



S Chand And Company Limited

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

P: +91 11 4973 1800 | F: +91 11 4973 1801 | E: info@schandgroup.com | www.schandgroup.com

Date: August 14, 2020

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
---	--

Dear Sir,

Re: Outcome of Board Meeting in accordance with The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The Board of Directors at its meeting held on Friday, August 14, 2020 which commenced at 12:30 P.M. and concluded at 4:45 P.M., inter alia, transacted the following matters:

(i) Considered and approved the Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2020 and took note of the Limited Review Report on the Unaudited Standalone and Consolidated financial results for the quarter ended June 30, 2020. The same are enclosed herewith.

Copies of the abovementioned results are also being uploaded on the website of the Company at www.schandgroup.com.

Please note that the Limited Review Report issued by M/s S.R. Batliboi & Associates, LLP, Chartered Accountants, Statutory Auditors of the Company on the Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2020 is with modified opinion with respect to physical verification of inventories. The statement on impact of audit qualifications are enclosed herewith;

(ii) The Company has revised its Code for Prohibition of Insider Trading in line with The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020. The revised Code for Prohibition of Insider Trading is available on the website of the Company at www.schandgroup.com;

(iii) The Board of Directors have approved the notice of the 49th Annual General Meeting ("AGM") and decided to convene the AGM on Tuesday, September 29, 2020 at 11:30 A.M.

Request you to kindly take note of the above.

Thanking You.

Yours sincerely

For S Chand And Company Limited

Jagdeep Singh

Company Secretary

Membership No: A15028

Address: A-27, 2nd Floor,

Mohan Co-operative Industrial Estate,

New Delhi-110044

Encl: as above

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
S Chand And Company Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of S Chand And Company Limited (the "Company") for the quarter ended June 30, 2020 and year to date from April 01, 2020 to June 30, 2020 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Basis for qualified conclusion

As explained in the note 11 of the standalone financial results, due to travel restrictions and impracticability to travel on account of COVID-19 as at March 31, 2020 and due to significant business activities subsequent to year-end, the management could not perform physical count of inventory as at June 30, 2020 through to the date of approval of these financial statements. Accordingly, we were not able to observe the physical count of inventory, therefore, we were unable to verify the existence/condition of inventories of ₹ 93.15 million raw material, ₹ 533.77 million finished goods, ₹ 3.42 million traded goods to determine adjustments that may be required to be made in the value of inventory and consequential effect thereof to the financial statements as at June 30, 2020. Our audit report for March year end and quarter was also modified in respect of this matter.



5. Qualified Conclusion

Based on our review conducted as above, except for the effects of our observations in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matter

We draw attention to Note 10 to the standalone financial results for the quarter and year ended June 30, 2020, which describes i) the uncertainties and the impact of COVID 19 on carrying value of receivables, inventory, Right to Use assets and Investment in subsidiaries and ii) Company's ability to meet contractual obligations including debt repayments, as assessed by the management. The actual results may differ from such estimates depending on future developments. Our conclusion is not modified in respect of this matter

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004


per **Sanjay Bachchani**

Partner

Membership No.: 400419

UDIN: 20400419AAAADW7091



Gurugram

August 14, 2020

S CHAND AND COMPANY LIMITED
CORPORATE IDENTITY NUMBER: L22219DL1970PLC005400
STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2020
REGISTERED OFFICE AND CORPORATE OFFICE: A-27, 2nd FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI 110044
WEBSITE: WWW.SCHANDGROUP.COM

	Particulars	(₹ in millions)			
		Quarter ended			Year ended
		June 30, 2020	June 30, 2019	March 31, 2020	March 31, 2020
		Unaudited (Refer Note 2)	Unaudited (Refer Note 2)	Audited (Refer Note 3)	Audited
I	Revenue from contract with customers	197.94	193.98	1,179.60	1,510.61
II	Other income	71.99	46.56	45.79	156.32
III	Total income (I+II)	269.93	240.54	1,225.39	1,666.93
IV	Expenses				
	Cost of published goods/materials consumed	34.69	49.05	309.21	534.40
	Purchases of traded goods	1.92	3.91	8.27	26.95
	Decrease in inventories of finished goods and work in progress	22.39	26.36	107.17	113.56
	Publication expenses	22.09	18.87	138.60	191.36
	Selling and distribution expenses	11.64	29.89	60.99	186.48
	Employee benefits expenses	76.40	115.92	112.16	447.30
	Finance cost	38.55	40.99	39.23	154.42
	Depreciation and amortization expense	21.49	16.62	36.46	90.94
	Other expenses	82.52	81.08	26.74	275.53
	Total expenses (IV)	311.69	382.69	838.83	2,020.94
V	Profit/(Loss) before exceptional items and tax (III-IV)	(41.76)	(142.15)	386.56	(354.01)
VI	Exceptional items (refer note 9)	-	-	102.62	102.62
VII	Profit/(Loss) before tax (V-VI)	(41.76)	(142.15)	283.94	(456.63)
VIII	Tax expenses:				
	1) Current tax	-	-	(0.73)	-
	2) Deferred tax	-	(5.05)	119.67	(59.35)
IX	Profit/(Loss) for the period/year from continuing operations (VII-VIII)	(41.76)	(137.10)	165.00	(397.28)
X	Profit/(Loss) from discontinued operations	-	-	-	-
XI	Tax expense of discontinued operations	-	-	-	-
XII	Profit/(Loss) from discontinued operations (after tax) (X-XI)	-	-	-	-
XIII	Profit/(Loss) for the period/year (after tax) (IX+XII)	(41.76)	(137.10)	165.00	(397.28)
XIV	Other comprehensive income				
	A. (i) Items that will not be reclassified to profit or loss				
	Re-measurement gains/(losses) on defined benefit plans	3.28	(7.85)	(4.80)	(5.75)
	(ii) Income tax related to items that will not be reclassified to profit or loss	-	2.29	1.40	1.67
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-
	(ii) Income tax related to items that will be reclassified to profit or loss	-	-	-	-
XV	Total comprehensive income for the period/year (XIII+XIV) (Profit/(Loss) and other comprehensive income for the period/year)	(38.48)	(142.66)	161.60	(401.36)
XVI	Paid-up equity share capital (face value of ₹ 5 each)	174.88	174.88	174.88	174.88
XVII	Reserves (excluding revaluation reserves) of previous accounting year	N.A	N.A	N.A	7,652.61
XVIII	Profit/(Loss) per equity share (in ₹) (for continuing operations)				
	1) Basic	(1.19)	(3.92)	4.72	(11.36)
	2) Diluted	(1.19)	(3.92)	4.71	(11.36)
XIX	Profit/(Loss) per equity share (in ₹) (for discontinued operations)				
	1) Basic	-	-	-	-
	2) Diluted	-	-	-	-
XX	Profit/(Loss) per equity share (in ₹) (for discontinued and continuing operations)				
	1) Basic	(1.19)	(3.92)	4.72	(11.36)
	2) Diluted	(1.19)	(3.92)	4.71	(11.36)

See accompanying notes to financial results.

S.R. Bafna & Associates LLP, Gurugram
for Identification



S CHAND AND COMPANY LIMITED
CORPORATE IDENTITY NUMBER: LZ2219DL1970PLC005400
REGISTERED OFFICE AND CORPORATE OFFICE: A-27, 2nd FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI 110044
WEBSITE: WWW.SCHANDGROUP.COM

Notes to standalone financial results:

1. The standalone financial results for the quarter ended June 30, 2020 were reviewed by the Audit Committee at its meeting held on August 13, 2020. The said meeting was adjourned and concluded on August 14, 2020. Further, the standalone financial results for the quarter ended June 30, 2020 have been approved and taken on record by the Board of Directors at its meeting held on August 14, 2020.
2. A limited review of the standalone financial results for the quarter ended June 30, 2020 & June 30, 2019 have been carried out by our statutory auditors.
3. The figures of the standalone financial results of the last quarter are the balancing figures between audited figures in respect of the full financial year upto March 31, 2020 and the unaudited published year to date figures upto December 31, 2019, being the date of the end of the third quarter of the financial year which were subject to a limited review.
4. The financial results of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended.
5. Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance, there are no reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segment Reporting", notified under the Companies (Indian Accounting Standard) Rules, 2015.
6. The Company has filed Draft Composite Scheme of Arrangement on January 9, 2018, amongst Blackie & Son (Calcutta) Private Limited ("Blackie"), Nirja Publishers & Printers Private Limited ("Nirja"), DS Digital Private Limited ("DS Digital"), Safari Digital Education Initiatives Private Limited ("Safari Digital") and S Chand And Company Limited ("S Chand") and their respective shareholders and creditors (Composite Scheme) with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"). The Scheme inter alia includes amalgamation of Blackie & Nirja with and into S Chand, demerger of the education business of DS Digital & Safari with and into S Chand and amalgamation of residual business (after demerger) of DS Digital with and into Safari. The Company had filed the Scheme with NCLT. NCLT vide its order dated February 10, 2020 had directed to convene meetings of shareholders, secured & unsecured creditors of S Chand and meeting of secured & unsecured creditors of Nirja and DS Digital ("the meetings") for approval of the Scheme. However, due to Covid19 pandemic and nationwide lockdown the meetings were deferred. NCLT vide its order dated May 29, 2020 has directed to convene these meetings through video conferencing in the month of July 2020. These meetings were convened through video conferencing on July 17 and 18, 2020. Respective creditors and shareholders have approved the Composite Scheme and thereafter Company has filed a second motion application with NCLT for approval of the Composite Scheme and application is pending with NCLT for final hearing.
7. The Company's financial results have, historically, been subject to seasonal trends between the last quarter and whole financial year. Traditionally, the academic session beginning from April contributes to higher revenue in the last quarter of the financial year. The Company sees a higher volume of book sales during the months of January, February and March because academic sessions start from the month of April. Ongoing revenue also demonstrate signs of seasonality, with revenue generally lower during other quarters, which are not close to the beginning of academic session. These trends are likely to continue in the future.
8. During the quarter ended June 30, 2020 and year ended March 31, 2020, the following options were exercised, lapsed/forfeited and remained outstanding under the employee stock option plan 2012 (ESOP 2012)

	Quarter ended June 30, 2020	Year ended March 31, 2020
Exercised	-	-
Lapsed/Forfeited	-	29,093
Outstanding	55,687	55,687

9. During the year ended March 31, 2020:
 - a) Due to COVID 19, the Company has performed a detailed assessment of its existing inventory and as a result, the Company has assessed the realisable value of titles and recorded additional provision of ₹ 32.61 Mn as exceptional cost.
 - b) Diminution in the carrying value of investment in respect of Safari Digital Education Initiatives Pvt. Ltd. amounting to ₹ 70 million (represented by Investment in Equity Shares) has been made to recognise a decline in the value of its investments in resultant business, other than temporary in the value of the investment. Refer note 6 above.
10. In view of COVID-19 pandemic, the Company, while developing the assumptions relating to possible uncertainties in the business conditions because of the pandemic, as on the date of approval of these financials results have used variable information as available and considered the possible effects that may result from COVID-19 on the carrying amount of its assets i.e. assessing counterparty credit risk in case of financial assets (comprising cash and cash equivalents, bank deposits and investments in mutual funds) and subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and advances to vendors. The Company expects to recover the carrying amount of the assets and investment. The Company while assessing Right to Use Asset and Investment in Subsidiaries, has considered past trend, future business projections, performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of other assets will be recovered and does not foresee either significant down-sizing in the operations or any changes in lease terms. As at the balance sheet date, the Company has evaluated the impact of COVID 19 on its financial results, which may differ from the estimates as at the date of approval of these financial results.

The management, based on its current and future business plans, after considering COVID 19 impact, has assessed that the Company's ability to meet its contractual obligations and liabilities that fall due in near future including repayment of the debts taken from banks / financial institutions and their related covenants, is dependent upon timely realization of debtors collections and subsequent sale of inventory. The management has assessed that to ensure continuity of operations, the Company will be able to realize the collections on timely basis despite COVID 19 challenges and would be able to arrange sufficient working capital facilities from banks/ financial institutions, if required. During the quarter, the Company has availed moratorium for payment of dues in the months of April and May 2020 to manage cash flows, which has been paid in June 2020

S.R. Battiboi & Associates LLP, Gurugram
 for Identification



11. The Company as part of its policy performs physical verification of inventory bi-annually in September and March every year. Accordingly, the management, had carried out physical verification of inventory as at September 30, 2019, however, as at March 31, 2020, due to travel restrictions on account of COVID-19 and due to significant business activities subsequent to year-end in the post-lock down period, the management could not perform physical count of inventory as at March 31, 2020. Further, considering the continued business activities, the management could not perform the physical verification of inventory as at June 30, 2020 through to the date of approval of these financial results. The management has, therefore, relied upon the inventory count reflected in its books of accounts, which is the balancing figure for the opening, purchases and the inventory consumed / sold during the period. Management intends to complete the physical verification process in the subsequent quarter and doesn't expect any significant impact which could arise on completion of this process.
12. During the three months period ended June 30, 2020, the Company has recognised, ₹ 30 million in "Other Income" towards settlement with erstwhile shareholders of one of the subsidiary, in relation to breach of the certain clauses / obligations as provided in share purchase agreement executed earlier.
13. The Government of India announced the New Education Policy (NEP) 2020 on 31st July 2020, to bring in various changes in the Education system. The National Curriculum Framework (NCF) that defines the curriculum to be taught in schools is yet to be formulated based on NEP, which is expected to be developed over the period. The management is monitoring the implementation of the policy and the revised curriculum and detailed assessment shall be made, once curriculum gets formulated.
14. The Company has applied practical expedient in Indian Accounting Standard (Ind AS 116) notified vide Companies (Indian Accounting Standards) Amendment Rules, 2020 by Ministry on July 24, 2020 to all rent concessions received as a direct consequence of COVID-19 pandemic. Accordingly, the Company recognized an amount of ₹ 2.60 million as other income. The Company has further received rent waivers for other premises taken on lease and it has resulted in cost saving of ₹ 0.4 million for the quarter.
15. The Quarterly and Year End Financial Results are available on the company's website www.schandgroup.com and on the website of BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com).
16. Figures for the previous quarter's/year's have been regrouped /reclassified, wherever necessary, to correspond with the current quarter's/year's classifications / disclosures.


Place: New Delhi
Date: August 14, 2020

S.R. Bhatnagar & Associates LLP, Gurugram

for Identification

For and on behalf of the Board of Directors of
S Chand And Company Limited




Hjmanshu Gupta
(DIN: 00054015)
(Managing Director)

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

Statement on Impact of Audit Qualifications for the Quarter ended June 30, 2020 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Rs. In Mn	
			Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	269.93	269.93
	2.	Total Expenditure	311.69	311.69
	3.	Net Profit/(Loss)	(41.76)	(41.76)
	4.	Earnings Per Share	(1.19)	(1.19)
	5.	Total Assets	9,663.01	9,663.01
	6.	Total Liabilities	1874.00	1,874.00
	7.	Net Worth	7,789.01	7,789.01
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II. Audit Qualification (each audit qualification separately):				
a. Details of Audit Qualification:				
As explained in the Note 12 of the Standalone financial results, due to travel restrictions and impracticability to travel on account of COVID-19 as at March 31, 2020 and due to significant business activities subsequent to year end, the management could not perform physical count of inventory as at June 30, 2020 through to the date of approval of these Financial Statements. Accordingly, we were not able to observe the physical count of inventory, therefore, we were unable to verify the existence/condition of inventories of Rs. 93.15 Mn raw material, Rs. 533.77 million finished goods, Rs. 3.42 million traded goods to determine adjustments that may be required to be made in the value of inventory and consequential effect thereof to the financial statements as at 30 th June 2020. Our audit report for March year end and quarter was also qualified in respect of this matter				
b. Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion				
Qualified Opinion				
c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing				
Repetitive				



**d. For Audit Qualification(s) where the impact is quantified by the auditor,
Management's Views:**

The Company as part of its policy performs physical verification of inventory bi-annually in September and March every year. Accordingly, the management, had carried out physical verification of inventory for the period ended 30 September 2019, The management has, therefore, relied upon the inventory count reflected in its books of accounts, which is the balancing figure for the opening, purchases and the inventory consumed / sold during the financial year.

The management intends to complete the physical verification process in the subsequent quarter and doesn't expect any significant impact which could arise on completion of this process

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

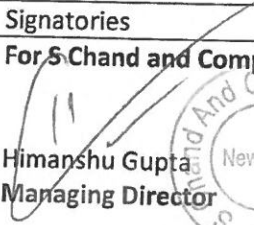
Not Applicable

(iii) Auditors' Comments on (i) or (ii) above:

Not Applicable

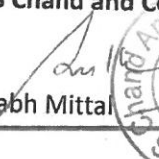
III. Signatories

For S.Chand and Company Limited


Himanshu Gupta
Managing Director

Place : New Delhi
Date : August 14,2020

For S Chand and Company Limited


Saurabh Mittal
CFO

Place : New Delhi
Date : August 14,2020

For S Chand and Company Limited


Archana Kapoor
Audit Committee Chairperson

Place : New Delhi
Date : August 14,2020



For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004
[Signature]
Sanjay Bachchani
Partner
Membership No. 400419
Place : Gurugram
Date : August 14, 2020

Annex 4



Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
S Chand And Company Limited**

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of S Chand And Company Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2020 and year to date from April 01, 2020 to June 30, 2020 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 (the "Circular") issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable

4. Basis for qualified conclusion

As explained in the note 12 of the consolidated financial results, due to travel restrictions and impracticability to travel on account of COVID-19 as at March 31, 2020 and due to significant business activities subsequent to year-end, the management could not perform physical count of inventory as at June 30, 2020 through to the date of approval of these financial statements. Accordingly, we were not able to observe the physical count of inventory, therefore, we were unable to verify the existence/condition of inventories of Rs. 296.60 million raw material, Rs. 1494.47 million finished goods, Rs. 117.74 million traded goods to determine adjustments that may be required to be made in the value of inventory and consequential effect thereof to the financial statements as at June 30, 2020. Our audit report for March year end and quarter was also modified in respect of this matter.



5. The Statement includes the results of the following entities:

- a) S Chand And Company Limited (Parent)
- b) Nirja Publisher & Printers Private Limited (subsidiary)
- c) Eurasia Publishing House Private Limited (subsidiary)
- d) Blackie & Son (Calcutta) Private Limited (subsidiary)
- e) Vikas Publishing House Private Limited (subsidiary)
- f) Safari Digital Education Initiative Private Limited (subsidiary)
- g) BPI (India) Private Limited (subsidiary)
- h) S Chand Edutech Private Limited (subsidiary)
- i) D S Digital Private Limited (subsidiary)
- j) New Saraswati House (India) Private Limited (subsidiary)
- k) Chhaya Prakashani Private Limited (subsidiary)
- l) Indian Progressive Publishing Co. Private Limited (subsidiary)
- m) Edutor Technologies India Private Limited (associate)
- n) Smartivity Labs Private Limited (associate)

6. Qualified Conclusion

Based on our review conducted and procedures performed as stated in paragraph 4 above and based on the consideration of the review of other auditors referred to in paragraph 8 and 9 below, except for the effects of our observations in para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matter

We draw attention to Note 11 to the consolidated financial results for the quarter and period ended June 30, 2020, which describes i) the uncertainties and the impact of COVID 19 on carrying value of receivables, inventory, Right to Use assets and Goodwill and ii) Company's ability to meet contractual obligations including debt repayments, as assessed by the management. The actual results may differ from such estimates depending on future developments. Our conclusion is not modified in respect of this matter.

8. The accompanying Statement includes the interim reviewed financial statements financial results of 8 subsidiaries, whose unaudited interim financial results, include total revenues of Rs 124.53 million, total net loss after tax of Rs. 62.07 million, total comprehensive loss of Rs. 61.86 million, for the quarter ended June 30, 2020 and the period ended on that date respectively, as considered in the Statement which have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries, and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

9. The accompanying Statement includes unaudited interim financial results in respect of 2 associates, whose interim financial results includes the Group's share of net loss of Rs. 2.95 million and Group's share of total comprehensive loss of Rs. 2.95 million for the quarter ended June 30, 2020 and for the period ended on that date respectively, as considered in the Statement whose interim financial results and other financial information have not been reviewed by their auditors.

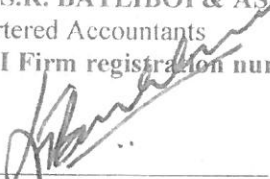
These unaudited interim financial results and other unaudited financial information have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these associates, is based solely on such unaudited interim financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 8 and 9 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results certified by the Management.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per **Sanjay Bachchani**

Partner

Membership No.: 400419

UDIN: 20400419AAAADV7821

Gurugram

August 14, 2020



S CHAND AND COMPANY LIMITED
CORPORATE IDENTITY NUMBER: L22219DL1970PLC005400
STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2020
REGISTERED & CORPORATE OFFICE: A-27, 2nd FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI 110044
WEBSITE: WWW.SCHANDGROUP.COM

Particulars	(₹ in millions)			
	Quarter ended			Year ended
	June 30, 2020	June 30, 2019	March 31, 2020	March 31, 2020
	Unaudited (Refer Note 2)	Unaudited (Refer Note 2)	Audited (Refer Note 3)	Audited
I Revenue from contract with customers	714.40	613.09	3,318.42	4,293.71
II Other income	68.18	23.50	54.33	94.38
III Total income (I+II)	782.58	636.59	3,372.75	4,388.09
IV Expenses				
Cost of published goods/materials consumed	150.97	198.32	749.25	1,460.31
Purchases of traded goods	3.13	12.97	10.31	88.53
Decrease/(Increase) in inventories of finished goods and work in progress	67.04	60.61	222.67	49.42
Publication expenses	44.40	57.22	238.62	431.68
Selling and distribution expenses	47.20	105.06	202.64	592.29
Employee benefits expenses	219.15	314.42	312.01	1,259.65
Finance cost	83.36	83.67	90.00	347.93
Depreciation and amortization expense	95.78	88.14	136.60	407.69
Other expenses	163.19	163.52	36.37	631.72
Total expenses (IV)	874.22	1,083.93	1,998.47	5,269.22
V Profit/(Loss) before share of loss in associates, exceptional items and tax (III-IV)	(91.64)	(447.34)	1,374.28	(881.13)
VI Share of loss in associates	(2.95)	(4.21)	16.10	(4.03)
VII Profit/(Loss) before exceptional items and tax (V+VI)	(94.59)	(451.55)	1,390.38	(885.16)
VIII Exceptional items (refer note 9)	-	-	(101.67)	(101.67)
IX Profit/(Loss) before tax (VII+VIII)	(94.59)	(451.55)	1,288.71	(986.83)
X Tax expenses:				
1) Current tax	7.30	3.91	50.97	74.25
2) Deferred tax	2.77	(77.38)	622.94	53.60
XI Profit/(Loss) for the period/ year from continuing operations (IX-X)	(104.66)	(378.08)	614.80	(1,114.68)
XII Profit/(Loss) from discontinued operations	-	-	-	-
XIII Tax expense of discontinued operations	-	-	-	-
XIV Profit/(Loss) from discontinued operations (after tax) (XII-XIII)	-	-	-	-
XV Profit/(Loss) for the period/ year (after tax) (XI+XIV)	(104.66)	(378.08)	614.80	(1,114.68)
XVI Other comprehensive income				
A. (i) Items that will not be reclassified to profit or loss				
Re-measurement gains/(losses) on defined benefit plans	5.57	(11.15)	(8.85)	(7.70)
(ii) Income tax related to items that will not be reclassified to profit or loss	(0.01)	3.67	1.99	1.69
B. (i) Items that will be reclassified to profit or loss	-	-	-	-
(ii) Income tax related to items that will be reclassified to profit or loss	-	-	-	-
XVII Total comprehensive income for the period/ year (XV+XVI) (comprising profit/(loss) and other comprehensive income for the period/ year)	(99.10)	(385.56)	607.94	(1,120.69)
XVIII Profit/(Loss) for the period/ year				
Attributable to:				
- Equity holders of the parent	(96.90)	(381.31)	600.08	(1,120.09)
- Non-controlling interests	(2.20)	(4.25)	7.86	(0.60)
XIX Paid-up equity share capital (face value of ₹ 5 each)	174.88	174.88	174.88	174.88
XX Reserves (excluding revaluation reserves)	NA	NA	NA	8,009.64
XXI Profit/(Loss) per equity share (in ₹) (for continuing operations)				
1) Basic	(2.99)	(10.81)	17.58	(31.87)
2) Diluted	(2.99)	(10.81)	17.55	(31.87)
XXII Profit/(Loss) per equity share (in ₹) (for discontinued operations)				
1) Basic	-	-	-	-
2) Diluted	-	-	-	-
XXIII Profit/(Loss) per equity share (in ₹) (for discontinued and continuing operations)				
1) Basic	(2.99)	(10.81)	17.58	(31.87)
2) Diluted	(2.99)	(10.81)	17.55	(31.87)

See accompanying notes to financial results.

S.R. Bhatnagar & Associates LLP, Gurugram

for identification



S CHAND AND COMPANY LIMITED
CORPORATE IDENTITY NUMBER: L22219DL1970PLC005400
REGISTERED & CORPORATE OFFICE: A-27, 2nd FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI 110044
WEBSITE: WWW.SCHANDGROUP.COM

Notes to consolidated financial results:

- The consolidated financial results for the quarter ended June 30, 2020 were reviewed by the Audit Committee in its meeting held on August 13, 2020. The said meeting was adjourned and concluded on August 14, 2020. Further, the consolidated financial results for the quarter ended June 30, 2020 have been approved and taken on record by the Board of Directors at its meeting held on August 14, 2020.
- A limited review of the consolidated financials results for the quarter ended June 30, 2020 and June 30, 2019 have been carried out by our statutory auditors.
- The figures of the consolidated financial results of the last quarter are the balancing figures between audited figures in respect of the full financial year upto March 31, 2020 and the unaudited published year to date figures upto December 31, 2019 being the date of the end of the third quarter of the financial year which were subject to a limited review.
- The financial results of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended.
- Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance, there are no reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segment Reporting", notified under the Companies (Indian Accounting Standard) Rules, 2015.
- The Group has filed Draft Composite Scheme of Arrangement on January 9, 2018, amongst Blackie & Son (Calcutta) Private Limited ("Blackie"), Nirja Publishers & Printers Private Limited ("Nirja"), DS Digital Private Limited ("DS Digital"), Safari Digital Education Initiatives Private Limited ("Safari Digital") and S Chand And Company Limited ("S Chand") and their respective shareholders and creditors (Composite Scheme) with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CPD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"). The Scheme inter alia includes amalgamation of Blackie & Nirja with and into S Chand, demerger of the education business of DS Digital & Safari with and into S Chand and amalgamation of residual business (after demerger) of DS Digital with and into Safari. The Company had filed the Scheme with NCLT. NCLT vide its order dated February 10, 2020 had directed to convene meetings of shareholders, secured & unsecured creditors of S Chand and meeting of secured & unsecured creditors of Nirja and DS Digital ("the meetings") for approval of the Scheme. However, due to Covid19 pandemic and nationwide lockdown the meetings were deferred. NCLT vide its order dated May 29, 2020 has directed to convene these meetings through video conferencing in the month of July 2020. These meetings were convened through video conferencing on July 17 and 18, 2020. Respective creditors and shareholders have approved the Composite Scheme and thereafter Company has filed a second motion application with NCLT for approval of the Composite Scheme and application is pending with NCLT for final hearing.
- The Board of Directors of Chhaya Prakashani Private Limited ("Chhaya"), in its meeting held on November 07, 2019 approved the scheme of amalgamation with Eurasia Publishing House Private Limited ("Eurasia"), both wholly owned subsidiaries of S Chand And Company Limited. However, due to Covid19 pandemic and nationwide lockdown Chhaya could not file the application with National Company Law Tribunal of Kolkata for approval. The Board of Directors of Chhaya has again approved this scheme of amalgamation with appointed date as April 1, 2020 in its meeting held on June 25, 2020. Chhaya shall file the application with National Company Law Tribunal of Kolkata under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions and rules thereunder, for amalgamation of Eurasia with Chhaya.
- The Group's financial results have, historically, been subject to seasonal trends between the last quarter and whole financial year. Traditionally, the academic session beginning from April contributes to higher revenue in the last quarter of the financial year. The Group sees a higher volume of book sales during the months of January, February and March because academic sessions start from the month of April. Ongoing revenue also demonstrate signs of seasonality, with revenue generally lower during other quarters, which are not close to the beginning of academic session. These trends are likely to continue in the future.
- During the quarter and year ended June 30, 2020 and March 31, 2020, the following options were exercised, lapsed/forfeited and remained outstanding under the employee stock option plan 2012 (ESOP 2012)

	Quarter ended June 30, 2020	Year ended March 31, 2020
Exercised	-	-
Lapsed/Forfeited	-	-
Outstanding	55,687	29,093
		55,687

The Holding Company formulated and approved a new employee stock option plan 2018 (ESOP 2018) with 1,75,000 equity shares of ₹ 5 per equity share in board meeting dated August 8, 2018. The Holding Company has not granted any equity share till June 30, 2020 under the said ESOP scheme.

- Exceptional Item in the comparative period in the consolidated Financial results include the following:

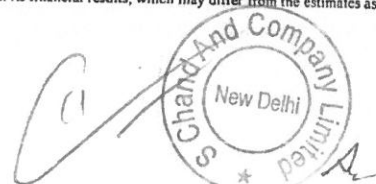
Particulars	Quarter ended June	Quarter	Year ended March
	30, 2020	ended March 31, 2020	31, 2020
Provision for slow moving titles*	-	87.15	87.15
Provision for impairment on investment**	-	14.51	14.51
Total	-	101.66	101.66

*During the quarter and year-ended March 31, 2020, due to COVID 19, the Group has performed a detailed assessment of its existing inventory and as a result, the Group has assessed the realisable value of titles and recorded additional provision of ₹ 87.15 Mn as exceptional cost.

**During the quarter and year-ended March 31, 2020, Safari Digital Education Initiatives Pvt. Ltd, a subsidiary of the Group has booked provision for impairment in investments of ₹ 14.51 Mn. and has shown it under exceptional item against gross investment of ₹ 39.8 million.

- The Government of India announced the New Education Policy (NEP) 2020 on 31st July 2020, to bring in various changes in the Education system. The National Curriculum Framework (NCF) that defines the curriculum to be taught in schools is yet to be formulated based on NEP, which is expected to be developed over the period. The management is monitoring the implementation of the policy and the revised curriculum and detailed assessment shall be made, once curriculum gets formulated.
- In view of COVID-19 pandemic, the Group, while developing the assumptions relating to possible uncertainties in the business conditions because of the pandemic, as on the date of approval of these financials results have used variable information as available and considered the possible effects that may result from COVID-19 on the carrying amount of its assets i.e. assessing counterparty credit risk in case of financial assets (comprising cash and cash equivalents, bank deposits and investments in mutual funds) and subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and advances to vendors. The Group expects to recover the carrying amount of the assets and investment. The Group while assessing Right to Use Asset and Goodwill, has considered past trend, future business projections, performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of other assets will be recovered and does not foresee either significant down-sizing in the operations or any changes in lease terms. As at the balance sheet date, the Group has evaluated the impact of COVID 19 on its financial results, which may differ from the estimates as at the date of approval of these financial results.

S.R. Bhatnagar & Associates LLP, Gurugram
for Identification



S CHAND AND COMPANY LIMITED
CORPORATE IDENTITY NUMBER: L22219DL1970PLC005400
REGISTERED & CORPORATE OFFICE: A-27, 2nd FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI 110044
WEBSITE: WWW.SCHANDGROUP.COM

Notes to consolidated financial results:

The management, based on its current and future business plans, after considering COVID 19 impact, has assessed that the Group's ability to meet its contractual obligations and liabilities that fall due in near future including repayment of the debts taken from banks / financial institutions and their related covenants, is dependent upon timely realization of debtors collections and subsequent sale of inventory. The management has assessed that to ensure continuity of operations, the Group will be able to realize the collections on timely basis despite COVID 19 challenges and would be able to arrange sufficient working capital facilities from banks/ financial institutions, if required. During the quarter, the group has availed moratorium for payment of dues during the month of April 2020 to May 2020 to manage cash flows, which has been paid in June 2020.

12. The Group as part of its policy performs physical verification of inventory bi-annually in September and March every year. Accordingly, the management, had carried out physical verification of inventory as at September 30, 2019, however, as at March 31, 2020, due to travel restrictions on account of COVID-19 and due to significant business activities subsequent to year-end in the post-lock down period, the management could not perform physical count of inventory as at March 31, 2020. Further, considering the continued business activities, the management could not perform the physical verification of inventory as at June 30, 2020 through to the date of approval of these financial results. The management has, therefore, relied upon the inventory count reflected in its books of accounts, which is the balancing figure for the opening, purchases and the inventory consumed / sold during the period. Management intends to complete the physical verification process in the subsequent quarter and doesn't expect any significant impact which could arise on completion of this process.
13. The Group has applied practical expedient in Indian Accounting Standard (Ind AS 116) notified vide Companies (Indian Accounting Standards) Amendment Rules, 2020 by Ministry on July 24, 2020 to all rent concessions received as a direct consequence of COVID-19 pandemic. Accordingly, the Group recognized an amount of ₹7.55 Mn as other income.
14. During the quarter ended June 30, 2020, a gain of ₹ 7.85 million has been recorded in other income, arising out of deemed disposal on account of reduction in proportionate interest of the Group in one of its Associates.
15. During the three months period ended June 30, 2020, the Group has recognised, ₹ 30 million in "Other Income" towards settlement with erstwhile promoters of one of the subsidiary, in relation to breach of the certain clauses / obligations as provided in share purchase agreement executed earlier.
16. The Financial Results for the quarter ended June 30, 2020 are available on the Group's website www.schandgroup.com and on the website of BSE Ltd. (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com).
17. Figures for the previous quarters/year's have been regrouped /reclassified, wherever necessary, to correspond with the current quarter's classifications/disclosures.

Place: New Delhi
Date: August 14, 2020

S.R. Batliboi & Associates LLP, Gurugram
[Signature]
for Identification


For and on behalf of the Board of Directors of
S Chand and Company Limited



ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Quarter ended June 30, 2020 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	782.58	782.58
	2.	Total Expenditure	874.22	874.22
	3.	Net Profit/(Loss)	(104.66)	(104.66)
	4.	Earnings Per Share	(2.99)	(2.99)
	5.	Total Assets	12328.18	12328.18
	6.	Total Liabilities	4211.85	4211.85
	7.	Net Worth	8116.33	8116.33
	8.	Any other financial item(s) (as felt appropriate by the management)		-
II.	Audit Qualification (each audit qualification separately):			
	a. Details of Audit Qualification:			
	As explained in the Note 12 of the Consolidated financial results, due to travel restrictions and impracticability to travel on account of COVID-19 as at March 31, 2020 and due to significant business activities subsequent to year end, the management could not perform physical count of inventory as at June 30, 2020 through to the date of approval of these Financial Statements. Accordingly, we were not able to observe the physical count of inventory, therefore, we were unable to verify the existence/condition of inventories of Rs. 296.60 Mn raw material, Rs. 1494.97 million finished goods, Rs. 117.74 million traded goods to determine adjustments that may be required to be made in the value of inventory and consequential effect thereof to the financial statements as at 30th June 2020. Our audit report for March year end and quarter was also qualified in respect of this matter			
	b. Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			
	Qualified Opinion			
	c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing			
	Repetitive			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:			

(Signature)

 S Chand and Company Limited
 New Delhi



The Group as part of its policy performs physical verification of inventory bi-annually in September and March every year. Accordingly, the management, had carried out physical verification of inventory for the period ended 30 September 2019, The management has, therefore, relied upon the inventory count reflected in its books of accounts, which is the balancing figure for the opening, purchases and the inventory consumed / sold during the financial year.

The management intends to complete the physical verification process in the subsequent quarter and does not expect any significant impact which could arise on completion of this process

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

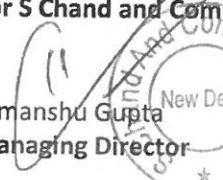
Not Applicable

(iii) Auditors' Comments on (i) or (ii) above:

Not Applicable


III. Signatories

For S Chand and Company Limited


Himanshu Gupta
Managing Director

Place : New Delhi
Date : August 14,2020

For S Chand and Company Limited


Saurabh Mittal
CFO

Place : New Delhi
Date : August 14,2020

For S Chand and Company Limited


Archana Capoor
Audit Committee Chairperson

Place : New Delhi
Date : August 14,2020



<p>For S.R. Batliboi & Associates LLP Chartered Accountants ICAI Firm Registration No. 101049W / E300004</p> <p><i>Sanjay Bachchani</i> Sanjay Bachchani Partner Membership No. 400419</p> <p>Place : Gurugram Date : August 14, 2020</p>



Amer 1