

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L22219DL1970PLC005400

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACS1149M

(ii) (a) Name of the company

S CHAND AND COMPANY LIM

(b) Registered office address

A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi
South Delhi
Delhi
110044

(c) *e-mail ID of the company

jsingh.del@schandgroup.com

(d) *Telephone number with STD code

01149731800

(e) Website

www.schandgroup.com

(iii) Date of Incorporation

09/09/1970

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

29/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	99.62

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Blackie & Son (Calcutta) Private	U74899DL1979PTC014517	Subsidiary	100
2	BPI (India) Private Limited	U22190DL1999PTC288852	Subsidiary	51

3	Chhaya Prakashani Private Lim	U22122WB2006PTC111821	Subsidiary	100
4	DS Digital Private Limited	U72200DL2008PTC173250	Subsidiary	99.99
5	Eurasia Publishing House Priva	U74899WB1961PTC234138	Subsidiary	100
6	Indian Progressive Publishing	U22219WB1961PTC025317	Subsidiary	100
7	New Saraswati House (India) P	U22110DL2013PTC262320	Subsidiary	100
8	Nirja Publishers & Printers Priv	U74899DL1971PTC005776	Subsidiary	100
9	S. Chand Edutech Private Limit	U80302DL2010PTC206251	Subsidiary	100
10	Safari Digital Education Initiati	U80904DL2010PTC204512	Subsidiary	100
11	Vikas Publishing House Private	U74899DL1971PTC005766	Subsidiary	100
12	Smartivity Labs Private Limited	U74140DL2015PTC277272	Associate	19.7

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	34,975,287	34,975,287	34,975,287
Total amount of equity shares (in Rupees)	200,000,000	174,876,435	174,876,435	174,876,435

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	40,000,000	34,975,287	34,975,287	34,975,287
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	174,876,435	174,876,435	174,876,435

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	34,975,287	174,876,435	174,876,435	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0

iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	34,975,287	174,876,435	174,876,435	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,000,955,791
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			52,870,000
Deposit			0
Total			1,053,825,791

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,510,610,000

(ii) Net worth of the Company

7,827,490,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,541,141	47.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	

10.	Others	0	0	0	
	Total	16,541,141	47.29	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,854,892	16.74	0	
	(ii) Non-resident Indian (NRI)	63,686	0.18	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	35,000	0.1	0	
5.	Financial institutions	70	0	0	
6.	Foreign institutional investors	589,685	1.69	0	
7.	Mutual funds	2,189,933	6.26	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,960,002	5.6	0	
10.	Others Alternate Investment Funds	7,740,878	22.13	0	
	Total	18,434,146	52.7	0	0

Total number of shareholders (other than promoters)

46,618

**Total number of shareholders (Promoters+Public/
Other than promoters)**

46,624

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NOMURA SINGAPORE	HSBCSECURITIES SERVICES 11TH FL			1,000	0
BNP PARIBAS ARBITRA	BNPParibas,6thFlr,NorthAvenueBa			166	0.01
BNP PARIBAS ARBITRA	BNPParibas1,NorthAvenue,Bandra			330,118	0.94
EASTSPRINGINVESTMI	DeutscheBank,AGDBHouse,Somar			258,401	0.74

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	49,522	46,618
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**(A) *Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	2	28.04	5.17
B. Non-Promoter	0	4	0	4	0	0.12
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0.12
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	2	6	2	6	28.04	5.29
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Himanshu Gupta	00054015	Managing Director	5,961,238	
Dinesh Kumar Jhunjhnu	00282988	Whole-time director	3,846,854	
Desh Raj Dogra	00226775	Director	0	
Archana Capoor	01204170	Director	0	
Sanjay Vijay Bhandarka	01260274	Director	43,000	
Rajagopalan Chandras	03634002	Director	0	
Savita Gupta	00053988	Director	1,218,626	
Gaurav Kumar Jhunjhnu	03518763	Director	592,000	
Saurabh Mittal	AEVPM1259E	CFO	98,453	
Jagdeep Singh	AWXPS9433J	Company Secretar	100	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/09/2019	48,633	206	47.39

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2019	8	6	75
2	10/08/2019	8	7	87.5
3	12/11/2019	8	6	75
4	27/12/2019	8	8	100
5	13/02/2020	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2019	3	3	100
2	Audit Committee	10/08/2019	3	3	100
3	Audit Committee	12/11/2019	3	3	100
4	Audit Committee	12/02/2020	3	3	100
5	Nomination and Remuneration	28/05/2019	3	2	66.67
6	Nomination and Remuneration	12/11/2019	3	3	100
7	Nomination and Remuneration	13/02/2020	3	3	100
8	Corporate Social Responsibility	28/05/2019	3	3	100
9	Stakeholders Forum	04/04/2019	3	2	66.67
10	Stakeholders Forum	08/07/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2020 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	Himanshu Guj	5	5	100	11	11	100	Yes
2	Dinesh Kumar	5	5	100	7	7	100	Yes
3	Desh Raj Dog	5	5	100	8	8	100	Yes
4	Archana Capo	5	5	100	7	7	100	Yes
5	Sanjay Vijay B	5	5	100	4	4	100	Yes
6	Rajagopalan C	5	5	100	7	3	42.86	Yes
7	Savita Gupta	5	1	20	4	3	75	Yes
8	Gaurav Kumar	5	2	40	6	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Himanshu Gupta	Managing Direct	13,057,086	0	0	1,481,040	14,538,126
2	Dinesh Kumar Jhun	Whole-time Dire	12,998,793	0	0	1,481,040	14,479,833
	Total		26,055,879	0	0	2,962,080	29,017,959

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Saurabh Mittal	Chief Financial C	9,352,800	0	0	547,200	9,900,000
2	Jagdeep Singh	Company Secre	5,233,056	0	0	286,944	5,520,000
	Total		14,585,856	0	0	834,144	15,420,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Desh Raj Dogra	Independent Dir	0	0	0	450,000	450,000
2	Archana Capoor	Independent Dir	0	0	0	425,000	425,000
3	Sanjay Vijay Bhand	Independent Dir	0	0	0	350,000	350,000
4	Rajagopalan Chand	Independent Dir	0	0	0	325,000	325,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	1,550,000	1,550,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Suresh Kumar Gupta

Whether associate or fellow

Associate Fellow

Certificate of practice number

5204

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

JHUNJHUNWU Digitally signed by
ALA DINESH KUMAR
Date: 2020.12.02
16:09:20 +05'30'

DIN of the director

To be digitally signed by

JAGDEE Digitally signed by
JAGDEEP SINGH
Date: 2020.12.02
16:24:22 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

MGT-8 S CHAND.pdf
List of Committees.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



S Chand And Company Limited



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

P:+91 11 4973 1800 | F:+91 11 4973 1801 | E:info@schandgroup.com | www.schandgroup.com

C. COMMITTEE MEETINGS

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Stakeholders Relationship Committee	12/11/2019	3	2	66.67
12.	Stakeholders Relationship Committee	16/01/2020	3	2	66.67
13.	Administrative Committee	29/05/2019	3	2	66.67
14.	Administrative Committee	17/06/2019	3	2	66.67
15.	Administrative Committee	23/08/2019	3	2	66.67
16.	Administrative Committee	24/10/2019	3	2	66.67
17.	Administrative Committee	18/11/2019	3	2	66.67
18.	Administrative Committee	24/01/2020	3	2	66.67

Certified true copy
For S Chand And Company Limited



Jagdeep Singh
Company Secretary
Membership No. A15028
Address: A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman, Vihar Metro Station,
Laxmi Nagar, Delhi-110092
Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com, www.sureshgupta.in

Form No. MGT-8

[Pursuant to section 92(2) of The Companies Act, 2013 and Rule 11(2) of The Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **S Chand And Company Limited** ("the Company") as required to be maintained under the **Companies Act, 2013** ("**the Act**") and the rules made there under for the financial year ended on 31st March, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents.

We certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act; Listed Company

2. Maintenance of registers/records & making entries therein within the time prescribed therefore;

3. Filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities, within the prescribed time . However, certain forms have been filed beyond the prescribed timelines with additional fees;

4. Calling/convening/holding meetings of Board of Directors, or its committees, if any, and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which Meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. The Company has taken record dates wherever required.

Contd.....2

M/s S Chand And Company Limited.....2

6.The Company has complied with provisions of the Act & Rules made there under in respect of loan and advances to its Directors or persons or firms or Companies falling under the provisions of section 185 of the Act.

7. All related party transactions/contracts that were entered into during the financial year were in compliance with section 177 and 188 of the Act.

8. During the year, the Company has not issued, allotted any Equity Shares. There was no buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/ securities;

9. There was no instance for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;

10.During the year, the company has not declared any dividend and there was no requirement for transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11.Signing of audited financial statements is as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;

12. The Company has duly complied with the constitution/appointment/re- appointment / retirement / filling up casual vacancies / disclosures of the directors / Independent Directors, Key Managerial Personnel and the remuneration paid to them.

However, during the year under review, the Company has reported inadequacy of profits. The remuneration paid to the Managing Director and Whole-time Director exceeded 5% of the net profit of the Company (calculated under provisions of section 198 of the Act) and also exceeded the overall ceiling laid down in Schedule V of the Act. The management has confirmed that, the matter with regard to waiver of recovery of the excess remuneration paid to the Managing Director and Whole-time Director during the financial year 2019-20 has been approved by the shareholders at the Annual General Meeting of the Company held on September 29, 2020.

13. Appointment/re-appointment/filling up casual vacancies of Auditors was as per the provisions of section 139 of the Act;

14.During the year under review, the proposed Composite Scheme of Arrangement (filed by the Company during the financial 2017-18) ("**Scheme**") amongst Blackie & Son (Calcutta) Private Limited ("**Blackie**"), Nirja Publishers & Printers Private Limited ("**Nirja**"), DS Digital Private Limited ("**DS Digital**"), Safari Digital Education Initiatives Private Limited ("**Safari**") and S Chand And Company Limited ("**S Chand**") and their respective shareholders and creditors has been approved by the stock exchanges. The Scheme inter alia includes Amalgamation of Blackie and Nirja into S Chand, De-merger of Education Business of DS Digital and Safari into S Chand, Amalgamation of DS Digital [the residual business remained in the Company after the de-merger of its Education Business] with Safari and other connected

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M/s S Chand And Company Limited3

matters. The application for approval of the Scheme was filed before the Hon'ble National Company Law Tribunal ("NCLT"), New Delhi bench. NCLT passed its first motion order dated February 10, 2020 and directed the Company to convene the meetings of secured creditors of S Chand, Nirja and DS Digital on March 25, 2020 and the meetings of un-secured creditors S Chand, Nirja and DS Digital and shareholders of S Chand on March 26, 2020. However, due to Covid19 pandemic and the nationwide lockdown these meetings were postponed. Thereafter, the Company filed an application with NCLT and requested for convening these meetings through video conferencing and NCLT approved the same vide its order dated May 29, 2020. In compliance of the order, the meeting of the secured creditors through video conferencing was held on July 17, 2020 and the meetings of shareholders and unsecured creditors through video conferencing were held on July 18, 2020. The Scheme has been approved by the shareholders, secured and unsecured creditors. The Company has filed the 2nd motion application before the NCLT;

15. The Company has not accepted/renewed/repaid any deposits.

16. During the period under review, the Company has obtained secured borrowings from Banks and others for which creation/modification/satisfaction of charges has complied in that respect, wherever applicable.

17. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act 2013 in respect of advances given, investments made and, guarantees, and securities given have been complied with by the company.

18. During the period under review, the Company has approved amendments in the Memorandum of Association of the Company by way of replacing the provisions of erstwhile Companies Act, 1956 with the relevant provisions of The Companies Act, 2013 and approved the amendments in the Articles of Association of the Company by way of deletion of the definition of Subsidiaries and Joint Ventures Governance Committee and deleting the references of this committee wherever these appeared;

*For Suresh Gupta & Associates
Company Secretaries*



*Suresh Gupta
(Proprietor)*

FCS No.:5660

CP No.:5204

Peer Review Cert. No. 740/2020

UDIN: F005660B001027351

Date : October 21, 2020

Place: Noida