

Rupinder Singh Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

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COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Board of Directors
S Chand And Company Limited
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

I R.S. Bhatia, Company Secretary in practice, has been appointed as the Secretarial Auditor of S Chand And Company Limited (here in after referred to as '**the Company**') vide a resolution passed by the Board of Directors of the Company at its meeting held on May 02, 2017, having CIN L22219DL1970PLC005400 and its registered office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044. This certificate of compliance, for the year ended March 31, 2021, is issued pursuant to Regulation 13 of The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**").

Verification:

The Company has implemented the Employee Stock Option Scheme 2012 ("**Scheme**") in accordance with the Regulations and in accordance with the following Special Resolutions:

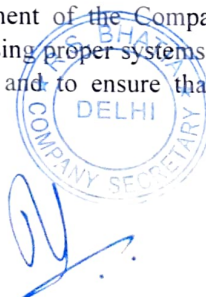
- (i) Special Resolution passed by the shareholders at their Extra Ordinary General Meeting held on June 30, 2012 for approval of the Scheme;
- (ii) Special Resolution passed by the shareholders at their Annual General Meeting held on September 25, 2017 for amendment in the Scheme.

To ensure the compliance, I have examined the following:

1. Scheme received from/furnished by the Company;
2. Resolutions passed at the meeting of the Board of Directors;
3. Shareholders resolutions passed at the General Meeting(s);
4. Shareholders resolution passed at General Meetings w.r.t amendment in the scheme;
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Relevant provisions of The Companies Act, 2013 and Rules made thereunder;
7. Other relevant documents/ filings/ records/ information as sought and made available to us and the explanations provided by the Company.

Management Responsibility:

It is the responsibility of the management of the Company to implement the Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.



Certification:

In my opinion and to the best of my information and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Scheme, in accordance with the applicable provisions of the Regulations and resolutions of the Company passed in the General Meetings.

Note:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an expression of opinion.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Rupinder Singh Bhatia

Rupinder Singh Bhatia
Practicing Company Secretaries
FCS: 2599
CP: 2514
PR No: 1496/2021
UDIN: F002599C000949743

Date: September 15, 2021
Place: New Delhi