



## 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: May 18, 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
---	---

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022 as per Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir,

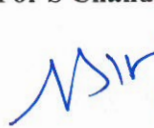

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2022. This will also be disseminated on the website of the Company, at www.schandgroup.com.

Request you to kindly take the same in your records.

Thanking You.

Yours sincerely,

**For S Chand And Company Limited**

**Jagdeep Singh**

**Company Secretary**

**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. AAFP5130M  
GST No.- 07AAFP5130M1ZX  
Email: [bhatia\\_rs@hotmail.com](mailto:bhatia_rs@hotmail.com)

**Secretarial Compliance Report of**  
**S CHAND AND COMPANY LIMITED**  
**CIN L22219DL1970PLC005400**  
**For the year ended 31.03.2022**

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 31.03.2022 ("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 [**LODR Regulation**];
- (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 & The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (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 & The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **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;



**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  
GST No.- 07AAFPB5130M1ZX  
Email: [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com)

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 read with Schedule III of the LODR Regulation - The outcome of Board meeting with respect to financial results shall be submitted within 30 minutes of the closure of the Board meeting	The Board meeting held on June 22, 2021 to consider inter-alia Audited Standalone and Consolidated Financial Results for the quarter and year ended March 31, 2021 and other matters was concluded 12.40 P.M. The outcome in relation to the same was submitted after 30 minutes of closure of the meeting. There was a delay of approx. 30 minutes.	The management of the Company has submitted the representation that due to Covid-19 pandemic, the meeting was held through video conferencing. Directors of the Company were sitting at different places and Auditors were sitting at some other place due to which there were delay in receipt of Auditors Report. Further at the last moment there were some technical networking issue while uploading the outcome on Stock Exchange portal.  In view of the above, the Outcome could not be submitted within the prescribed time period of 30 minutes. No further action till date of this report is taken by SEs. I am of the opinion that the delay caused in submission of outcome is unintentional and not prejudicial to interest of investors.
2	Regulation 36(5) of LODR Regulations, in the notice being sent to shareholders for an Annual General Meeting,	The Company issued Notice dated August 31, 2021 for convening the 50 <sup>th</sup> Annual General Meeting to be held on 28-	To comply with the requirements of Regulation 36(5) of LODR Regulation, the Company issued addendum to the notice of



**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  
GST No.- 07AAFPB5130M1ZX  
Email: [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com)

	where the statutory auditor is proposed to be appointed / re-appointed, the Company shall include the disclosures specified in the said regulation as a part of the explanatory statement to the notice	09-2021, It contains an item for appointment of Statutory Auditors. But due to oversight disclosure as required under Regulation 36(5) of LODR Regulation was missed out.	the 50th Annual General Meeting on September 17, 2021.
3	Pursuant to The SEBI (Prohibition of Insider Trading Regulation), 2015, no Insider shall execute trade in securities of the Company at the time of closure of trading window	The Insiders have executed trade in the securities of the Company during the closure of trading window. The details of the violations are given below**	The Company has imposed penalties and same were deposited with SEBI Investor Protection Education Fund

\*\*

Name of the Insider	Designation	Violation	Penalty Imposed by the Company
Ms. Savita Gupta	Non-Executive Director	Traded in the securities of the Company by selling 9 (nine) equity shares during the time of <b>closure of trading window</b>	Rs. 10,000/-
Mr. Naveen Rajlani	Chief Executive Officer of Vikas Publishing House Private Limited (Wholly Owned Subsidiary of the Company)	Traded in the securities of the Company by selling 4000 (four thousand) equity shares during the time of <b>closure of trading window</b>	Rs. 10,000/-

- (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.



**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  
GST No.- 07AAFPB5130M1ZX  
Email: [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com)

- (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 reports	Observations made in the secretarial compliance report for the year ended 31.3.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1		<p>The Company has received a letter from National Stock Exchange of India Limited ("NSE") with respect of below deficiency/non-submissions in the financial results for the financial year ended March 31, 2020.</p> <p>- Financial results not submitted with NSE within 30 minutes from end of board meeting.</p>	<p>The Company submitted the following response to NSE:</p> <p>- 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</p>	<p>Action taken by the Company are satisfactory. No further comments required.</p>



**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  
GST No.- 07AAFPB5130M1ZX  
Email: [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com)

		<ul style="list-style-type: none"><li>- Financial results not signed by authorized signatory/ies.</li><li>- 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.</li></ul>	<p>acknowledgement was confirmed at 8:33 P.M.</p> <ul style="list-style-type: none"><li>- The Company had submitted the financial results ended March 31, 2020 were duly signed by Mr. Himanshu Gupta, Managing Director and Mr. Saurabh Mittal, Chief Financial Officer. The copy of the same was shared with NSE.</li><li>- The Statement on Impact of audit qualifications as per the prescribed format of SEBI was submitted to NSE on August 07, 2020.</li></ul> <p>Thereafter, no further communication was received from NSE.</p>	
--	--	--	--	--

Place: New Delhi  
Date: 13/05/2022

  
**R.S. Bhatia**  
Practicing Company Secretary  
CP No.: 2514  
UDIN: F002599D000316871



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**  
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  
GST No.- 07AAFPB5130M1ZX  
Email: [bhatia\\_rs@hotmail.com](mailto:bhatia_rs@hotmail.com)

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: 13/05/2022



**R.S. Bhatia**  
Practicing Company Secretary  
CP No.: 2514  
UDIN: F002599D000316871