



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: July 08, 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
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 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, 2020. 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,

Jagdeep Singh
Company Secretary
Membership No. A15028
Address: A-27, 2nd 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. AAFFPB5130M
GST No.- 07AAFFPB5130M1ZX
Email: bhatia_rs@hotmail.com

Secretarial Compliance Report of S CHAND AND COMPANY LIMITED
CIN L22219DL1970PLC005400
for the Financial Year Ended 31.03.2020

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

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

During my examinations, I have also considered the relaxations given by The Securities and Exchange Board of India due to the spread of Covid19 pandemic.

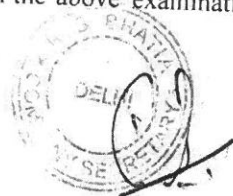
For the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- 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; 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.	As per Regulation 19(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of atleast three non-executive directors.	The Nomination and Remuneration Committee of the Company comprised of three Non-Executive Directors. One of the member of the Committee, Mr. Sanjay Gujral had resigned with effect from March 05, 2019. Thus, the constitution of the Nomination and Remuneration Committee was not in compliance with Regulation 19(1) as on March 31, 2019. However, the Company reconstituted 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	BSE Limited and National Stock Exchange of India Limited ("the stock exchanges") imposed a fine of Rs. 74,000/- (plus GST) each on the Company for this non-compliance. The Company has deposited the fine with the stock exchanges. Further, the Company had applied for waiver of this fine to both the stock exchanges. Accordingly, National Stock Exchange of India Limited ("NSE") had waived the penalty of Rs. 74,000/-
2.	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	Non submission of the shareholding pattern) for the quarter ended June 30, 2019 by the prescribed timeline of June 21, 2019	NSE had imposed penalty of Rs. 8,000/-. This non-compliance occurred due to technical error. The Company rectified the non-compliance and submitted the shareholding pattern for the quarter ended June 30, 2019 and also deposited the fine with NSE
3.	Pursuant to The SEBI (Prohibition of Insider Trading Regulation), 2015, 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	The Insiders have executed contra trade and also traded in the securities of the Company during the closure of trading window. The details of	The Company has imposed penalty and same was deposited with SEBI Investor Protection Education Fund



	securities of the Company at the time of closure of trading window	the violations are given below**	
4.	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	<p>Non-submission of the following disclosures in the Annual Report for the year ended March 31, 2019:</p> <p>(i) Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies</p> <p>(ii) Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part</p> <p>(iii) Compliance certificate from either the auditors or practicing company secretaries regarding compliance with the conditions of corporate governance</p>	The Company had received a letter from National stock Exchange of India Limited with respect to non submission of disclosures in the Annual Report of the Company for the year ended March 31, 2019. The Company had submitted the response to NSE and has also submitted the disclosures to the shareholders alongwith the notice of the meeting of shareholders for approval of the proposed Scheme of Arrangement.

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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 6 (six) equity shares during the time of closure of trading window	Rs. 10,000/-
Mr. Saurabh Mittal	Chief Financial Officer	Contra trade i.e. reverse transaction in the securities of the Company by way of selling 1000 equity shares on January 18, 2019 and 877 equity shares on January 30, 2019 and buying 1000 equity shares on June 04, 2019	Rs. 129,000/-
Mr. Vinay Sharma	Business Head-Safari Digital Education	Traded in the securities of the Company by selling 400 (four	Rs. 25,000/-



	Initiatives Pvt. Ltd.	hundred) equity shares during the time of closure of trading window	
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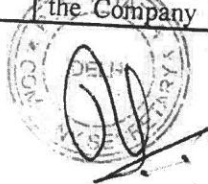
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters/ 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:

Except for the violations and actions taken by SEBI and by Stock Exchanges as already explained at point (a) above, there is no other matter to be reported under this point.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	22 equity shares were allotted to Mr. 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 sends fortnightly 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	The Nomination and Remuneration Committee of the Company comprised of	The Company reconstituted the Nomination and	Action completed. No further comments required

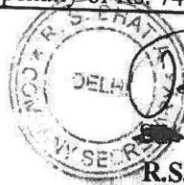


<p>Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three non-executive directors.</p>	<p>three Non-Executive Directors. One of the member of the Committee, Mr. Sanjay Gujral had resigned with effect from March 05, 2019. Thus, the constitution of the Nomination and Remuneration Committee is not in compliance with Regulation 19(1) as on March 31, 2019. However, the Company reconstituted 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.</p>	<p>Remuneration Committee and appointed Mr. Rajagopalan Chandrashekar, Non-Executive, Independent Director as the member of the Committee with effect from April 11, 2019.</p> <p>BSE Limited and National Stock Exchange of India Limited ("the stock exchanges") imposed a fine of Rs. 74,000/- (plus GST) each on the Company for this non-compliance. The Company has deposited the fine with the stock exchanges. Further, the Company had applied for waiver of this fine to both the stock exchanges. Accordingly, National Stock Exchange of India Limited had waived the penalty of Rs. 74,000/-</p>	
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Regards,

Place: New Delhi

Date: 22-06-2020



R.S. Bhatia

Practicing Company Secretary

CP No. 2514

UDIN: F002599B000365456

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. AAFFB5130M
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Email: bhatia_r_s@hotmail.com

Annexure – A

Date : 22-06-2020

The Board of Directors
S CHAND AND COMPANY LIMITED,
A-27, 2nd 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. Our 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 text basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I 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 timeliness 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: 22-06-2020




R.S. Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599B000365456