE within 30 minutes from end of board meeting. - Financial results not signed by authorized signatory/ies. - The Company has not submitted the Statement of Modified Opinion or in case of unmodified opinion(s), a declaration to that effect to the Stock Exchange.	The Company has received a letter from National Stock Exchange of India Limited (“NSE”) with respect to deficiency/non-submissions as mentioned in column “deviations” in the financial results for the financial year ended March 31, 2020.  The Company submitted the following response to NSE:  - The Board Meeting held on June 30, 2020 commenced at 5:00 P.M. and concluded at 8:00 P.M. The financial results were submitted within 30 minutes from the end of Board Meeting. However, due to some network issue the acknowledgement was confirmed at 8:33 P.M. - The Company had submitted the financial results ended March 31, 2020 were duly signed by

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			<p>Mr. Himanshu Gupta, Managing Director and Mr. Saurabh Mittal, Chief Financial Officer. The copy of the same was shared with NSE.</p> <p>- The Statement on Impact of audit qualifications as per the prescribed format of SEBI was submitted to NSE on August 07, 2020. Thereafter, no further communication was received from NSE.</p>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous	Observations made in the secretarial compliance report for the	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions

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	reports (31-03-2019)	year ended 31.3.2020		taken by the listed entity
1	22 equity shares were allotted to Ms. Jaladhiben B Shah in the Initial Public Offer of the Company on May 05, 2017. These share were to be credited in the demat account of the concerned investor	The demat account of the concerned investor appears to be inactive/closed. Thus, the 22 equity shares are still lying in the Share Escrow Account. The Company sends reminders to the concerned investor on fortnightly basis and the status of the same is also provided to SEBI on monthly basis. The status of the Share Escrow Account is also disclosed in the Reconciliation Share Capital Audit Report submitted on quarterly basis	The Company continued its efforts to locate the concerned investor. However, they could not locate the concerned investor. As directed by SEBI, the Company keeps on sending reminders to the concerned investor. The status of the same is disclosed by the Company to SEBI on monthly basis and in the Reconciliation Share Capital Audit Report submitted by the Company to stock exchanges on quarterly basis	Actions taken by the Company are satisfactory
2		As per Regulation 19(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three non-executive directors.	The Company re-constituted the Nomination and Remuneration Committee and appointed, Mr. Rajagopalan Chandrashekar, Non-executive, Independent Director as the member of the Committee with effect from April 11, 2019.	Action completed. No further comments required

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			Further, the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") imposed a fine of Rs. 74,000/- (plus applicable GST) each for this non-compliance. The Company had deposited the fine with the Stock Exchanges and applied for waiver of the said fine to Stock Exchanges. Accordingly, both the Stock Exchanges had waived the said fine.	
3		As per Regulation 31 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has to submit shareholding pattern within 21 days from the end of each quarter	The non-compliance was occurred due to some technical error. The Company rectified the non-compliance and submitted the shareholding pattern and also deposited fine of Rs. 8,000/- with National Stock Exchange of India Limited.	Action completed. No further comments required
4		Pursuant to The SEBI (Prohibition of Insider Trading Regulation), 2015,	The Company imposed penalty on the Insider who executed contra	Actions taken by the Company are satisfactory. Action

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		no Insider shall execute a contra trade (i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction) and will not trade in securities of the Company at the time of closure of trading window	trades and traded in securities of the Company during the closure of trading window.  The above said penalty was deposited by the Company with SEBI Investor Protection Education Fund.	completed. No further comments required
5		Regulation 34 and Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- The annual report should contain disclosures specified in Schedule V of these regulations	The Company has provided the required disclosure to shareholders along with the notice of NCLT convened meeting of shareholders for approval of the Composite Scheme of arrangement.	Action completed. No further comments required

Place: New Delhi  
Date: 24-05-2021

Rupinder Singh Bhatia  
Digitally signed by Rupinder Singh Bhatia  
Date: 2021.05.24 18:57:18 +05'30'

**R.S. Bhatia**  
**Practicing Company Secretary**  
**CP No.: 2514**  
**UDIN: F002599C000362695**

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

**R. S. Bhatia**  
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Annexure – A

The Board of Directors  
**S CHAND AND COMPANY LIMITED,**  
Regd. Off.: A-27, 2<sup>nd</sup> Floor,  
Mohan Co-operative Industrial Estate,  
New Delhi-110044

My report of even date is to be read along with this letter .

1. Maintenance of record is the responsibility of the management of the Company. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for our opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. My examination was limited to checking the execution and timelines of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. I have verified the correctness and coverage of the contents of such forms, returns and documents.

Place: New Delhi  
Date: 24-05-2021

Rupinder  
Singh Bhatia  
**R.S. Bhatia**  
Practicing Company Secretary  
CP No.: 2514  
UDIN: F002599C000362695

Digitally signed by  
Rupinder Singh Bhatia  
Date: 2021.05.24 18:58:20  
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