



S Chand And Company Limited

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

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Date: June 28, 2022

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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Dear Sir,

Re: Intimation under Regulation 30 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is in reference to the disclosure under Regulation 30 of Listing Regulations submitted by the Company on May 24, 2022 relating to acquisition of the "Test Coach" application of S. Chand Edutech Private Limited (a non-material wholly owned subsidiary of the Company), at the fair value as determined by Category- I Registered Merchant Bankers on slump sale basis by the Company.

The complete details of said transaction as per schedule III of Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 is mentioned in **Annexure 1**.

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

Details of acquisition

1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Revenue during financial year 2021-22		Net worth as on March 31, 2022		
		Amount of Revenue	% of total consolidated revenue of the Company and its subsidiaries	Amount of net worth	% of total consolidated net worth of the Company and its subsidiaries	
		Test Coach Application	Rs. 5.61 Million	0.11%	Rs. 26.39 Million	0.31%
2.	Date on which the agreement for sale has been entered into	June 28, 2022				
3.	The expected date of completion of sale / disposal	June 30, 2022				
4.	Consideration received from such sale / disposal	Rs. 5,02,00,000/- (Rupees Five Crores Two Lakhs Only)				
5.	Brief details of buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	S Chand And Company Limited (“ the Company ”) itself is acquiring the “Test Coach Application” of the Wholly owned subsidiary S. Chand Edutech Private Limited (“ S. Chand Edutech ”)				
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”.	Yes, the transaction is with Wholly Owned Subsidiary. Accordingly, the transaction is within the purview of related party. It has been done at arms’ length based upon the Valuation Report of a Category 1 Merchant Banker				
7.	Name of the entities forming part of the slump sale, details in brief such as, size, turnover etc.	<p>S. Chand Edutech Private Limited (Wholly Owned Subsidiary of the Company) - Seller</p> <p>Total Assets as on 31st March 2022 - Rs. 97.72 Million Turnover during the Financial Year 2021-22 – Rs. 11.04 Million</p> <p>S Chand And Company Limited - Buyer</p> <p>Total Standalone Assets as on 31st March 2022 – Rs. 9,439.01 Million Standalone Turnover during the Financial Year 2021-22 – Rs. 1,699.66 Million</p>				
8.	Area of business of the entities	S. Chand Edutech is engaged in publication, distribution, selling of educational content in various medium and modes (including print and electronic medium), for students in accordance with the curriculum prescribed by education board and various universities.				



		The Company is engaged in publication, distribution, selling of educational content in various medium and modes (including print and electronic medium), for students in accordance with the curriculum prescribed by education board and various universities.
9.	Rationale for slump sale	<p>Test Coach application provides support to such students who prepare for various competitive exams. In this application, content for various government examinations (~40 +examinations) has been incorporated. In the last 3 (three) years Test Coach has almost 100k downloads. However, the application has been largely marketed through the physical books of the Company.</p> <p>Considering the synergies between this application and books of the Company, the said acquisition was done.</p>
10.	In case of cash consideration – amount or otherwise share exchange ratio	<p>Rs. 5,02,00,000/- (Rupees Five Crores Two Lakhs Only)</p> <p>The Company in the normal course of business owes some amount to S. Chand Edutech. It is agreed between the Company and S. Chand Edutech that the Consideration payable under this transaction by the Company to S. Chand Edutech will be adjusted against this outstanding amount which S. Chand Edutech is liable to pay to the Company. This adjustment of Consideration will be done in the form of book entry in the books of accounts of both the Company and S. Chand Edutech.</p>
11.	Brief details of change in shareholding pattern, if any, of listed entity	No Change in shareholding pattern of the Company.

