



S Chand And Company Limited

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

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Date: June 17, 2020

To
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai, Maharashtra 400051

Dear Sir,

Re: Response to your letter dated March 17, 2020

This is with reference to your letter no. NSE/LIST/15377 dated March 17, 2020 with regard to non submission of disclosures in the annual report of the Company submitted for the year ended March 31, 2019. Please note that the Company has submitted the following disclosures to the shareholders.

- (i) Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies;*
- (ii) Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part;*
- (iii) Compliance certificate from either the auditors or practicing company secretaries regarding compliance with the conditions of corporate governance*

The copy of the aforesaid disclosure is enclosed herewith.

Request you to take this on record and incase of any clarification(s) please let us know.

Thanking You.

Yours sincerely,

For S Chand And Company Limited

Jagdeep Singh

Company Secretary and Compliance Officer

Membership No.: A15028

Address: A-27, 2nd Floor

Mohan Co-operative Industrial Estate

New Delhi- 110044

Dated: June 11, 2020

Dear Members,

This is with reference to the letter no. NSE/LIST/15377 dated March 17, 2020 received from National Stock Exchange of India Limited with regard to non-submission of disclosures in the annual report of the Company submitted for the year ended March 31, 2019. In this respect please find below the following details:

(i) Certificate from a company secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies:

Attached as Annexure A;

(ii) Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part during the financial year 2018-19;

Type of Service	Amount in (Rs.)
Audit Fees	17,401,978
Others	443,739
Total	178,457,17

(iii) Compliance certificate from the practicing company secretary regarding compliance with the conditions of corporate governance: **Attached as Annexure B**

For S Chand And Company Limited

Sd/-

Jagdeep Singh

Company Secretary

Membership No: A15028

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

S Chand And Company Limited

A-27, 2nd Floor,

Mohan Co-operative Industrial Estate,

New Delhi-110044

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of S Chand And Company Limited having CIN L22219DL1970PLC005400 and having registered office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority. However, during the financial year 2018-19, Mr. Himanshu Gupta, Managing Director (DIN: 00054015) was disqualified pursuant to section 164(2) of The Companies Act, 2013 in relation to a company namely Amenity Sports Academy Pvt. Ltd. ("Amenity Sports"). Mr. Himanshu Gupta had filed a writ petition before the Hon'ble High Court of Uttarakhand challenging the disqualification. Hon'ble High Court of Uttarakhand permitted Mr. Himanshu Gupta to make necessary filing with Ministry of Corporate Affairs ("MCA") and comply the section 164 (2). Thereafter, Mr. Himanshu Gupta completed the filing with respect to Amenity Sports and the said disqualification was removed by MCA. Accordingly, as on March 31, 2019 he stands free from any disqualification from being a Director.

S. No.	Name of the Director	Designation	DIN	Date of appointment in the Company
1.	Mr. Desh Raj Dogra	Chairman, Non-Executive, Independent Director	00226775	10.11.2016
2.	Mr. Himanshu Gupta	Managing Director	00054015	21.04.2000
3.	Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	00282988	11.12.2004
4.	Ms. Archana Capoor	Non-Executive, Independent Director	01204170	10.11.2016
5.	Mr. Sanjay Vijay Bhandarkar	Non-Executive, Independent Director	01260274	10.11.2016
6.	Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	03634002	23.07.2018
7.	Ms. Savita Gupta	Non-Executive, Non-Independent Director	00053988	20.10.1989
8.	Mr. Gaurav Kumar Jhunjhnuwala	Non-Executive, Non-Independent Director	03518763	11.04.2011

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. 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.

Place: New Delhi
Date: June 02, 2020

Sd/-
R.S. Bhatia
Practicing Company Secretary
CP No. 2514

Annexure-B

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

I have examined the compliance of conditions of Corporate Governance by **S Chand And Company Limited (“the Company”)** for the year ended 31st March, 2019, as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D, E and F of Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(‘Listing Regulations’) pursuant to the Listing Agreement of the Company with Stock exchanges.

Management’s Responsibility

The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor’s Responsibility

My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the terms and conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the working of the Company. I have examined the Statutory Records and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In my opinion, and to the best of our information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Sd/-
CS R S Bhatia
Company Secretary in Practice
C P No. 2514

Place: New Delhi
Dated: August 10, 2019