



S Chand And Company Limited

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Date: 23-11-2023

To,
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Dear Sir,

Sub.: Response to clarification sought by exchange in relation to announcement submitted by the Company to the Exchange on September 19,2023

Dear Sir,

With reference to the clarification sought by the National Stock Exchange of India Limited vide e-mail dated November 22, 2023 in relation to corporate announcement submitted by the Company on September 19, 2023 for signing of a non-binding term sheet with a leading publisher and distributor of higher education books, we would submit our responses as under:

1. As stated in disclosure, the Company has only entered into a non-binding term sheet for the said transaction. This transaction is at its initial stage and commercial, financial and legal due diligence for the same are going on.
2. After completion of due diligence, Management, subject to no material adverse finding in due diligence, will negotiate the definitive agreement with the promoters of the target entity.
3. After execution of the definitive agreement, this transaction shall be completed as per the negotiated terms and then appropriate disclosures will be made to exchanges.

Further, as per para 3 of point no. 2.1 of Annexure III of the SEBI/HO/CFD/CFD-PoD-/P/CIR/2023/123 dated July 13, 2023, in case of in-principal approval given by the Board, the same shall not require disclosure under regulation 30 of LODR Regulations.

In view of the above, we have not submitted detailed disclosure as per Schedule III of the Listing Regulations read with above mentioned circular.

Therefore, considering the current stage of the proposed transaction, we believe that any further disclosure and dissemination of the same on the stock exchange platform may adversely affect the proposed transaction.



Considering the above, please let us know whether we still need to submit detailed information as required by the exchange vide e-mail dated November 22, 2023.

Thanking You,
For S Chand And Company Limited

Jagdeep Singh
Company Secretary
Membership No. A15028
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New Delhi-110044

