



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 29, 2023

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, 2023 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, 2023. 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, 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

Peer Review No.: 1496/2021

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024

Ph. 011-41078605 M: 9811113545

GST No:

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Email: bhatia_r_s@hotmail.com

Secretarial Compliance Report of S Chand And Company Limited
CIN L22219DL1970PLC005400
for the financial year ended March 31, 2023

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by S Chand And Company Limited (hereinafter referred as 'the listed entity') having its Registered Office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi 110044, Secretarial Review was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, R S Bhatia, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanations provided by the officer/ officials of **S Chand And Company Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges i.e. BSE and NSE,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("**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**"), rules made thereunder 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure



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- Requirements) Regulations, 2018 – NA
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - NA
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - NA
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes Yes	Nil



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3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website.● Timely dissemination of the documents/information under a separate section on the website.● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.	Yes Yes Yes	 Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	Yes	Management has identified following Companies As Material Subsidiaries: 1. Chhaya Prakashani Limited 2. Vikas Publishing House Private Limited 3. New Saraswati House (India), Private Limited
	(b) Disclosure requirement of material as well as other subsidiaries	Yes	Nil



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes No records were disposed off during the period under review	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board; Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil



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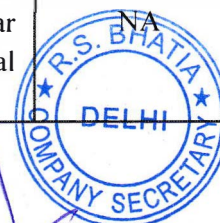
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per **SEBI Circular CIR/CFD/CMD1/114/2019** dated **18th October, 2019**:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	NA
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NA



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2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	<p>ii. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019.</p>	NA	NA



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(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:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

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

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The outcome of Board meeting with respect to financial results shall be submitted within 30 minutes of the closure of the Board meeting	Regulation 30 read with Schedule III of LODR Regulations	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 at 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	NSE	Advisory Letter issued and advised to place the letter before the Board of Directors in the next board meeting and take a note of the same	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 at 12.40	Nil	I am of the opinion that the delay caused in submission of outcome is unintentional and not prejudicial to interest of investors.	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	-



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			minutes.			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.			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. Further, as per instructions of the NSE, the advisory letter dated January 10, 2023 issued by NSE was placed before the Board at its meeting held on February 10, 2023 and the same was taken on record.	
2.	In the notice being sent to shareholders for an Annual General Meeting, where the statutory	Regulation 36(5) of LODR Regulations	The Company issued Notice dated August 31, 2021 for convening the 50 th Annual General Meeting to be	No Action	Not applicable	The Company issued Notice dated August 31, 2021 for	Nil	To comply with the requirements of Regulation 36(5) of LODR Regulation,	-	-



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	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		held on 28-09-2021, 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.			convening the 50 th Annual General Meeting to be held on 28-09-2021, 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 Company issued addendum to the notice of the 50 th Annual General Meeting on September 17, 2021.		
3.	No Insider shall execute trade in securities of the Company at the time of closure of trading window	The SEBI (Prohibition of Insider Trading Regulation), 2015	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#	No Action	Not applicable	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#	Nil	The Company has imposed penalties and same were deposited with SEBI Investor Protection Education Fund	-	-



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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 9 (nine) equity shares during the time of closure of trading window	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 closure of trading window	Rs. 10,000/-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

PLACE : NEW DELHI

DATE : 25/05/2023

R.S. BHATIA

COMPANY SECRETARY IN

PRACTICE

C.P.NO. 2514

PEER REVIEW NO. 1496/2021

UDIN: F002599E000374784