

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

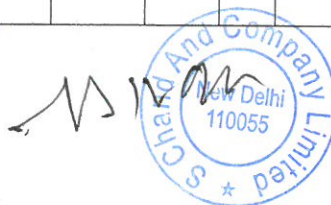
1. Name of Listed Entity - **S Chand And Company Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr / Ms)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi tee held in liste d entiti es incl udi ng this liste d entit y	Me mbe rshi p in Co mmi tee s of the Co mpa ny	Remarks
Mr	Desh Raj Dogra	0 0 2 2 6 7 7 5	AD ZP D5 926 E	ID,C & NED		10- Nov- 2016		6 0	4	7	2	AC,N RC	
Mr	Himanshu Gupta	0 0 0 5 4 0 1 5	AE RP G5 035 N	ED	M D	22- May- 2014			1	1	0	AC,N RC	



Mr	Dinesh Kumar Jhunjhnuwala	0 0 2 8 2 9 8 8	AH LPJ 429 9E	ED	M D	28- Mar- 2019		1	1	0	AC,N RC	
Mr	Sanjay Vijay Bhandarkar	0 1 2 6 0 2 7 4	AA IPB 092 7D	ID		10- Nov- 2016		6 0	5	10	2	AC,N RC
Mr s.	Archana Capoor	0 1 2 0 4 1 7 0	AB SP C4 053 C	ID		10- Nov- 2016		6 0	6	2	1	AC,N RC
Mr	Rajagopalan Chandrashekar	0 3 6 3 4 0 0 2	AE PP C7 680 F	ID		23- Jul- 2018		6 0	1	3	0	AC,N RC
Mr s.	Savita Gupta	0 0 0 5 3 9 8 8	AA PP G0 819 E	NED		20- Oct- 1989			1	1	1	AC,N RC
Mr	Gaurav Kumar Jhunjhnuwala	0 3 5 1 8 7 6 3	AG DP J73 78 M	NED		11- Apr- 2011			1	0	0	AC,N RC



Mr	Sanjay Gujral	0 1 2 2 5 2 6 3	AA AP G3 678 G	NED		05- Nov- 2018	05- Ma r- 201 9		0	0	0	AC,N RC	
----	---------------	--------------------------------------	----------------------------	-----	--	---------------------	-----------------------------	--	---	---	---	------------	--

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sanjay Gujral	NED	Member	05-Nov-2018	05-Mar-2019
2	Sanjay Vijay Bhandarkar	ID	Member	14-Feb-2019	
3	Desh Raj Dogra	ID,C & NED	Member	30-Nov-2016	
4	Archana Capoor	ID	Chairperson	30-Nov-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rajagopalan Chandrashekar	ID	Member	05-Nov-2018	
2	Himanshu Gupta	ED	Member	30-Nov-2016	
3	Savita Gupta	NED	Chairperson	30-Nov-2016	


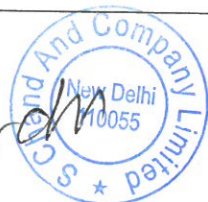
Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	
Whether Permanent chairperson appointed	

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sanjay Gujral	NED	Member	05-Nov-2018	05-Mar-2019
2	Desh Raj Dogra	ID,C & NED	Member	30-Nov-2016	
3	Archana Capoor	ID	Chairperson	30-Nov-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
05-Nov-2018	14-Feb-2019
19-Dec-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	56

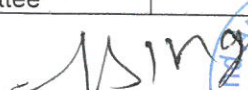

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	05-Nov-2018	14-Feb-2019	4	Yes
Nomination & Remuneration Committee		14-Feb-2019	3	Yes
Stakeholders Relationship Committee	09-Oct-2018	08-Jan-2019	2	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	100

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and
Disclosure of notes of material related party transactions

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

nThe Nomination and Remuneration Committee comprised of three members. One of the member of the Committee, Mr. Sanjay Gujral had resigned with effect from 05.03.2019. The Company is in the process of appointing another Director as member of the Nomination and Remuneration Committee.

Name : Jagdeep Singh
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.schandgroup.com
Terms and conditions of appointment of	Yes		www.schandgroup.com
Composition of various committees of	Yes		www.schandgroup.com
Code of conduct of board of directors and	Yes		www.schandgroup.com
Details of establishment of vigil mechanism/	Yes		www.schandgroup.com
Criteria of making payments to non-	Yes		www.schandgroup.com
Policy on dealing with related party	Yes		www.schandgroup.com
Policy for determining 'material' subsidiaries	Yes		www.schandgroup.com
Details of familiarization programs imparted	Yes		www.schandgroup.com
Contact information of the designated officials of the listed	Yes		www.schandgroup.com
email address for grievance redressal and	Yes		www.schandgroup.com
Financial results	Yes		www.schandgroup.com
Shareholding pattern	Yes		www.schandgroup.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	No	The Nomination and Remuneration
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

S Chand Company Limited
 New Delhi 110055

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information

Name : Jagdeep Singh
Designation : Company Secretary & Compliance Officer

