



S Chand And Company Limited

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

Registered Office: Ravindra Mansion, Ram Nagar, New Delhi - 110055, India.

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Date: January 05, 2018

Annexure: I

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers Dalal Street, Fort
Mumbai 400001
Bandra (East), Mumbai
Scrip Code:

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex

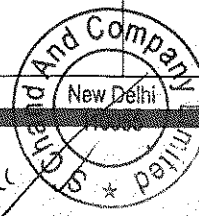
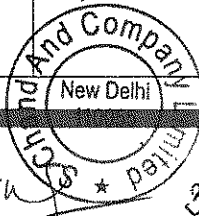
Sub: Compliance report as per Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular")

Dear Sirs,

It is hereby certified that the draft Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Private Limited, Nirja Publishers & Printers Private Limited, DS Digital Private Limited, Safari Digital Education Initiatives Private Limited and S Chand And Company Limited and their respective shareholders and creditors ("Composite Scheme"), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR Regulations") and SEBI Circular referred above including the following:


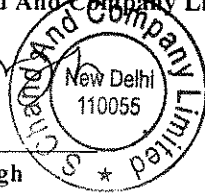
S. No.	Reference	Particulars	Whether complied or not
1	Regulation 17 to 27 of LODR Regulations	Corporate Governance Requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with Securities Law	Yes
Requirement of SEBI Circular			
(a)	Para(I)(A)(2)	Submission of documents with Stock Exchange	
		Composite Scheme of Arrangement	Yes
		Valuation report from independent Chartered Accountant	Yes
		Report from the Audit Committee recommending the Composite Scheme	Yes
		Fairness Opinion by Merchant Banker	Yes
		Pre and Post arrangement shareholding pattern of unlisted company	Yes
		Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company	Yes


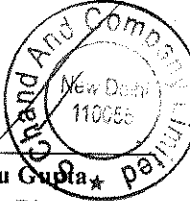
CIN No. L22219DL197081COO5400



		Auditor's certificate confirming the accounting treatment in the Composite Scheme is in compliance with section 133 of the Companies Act, 2013 read with rules framed thereunder.	Yes
		Detailed Compliance report as per Annexure IV of SEBI Circular certified by Company Secretary, Chief Financial Officer and Managing Director	Yes
(b)	Para (I)(A)(3)	Conditions for Composite Scheme involving unlisted entities	Yes
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes
(d)	Para (I)(A)(5)	Auditor's certificate confirming the accounting treatment in the Composite Scheme is in compliance with section 133 of the Companies Act, 2013 read with rules framed thereunder.	Yes
(e)	Para (I)(A)(9)	Provisions of approval of public shareholders through e-voting.	Yes

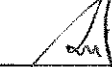

For S Chand And Company Limited





Jagdeep Singh
 Company Secretary
 Membership No. A15028



Himanshu Gupta
 Managing Director
 DIN: 00054015

Certified that the transaction and accounting treatment provided in the Composite Scheme is in compliance with all the Accounting Standards applicable to a listed entity.

For S Chand And Company Limited



Saurabh Mittal
 Chief Financial Officer
 Membership No. 077709



Himanshu Gupta
 Managing Director
 DIN: 00054015