

General information about company	
Scrip code	540497
NSE Symbol	SCHAND
MSEI Symbol	NOTLISTED
ISIN	INE807K01035
Name of the entity	S CHAND AND COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

NSI
S CHAND AND COMPANY LIMITED
New Delhi

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson								Yes																
Whether Chairperson is related to MD or CEO								No	Disqualification of Directors under section 164 of the Companies Act, 2013															
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	Desh Raj Dogra	ADZPD5926E	00226775	Non-Executive - Independent Director	Chairperson	Shareholder Director	21-09-1954	No				Active	NA		10-11-2016	10-11-2021		76.21	5	5	4	3		
Mr	Himanshu Gupta	AERPG5035N	00054015	Executive Director	Not Applicable	MD	27-09-1978	No				Active	NA		21-04-2000	22-05-2019			1	0	1	0		
Mr	Dinesh Kumar Jhunjhuwala	AHLPJ4299E	00282988	Executive Director	Not Applicable	MD	26-08-1960	No				Active	NA		11-12-2004	28-03-2019			1	0	1	0		
Mrs	Archana Capoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable	Shareholder Director	17-09-1958	No				Active	NA		10-11-2016	10-11-2021		76.21	5	5	6	2		

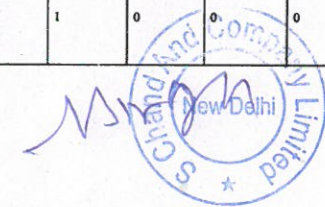


I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	Rajagopalan Chandrashekar	AEPPC7680F	03634002	Non-Executive - Independent Director	Not Applicable	Shareholder Director	07-09-1977	No				Active	NA		23-07-2018	23-07-2018		56.09	1	1	3	0		
Ms	Savita Gupta	AAPPG0819E	00053988	Non-Executive - Non Independent Director	Not Applicable		27-10-1949	No				Active	NA		20-10-1989	20-05-2016			1	0	1	1		
Mr	Gaurav Kumar Jhunjhunwala	AGDPJ7378M	03518763	Non-Executive - Non Independent Director	Not Applicable		20-02-1987	No				Active	NA		11-04-2011	20-05-2016			1	0	0	0		



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01204170	Archana Capoor	Non-Executive - Independent Director	Chairperson	30-11-2016		Textual Information(1)
2	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Member	30-11-2016		
3	03634002	Rajagopalan Chandrashekar	Non-Executive - Independent Director	Member	11-11-2020		



Sr Text Block	
Textual Information(1)	Appointed as Chairperson on February 14, 2019



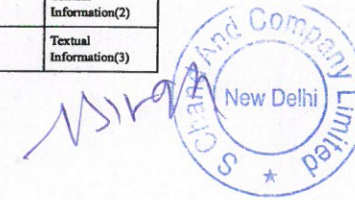
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01204170	Archana Capoor	Non-Executive - Independent Director	Chairperson	30-11-2016		
2	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Member	30-11-2016		
3	03634002	Rajagopalan Chandrashekar	Non-Executive - Independent Director	Member	11-04-2019		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053988	Savita Gupta	Non-Executive - Non Independent Director	Chairperson	30-11-2016		
2	00054015	Himanshu Gupta	Executive Director	Member	30-11-2016		
3	03634002	Rajagopalan Chandrashekar	Non-Executive - Independent Director	Member	05-11-2018		



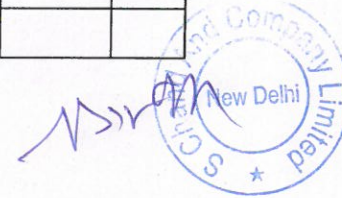
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03634002	Rajagopalan Chandrashekar	Non-Executive - Independent Director	Chairperson	09-06-2021		Textual Information(1)
2	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Member	09-06-2021		
3	00054015	Himanshu Gupta	Executive Director	Member	09-06-2021		
4	99999999	Saurabh Mittal	Chief Financial Officer	Member	09-06-2021		Textual Information(2)
5	99999999	Atul Soni	Head- Investor Relation	Member	09-06-2021		Textual Information(3)



Sr Text Block	
Textual Information(1)	Appointed as Chairperson on May 24, 2022
Textual Information(2)	Chief Financial Officer
Textual Information(3)	Head- Investor Relation



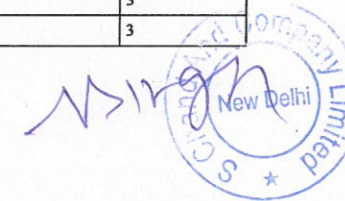
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Chairperson	30-11-2016		
2	00054015	Himanshu Gupta	Executive Director	Member	26-02-2015		
3	00282988	Dinesh Kumar Jhunjhuwala	Executive Director	Member	26-02-2015		



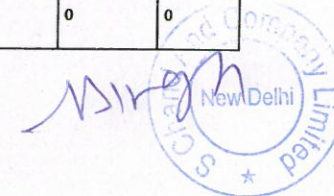
Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



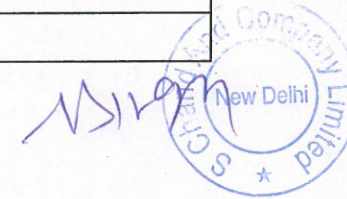
Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2022				Yes	7	5	3
2	30-11-2022		17		Yes	7	7	3
3		10-02-2023	71		Yes	7	7	3
4		16-03-2023	33		Yes	7	4	3



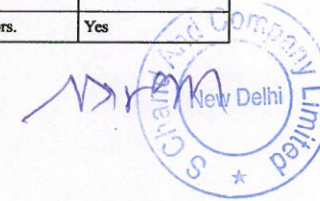
Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-11-2022				Yes	3	3	3	0
2	Audit Committee	07-02-2023	86			Yes	3	3	3	0
3	Audit Committee	10-02-2023	2			Yes	3	3	3	0
4	Risk Management Committee	16-03-2023	33			Yes	3	2	2	2
5	Stakeholders Relationship Committee	05-12-2022				Yes	3	2	0	0



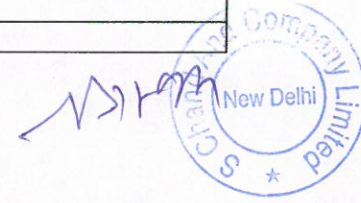
Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Jagdeep Singh
2	Designation	Company Secretary and Compliance Officer



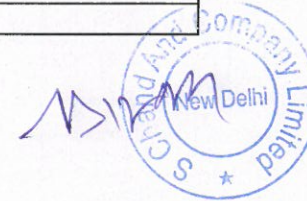
Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://schandgroup.com/
2	Terms and conditions of appointment of independent directors	Yes		https://schandgroup.com/
3	Composition of various committees of board of directors	Yes		https://schandgroup.com/
4	Code of conduct of board of directors and senior management personnel	Yes		https://schandgroup.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://schandgroup.com/
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://schandgroup.com/
8	Policy for determining 'material' subsidiaries	Yes		https://schandgroup.com/
9	Details of familiarization programmes imparted to independent directors	Yes		https://schandgroup.com/



Annexure II			
Annexure II 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			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11	email address for grievance redressal and other relevant details	Yes	
12	Financial results	Yes	
13	Shareholding pattern	Yes	
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	
18	Credit rating or revision in credit rating obtained	Yes	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
21	Materiality Policy as per Regulation 30	Yes	
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
23	It is certified that these contents on the website of the listed entity are correct	Yes	



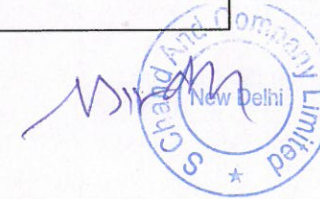
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



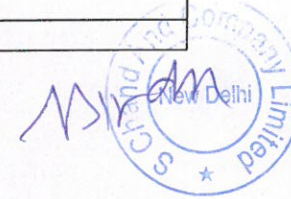
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



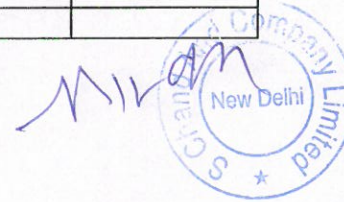
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				



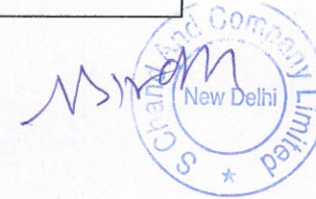
Annexure II		
1	Name of signatory	Jagdeep Singh
2	Designation	Company Secretary and Compliance Officer



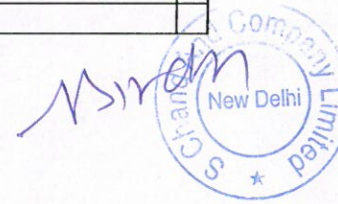
Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II		
1	Name of signatory	Jagdeep Singh
2	Designation	Company Secretary and Compliance Officer



Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)



Text Block	
Textual Information(1)	The Company has not granted any loans, given guarantee and provided security to the persons/entities following under (A), (B) and (C) for the half year ended March 31, 2023. Thus, this disclosure is not applicable on us.



Signatory Details	
Name of signatory	Jagdeep Singh
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	19-04-2023

