

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

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 LIMI

(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

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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/09/2022

(b) Due date of AGM 30/09/2022

(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	99.54

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

*No. of Companies for which information is to be given 13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BLACKIE & SON (CALCUTTA) P	U74899DL1979PTC014517	Subsidiary	100
2	BPI (INDIA) PRIVATE LIMITED	U22190DL1999PTC288852	Subsidiary	51

3	CHHAYA PRAKASHANI LIMITED	U22122WB2006PLC111821	Subsidiary	100
4	DS DIGITAL PRIVATE LIMITED	U72200DL2008PTC173250	Subsidiary	99.99
5	INDIAN PROGRESSIVE PUBLISHING	U22219WB1961PTC025317	Subsidiary	100
6	NEW SARASWATI HOUSE (INDIA)	U22110DL2013PTC262320	Subsidiary	100
7	NIRJA PUBLISHERS & PRINTERS	U74899DL1971PTC005776	Subsidiary	100
8	S. CHAND EDUTECH PRIVATE LIMITED	U80302DL2010PTC206251	Subsidiary	100
9	SAFARI DIGITAL EDUCATION INDIA	U80904DL2010PTC204512	Subsidiary	100
10	VIKAS PUBLISHING HOUSE PRIVATE LIMITED	U74899DL1971PTC005766	Subsidiary	100
11	EDUTOR TECHNOLOGIES INDIA PRIVATE LIMITED	U80904AP2009PTC064404	Subsidiary	54.86
12	CONVERGIA DIGITAL EDUCATION INDIA PRIVATE LIMITED	U80903DL2020PTC369266	Subsidiary	90
13	SMARTIVITY LABS PRIVATE LIMITED	U74140DL2015PTC277272	Associate	16.24

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	35,043,336	35,043,336	35,043,336
Total amount of equity shares (in Rupees)	200,000,000	175,216,680	175,216,680	175,216,680

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	40,000,000	35,043,336	35,043,336	35,043,336
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	175,216,680	175,216,680	175,216,680

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	34,975,287	34975287	174,876,435	174,876,435	
Increase during the year	0	68,049	68049	340,245	340,245	3,334,401
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	68,049	68049	340,245	340,245	3,334,401
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	35,043,336	35043336	175,216,680	175,216,680	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE807K01035

(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"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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

Date of registration of transfer (Date Month Year)

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

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

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

(iv) *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
Total			0

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)

0

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

1,699,659,912

(ii) Net worth of the Company

7,963,545,347

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	16,573,932	47.3	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	16,573,932	47.3	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	11,425,345	32.6	0	
	(ii) Non-resident Indian (NRI)	77,713	0.22	0	
	(iii) Foreign national (other than NRI)	1,000	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	2,177	0.01	0	
7.	Mutual funds	274,400	0.78	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,864,286	5.32	0	
10.	Others Alternate Investment Fund:	4,824,483	13.77	0	

	Total	18,469,404	52.7	0	0
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Total number of shareholders (other than promoters) 47,534

**Total number of shareholders (Promoters+Public/
Other than promoters)** 47,540

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., IND			2,011	0.01
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIO			166	0

**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)	48,866	47,534
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	28.08	5.17
B. Non-Promoter	0	4	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	3	0	0
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	5	28.08	5.17

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

9

(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	5,994,038	
Dinesh Kumar Jhunjhnu	00282988	Whole-time director	3,846,854	
Desh Raj Dogra	00226775	Director	0	
Archana Capoor	01204170	Director	0	
Rajagopalan Chandrasekhar	03634002	Director	0	
Savita Gupta	00053988	Director	1,218,617	
Gaurav Kumar Jhunjhnu	03518763	Director	592,000	
Saurabh Mittal	AEVPM1259E	CFO	76,488	
Jagdeep Singh	AWXPS9433J	Company Secretary	190	

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

1

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)
Sanjay Vijay Bhandarkar	01260274	Director	10/11/2021	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

1

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	28/09/2021	49,863	91	47.32

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2021	8	7	87.5
2	22/06/2021	8	7	87.5
3	12/08/2021	8	7	87.5
4	31/08/2021	8	6	75
5	27/09/2021	8	6	75
6	13/11/2021	7	7	100
7	24/12/2021	7	4	57.14
8	04/02/2022	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

21

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 Committ	09/06/2021	4	4	100
2	Audit Committ	21/06/2021	4	4	100
3	Audit Committ	11/08/2021	4	4	100
4	Audit Committ	11/11/2021	3	3	100
5	Audit Committ	04/02/2022	3	3	100
6	Nomination an	09/06/2021	3	3	100
7	Nomination an	21/06/2021	3	3	100
8	Nomination an	12/08/2021	3	3	100
9	Stakeholder R	02/08/2021	3	2	66.67
10	Stakeholder R	06/12/2021	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	28/09/2022
								(Y/N/NA)
1	Himanshu Guj	8	7	87.5	13	12	92.31	Yes
2	Dinesh Kumar	8	8	100	9	9	100	No
3	Desh Raj Dog	8	8	100	10	9	90	Yes
4	Archana Capo	8	8	100	8	8	100	Yes
5	Rajagopalan C	8	7	87.5	12	9	75	No
6	Savita Gupta	8	1	12.5	2	2	100	Yes
7	Gaurav Kumal	8	6	75	9	9	100	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	18,670,597	0	0	0	18,670,597
2	Dinesh Kumar Jhun	Whole-time Dire	14,684,856	0	0	0	14,684,856
	Total		33,355,453	0	0	0	33,355,453

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	CFO	11,246,656	0	0	0	11,246,656
2	Jagdeep Singh	Company Secre	6,231,264	0	0	0	6,231,264
	Total		17,477,920	0	0	0	17,477,920

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	Director	0	0	0	550,000	550,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Archana Capoor	Director	0	0	0	550,000	550,000
3	Sanjay Vijay Bhand	Director	0	0	0	300,000	300,000
4	Rajagopalan Chand	Director	0	0	0	500,000	500,000
	Total		0	0	0	1,900,000	1,900,000

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

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

Digitally signed by
DINESH KUMAR
JHUNJHNUWAL
Date: 2022.11.24
18:02:19 +05'30'

DIN of the director

00282988

To be digitally signed by

Digitally signed by
JAGDEE
P SINGH
Date: 2022.11.24
18:03:05 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

15028

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_ SCHAND-FY 2021-22.pdf Details of committee meetings-S Chand.pc
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

Details of Committee meetings held during FY 2021-22

S Chand And Company Limited

Sl. No.	Type of meeting	Date of meeting	Total Number of members as on date of meeting	Number of members attended	% of attendance
1	Audit Committee	09/06/2021	4	4	100
2	Audit Committee	21/06/2021	4	4	100
3	Audit Committee	11/08/2021	4	4	100
4	Audit Committee	11/11/2021	3	3	100
5	Audit Committee	04/02/2022	3	3	100
6	Nomination and Remuneration Committee	09/06/2021	3	3	100
7	Nomination and Remuneration Committee	21/06/2021	3	3	100
8	Nomination and Remuneration Committee	12/08/2021	3	3	100
9	Stakeholder Relationship Committee	02/08/2021	3	2	66.67
10	Stakeholder Relationship Committee	06/12/2021	3	2	66.67
11	Risk Management Committee	13/11/2021	5	5	100
12	Risk Management Committee	29/03/2022	5	3	60
13	Administrative Committee	05/04/2021	3	3	100
14	Administrative Committee	28/06/2021	3	3	100
15	Administrative Committee	26/07/2021	3	3	100
16	Administrative Committee	02/09/2021	3	3	100
17	Administrative Committee	28/09/2021	3	3	100
18	Administrative Committee	03/12/2021	3	3	100
19	Administrative Committee	22/12/2021	3	3	100
20	Administrative Committee	03/03/2022	3	3	100
21	Administrative Committee	30/03/2022	3	2	66.67

For S Chand And Company Limited

Jagdeep Singh

Company Secretary

Membership No.: A-15028

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, 2022. 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.

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 not closed its register of members. However, the Company has fixed the Cut-Off date for the purpose of Annual General Meeting.

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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 Board of Directors at its meeting held on November 13, 2021, allotted 68,049 equity shares of Rs. 5/- each, to the eligible employees of the Company and its subsidiaries against their applications to exercise Employee Stock Options (ESOPs) out of the ESOPs vested in them in pursuant to Employee Stock Option Scheme 2012. . The Company has made necessary compliances in relation to the same. 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.

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 2020-21, The Company had filed the 2nd motion application before the Hon'ble National Company Law Tribunal ("NCLT") for approval of the proposed Composite Scheme of Arrangement ("**Scheme**") amongst the Company, DS Digital Private Limited ("**DS Digital**"), Safari Digital Education Initiatives Private Limited ("**Safari**"), Blackie & Son (Calcutta) Private Limited ("**Blackie**") and Nirja Publishers & Printers Private Limited ("**Nirja**") and their respective creditors and shareholders. 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 matters.

The Company has received No Objection Certificate from the Income Tax department and the reports/comments of Regional Director, Official Liquidator, Registrar of Companies has been submitted before NCLT. The approval of Hon'ble NCLT is awaited.

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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 been complied, wherever applicable.

17. During the period under review, the Company complied with the provisions of section 186 of the Act in respect of loans given, investments made and, guarantees, and securities provided.

18. During the period under review, the Company has altered its Articles of Association by deletion of Article 1(dd-1) i.e. definition of Material Subsidiaries. There was no alteration in the Memorandum of Association of the Company.

*For Suresh Gupta & Associates
Company Secretaries*



*Suresh Gupta
(Proprietor)*

FCS No.:5660

CPNo.:5204

Peer Review Cert. No. 740/2020

UDIN: F005660D001503816



Date: 05.11.2022

Place: Noida