

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 (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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- A-27, 2nd Floor, Mohan Co-operative Industrial Estate, NA
New Delhi
South Delhi
Delhi
110044
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

26/09/2023

(b) Due date of AGM

30/09/2023

(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	99.79

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

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

9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BPI (INDIA) PRIVATE LIMITED	U22190DL1999PTC288852	Subsidiary	51
2	CHHAYA PRAKASHANI LIMITE	U22122WB2006PLC111821	Subsidiary	100

3	INDIAN PROGRESSIVE PUBLISHING	U22219WB1961PTC025317	Subsidiary	100
4	NEW SARASWATI HOUSE (INDIA)	U22110DL2013PTC262320	Subsidiary	100
5	S. CHAND EDUTECH PRIVATE LIMITED	U80302DL2010PTC206251	Subsidiary	100
6	SAFARI DIGITAL EDUCATION INDIA	U80904DL2010PTC204512	Subsidiary	100
7	VIKAS PUBLISHING HOUSE PRIVATE LIMITED	U74899DL1971PTC005766	Subsidiary	100
8	EDUTOR TECHNOLOGIES INDIA PRIVATE LIMITED	U80904AP2009PTC064404	Subsidiary	54.86
9	CONVERGIA DIGITAL EDUCATION PRIVATE LIMITED	U80903DL2020PTC369266	Subsidiary	100

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	40,300,000	35,156,336	35,156,336	35,156,336
Total amount of equity shares (in Rupees)	201,500,000	175,781,680	175,781,680	175,781,680

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	40,300,000	35,156,336	35,156,336	35,156,336
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	201,500,000	175,781,680	175,781,680	175,781,680

(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	35,043,336	35043336	175,216,680	175,216,680	
Increase during the year	0	113,000	113000	565,000	565,000	8,496,470
i. Public Issues	0	0	0	0	0	
ii. Rights issue	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	113,000	113000	565,000	565,000	8,496,470
vi. Sweat equity shares allotted	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	35,156,336	35156336	175,781,680	175,781,680	
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 style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" 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) *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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

2,235,233,443

(ii) Net worth of the Company

8,108,692,183

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	47.14	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	47.14	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	11,568,317	32.91	0	
	(ii) Non-resident Indian (NRI)	153,260	0.44	0	
	(iii) Foreign national (other than NRI)	3,000	0.01	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	298,252	0.85	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,073,705	5.9	0	
10.	Others Alternate Investment Fund:	4,485,870	12.76	0	
	Total	18,582,404	52.87	0	0

Total number of shareholders (other than promoters)

44,291

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

44,297

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE 1 NORTH AV			11	0
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., IND			153,536	0.44
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			96,221	0.27
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIO			166	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDUCIAN INDIA FUND	CITIBANK N.A. CUSTODY SERVICES			48,318	0.14

**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)	47,534	44,291
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	27.99	5.15
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	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	5	2	5	27.99	5.15

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 Chandras	03634002	Director	0	
Savita Gupta	00053988	Director	1,218,617	
Gaurav Kumar Jhunjhnu	03518763	Director	592,000	
Saurabh Mittal	AEVPM1259E	CFO	80,000	
Jagdeep Singh	AWXPS9433J	Company Secretar	9,540	

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

0

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

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	28/09/2022	45,665	90	48.27

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	7	5	71.43

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	09/08/2022	7	6	85.71
3	12/11/2022	7	5	71.43
4	30/11/2022	7	7	100
5	10/02/2023	7	7	100
6	16/03/2023	7	4	57.14

C. COMMITTEE MEETINGS

Number of meetings held

20

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	24/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	3	100
3	Audit Committee	12/11/2022	3	3	100
4	Audit Committee	07/02/2023	3	3	100
5	Audit Committee	10/02/2023	3	3	100
6	Nomination and Remuneration	09/08/2022	3	3	100
7	Stakeholder Relationship	05/12/2022	3	2	66.67
8	Risk Management	19/09/2022	5	5	100
9	Risk Management	16/03/2023	5	4	80
10	Administrative	25/04/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 26/09/2023 (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 Gupta	6	6	100	14	12	85.71	Yes

2	Dinesh Kumar	6	4	66.67	11	8	72.73	No
3	Desh Raj Dog	6	6	100	8	8	100	Yes
4	Archana Capo	6	6	100	6	6	100	Yes
5	Rajagopalan C	6	6	100	9	8	88.89	Yes
6	Savita Gupta	6	2	33.33	1	1	100	No
7	Gaurav Kumar	6	4	66.67	11	7	63.64	Yes

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	19,125,000	4,795,000	0	0	23,920,000
2	Dinesh Kumar Jhun	Whole-time Dire	14,983,000	3,197,000	0	0	18,180,000
	Total		34,108,000	7,992,000	0	0	42,100,000

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	15,390,620	0	1,692,200	0	17,082,820
2	Jagdeep Singh	Company Secre	7,580,343	0	846,100	0	8,426,443
	Total		22,970,963	0	2,538,300	0	25,509,263

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Desh Raj Dogra	Director	0	0	0	615,000	615,000
2	Archana Kapoor	Director	0	0	0	545,000	545,000
3	Rajagopalan Chand	Director	0	0	0	615,000	615,000
	Total		0	0	0	1,775,000	1,775,000

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

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

HIMANSHU GUPTA
Digitally signed by HIMANSHU GUPTA
Date: 2023.11.23 11:13:20 +0530'

DIN of the director

00054015

To be digitally signed by

JAGDEEP SINGH
Digitally signed by JAGDEEP SINGH
Date: 2023.11.23 11:12:31 +0530'

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8-S Chand-FY 22-23.pdf
List of Committee Meetings-S Chand.pdf
Clarification Letter-S Chand- MGT-7-2022-

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

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

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.	Administrative Committee	13/05/2022	3	2	66.67
12.	Administrative Committee	31/05/2022	3	2	66.67
13.	Administrative Committee	27/06/2022	3	2	66.67
14.	Administrative Committee	14/07/2022	3	2	66.67
15.	Administrative Committee	08/09/2022	3	2	66.67
16.	Administrative Committee	14/09/2022	3	3	100.00
17.	Administrative Committee	21/11/2022	3	3	100.00
18.	Administrative Committee	07/12/2022	3	2	66.67
19.	Administrative Committee	20/02/2023	3	3	100.00
20.	Administrative Committee	16/03/2023	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

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, 2023. 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 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.

Contd.....2

M/S. S CHAND AND COMPANY LIMITED.....2

6. In our opinion and according to the information and explanations given to us, the Company has not granted any loan and advances to its directors, persons or firms or companies referred in Section 185 of the Act. However, the Company provided loan to subsidiaries and also provided guarantees in relation to loan availed by subsidiaries. The same were in compliance with 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 on November 19, 2022 through resolution passed by circulation allotted 1,13,000 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 Plan 2018. 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. The Hon`ble National Company Law Tribunal, New Delhi Bench III vide its order dated July 24, 2023 approved the Composite Scheme of Arrangement 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 ("**the Company**"), its respective members and creditors under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder. The said scheme of arrangement is effective from the appointed date (i.e. April 01, 2017) and operative with effect from the date of filing the copy of NCLT order by the companies with jurisdictional Registrar of Companies (i.e. September 04, 2023). Accordingly, pursuant to said NCLT order and the Scheme,

M/S. S CHAND AND COMPANY LIMITED.....3

Nirja and Blackie have been amalgamated with and into the Company, the education business of DS Digital and Safari have been demerged with and into the Company and DS Digital with its residual business (i.e. business remaining after demerger of its education business) has been amalgamated with and into Safari.

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 not altered its Memorandum and Articles of Association of the Company.

***For Suresh Gupta & Associates
Company Secretaries***


***Suresh Gupta
(Proprietor)
FCS No.:5660
CP No.:5204
Peer Review Cert. No. 740/2020
UDIN: F005660E001471993***



***Date: 26/10/2023
Place: Noida***



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

Date: November 23, 2023

To,
The Registrar of Companies
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi - 110019

Sub.: Clarification in relation to Authorized Share Capital as mentioned in point IV (i) (a) in form MGT-7 of S Chand And Company Limited ("the Company") for the financial year 2022-23

Dear Sir,

In reference to the captioned subject, this is to inform you that the authorized share capital of the Company as on March 31, 2023 was Rs. 20,00,00,000/- divided into 4,00,00,000 Equity Shares of face value of Rs. 5/- each

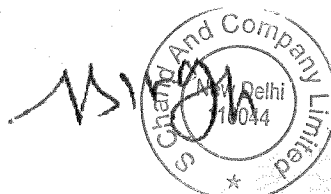
The Hon'ble National Company Law Tribunal, New Delhi Bench III vide its order dated July 24, 2023 ("NCLT Order"), had approved the composite scheme of arrangement ("Scheme") amongst Blackie & Son (Calcutta) Private Limited ("Transferor Company No. 1"), Nirja Publishers & Printers Private Limited ("Transferor Company No. 2"), DS Digital Private Limited ("Demerged Company No. 1"), Safari Digital Education Initiatives Private Limited ("Demerged Company No. 2") and S Chand and Company Limited ("Transferee Company / the Company"), their respective shareholders and creditors.

Pursuant to the aforesaid Scheme Transferor Company No. 1 and Transferor Company No. 2 have been amalgamated with and into the Company.

Pursuant to the said NCLT order the authorized share capital of Transferor Company No. 1 and Transferor Company No. 2 have been clubbed with the authorized share capital of the Company. Post amalgamation, the Authorized Share Capital of the Company / Transferee Company is as under:

Equity - 4,03,00,000 Equity Shares of face value of Rs. 5/- each	20,15,00,000
Total	20,15,00,000

The said NCLT order was filed by the Company, Transferor Company No. 1 and Transferor Company No. 2 with the Registrar of Companies on 04th September, 2023 through form INC-28 vide SRN AA4546419, AA4438963 and AA4438619, respectively. Pursuant to approval of said SRNs by the Registrar of Companies, the authorized share capital of the Company has been changed from Rs. 20,00,00,000/- to Rs. 20,15,00,000/-.



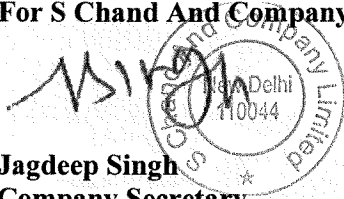
Please note that in order to align the authorized share capital of the Company with the master data on the Ministry of Corporate Affairs portal, we have mentioned increased authorized share capital of Rs. Rs. 20,15,00,000/- divided into 4,03,00,000 Equity Shares of face value of Rs. 5/- each in form MGT-7.

Copy of the aforesaid NCLT order and Challan of form INC-28 filed vide SRN AA4546419 are attached herewith.

Kindly take the above information on your record.

Thanking you,

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

IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COURT-III

Item No.105

New IA(Com.A)- 247/2023

In

CAA-60(ND)/2020

IN THE MATTER OF:

Blackie & Son (Culcutta) Pvt Ltd. & Nirja Publishers & Printers Pvt Ltd.

.... APPLICANT/PETITIONER

SECTION

U/s 230-232

Order delivered on 24.07.2023

CORAM:

SHRI BACHU VENKAT BALARAM DAS, HON'BLE MEMBER (JUDICIAL)

SHRI ATUL CHATURVEDI HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Mr. Lokesh Dyani, Ms. Ashima Jain, Advocates in IA-247/2023

For the IT Department : Mr. Sanjay Kumar, Ms. Easha and Ms. Hemlata Rawat, Standing Counsels for Income Tax Department

For the OL : Ms. Hemlata Rawat Counsel for OL

ORDER

IA(Com.A)- 247/2023:-

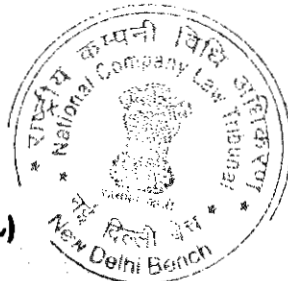
The Ld. Counsel appearing for the Applicant has submitted that various typographical errors are there in the order dated 16.06.2023 and details of which has been mentioned in the present application.

Keeping in view, the fact that there are lot of mistakes in the said order, we deem it appropriate to issue modified order carrying out the corrections.

Accordingly, modified order is issued separately.

IA disposed of.

Sd/-
(ATUL CHATURVEDI)
MEMBER (TECHNICAL)



Sd/-
(BACHU VENKAT BALARAM DAS)
MEMBER (JUDICIAL)

11/08/2023
सहायक (पंजीयक)
ASSISTANT REGISTRAR
राष्ट्रीय कंपनी विधि अधिकारण
NATIONAL COMPANY LAW TRIBUNAL
C.G.O. COMPLEX, NEW DELHI-110003

NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (COURT- III)

C.P.(CAA)-60/ND/2020

In

CA(CAA) 12/ND/2020

Section 230 to Section 232 of the Companies Act, 2013

IN THE MATTER OF SCHEME OF ARRANGEMENT:

AMONGST

M/S BLACKIE & SON (CALCUTTA) PVT LTD

... Petitioner No.1 /Transferor Company No.1
AND

M/S NIRJA PUBLISHERS & PRINTERS PVT LTD

... Petitioner No.2 /Transferor Company No. 2
AND

M/S DS DIGITAL PVT LTD

...Petitioner No.3/ Demerged Company No.1

AND

M/S SAFARI DIGITAL EDUCATION INITIATIVES PVT LTD

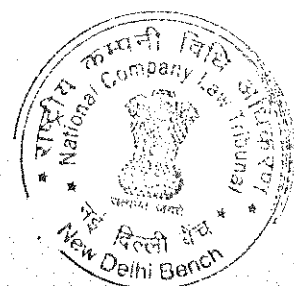
...Petitioner No.4/ Demerged Company No.2

WITH

M/S S CHAND AND COMPANY LTD

... Petitioner No.5/ Transferee Company No. 1

Order Delivered on: 24.07.2023



CORAM:

SH. BACHU VENKAT BALARAM DAS, HON'BLE MEMBER (JUDICIAL)
SH. ATUL CHATURVEDI, HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Mr. Satwinder Singh, Adv.

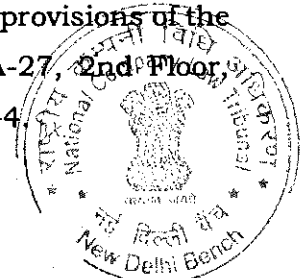
For the RD : Ms. Priyadarshini Dewan, Ms. Swechcha Mishra, Adv.

For the OL : Ms. Hemlata Rawat Adv.

ORDER

PER: ATUL CHATURVEDI, MEMBER (TECHNICAL)

1. This is a 2nd Motion Petition filed under Sections 230, 232 & 66 of the Companies Act, 2013, in connection with the proposed scheme of Arrangement amongst Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd.
2. M/s. Blackie & Son (Calcutta) Pvt Ltd, (hereinafter referred to as "Transferor Company-1") was incorporated on 09.10.1979 under the provisions of the Companies Act, 1956 having its registered office at 7361, Ravindra Mansion, Ram Nagar, Qutab Road, New Delhi-110055.
3. M/s. Nirja Publishers & Printers Pvt Ltd, (hereinafter referred to as "Transferor Company- 2") was incorporated on 31.08.1971 under the provisions of the Companies Act, 1956 having its registered office at 7361, Ravindra Mansion, Ram Nagar, Qutab Road, New Delhi-110055.
4. M/s. DS Digital Pvt Ltd, (hereinafter referred to as "Demerged Company1") was incorporated on 28.01.2008 under the provisions of the Companies Act, 1956 having its registered office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.



5. M/s. Safari Digital Education Pvt Ltd, (hereinafter referred to as "Demerged Company-2") was incorporated on 23.06.2010 under the provisions of the Companies Act, 1956 having its registered office at A27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi 110044.
6. M/s. S Chand and Company Ltd, (hereinafter referred to as "Transferee Company - 1") was incorporated on 09.09.1970 under the provisions of the Companies Act, 1956 having its registered office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.
7. The present Petition has been filed by all the Companies jointly. Since the Registered offices of all the Petitioner Companies is situated in Delhi, the jurisdiction lies with this Adjudicating Authority. The Transferor Companies No. 1 & 2, the Demerged Companies No.1 & 2 and the Transferee Company had filed a 1st Motion Joint Application under Sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any, being CA(CAA)12(ND) OF 2020, with this Tribunal. To obtain appropriate orders to dispense/convene meetings of Shareholders, Secured Creditors and Un-Secured Creditors, of these companies for the purpose of considering and approving, with or without, the aforesaid Scheme of Arrangement.
8. This Tribunal was pleased to direct for the convening of separate meetings of Equity Shareholders of the Transferee Company No.1, Secured Creditors of the Transferor Company No.2, the Demerged Company No.1 and the Transferee Company No.1 and Un-Secured Creditors of the Transferor Company No.2, the Demerged Company No.1 and the Transferee Company No.1 on 25th March, 2020 and 26th March 2020. In view of complete nationwide Lockdown to contain the COVID-19 pandemic, these meetings were forced to be cancelled and this Tribunal further directed to hold the aforesaid, meetings through video



conferencing with facility to remote e-voting on 17.07.2020 and 18.07.2020. The composite scheme of Arrangement was considered and approved unanimously with overwhelming majority in each of the meetings, the details of which have been filed.

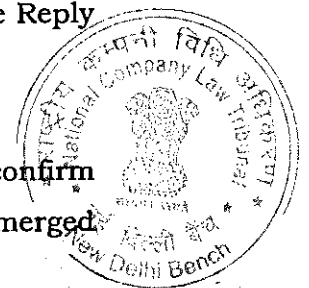
9. Subsequent to the order of dispensation of meetings in relation to the Transferor Companies, the Second Motion petition was moved by the Petitioner Companies in connection with the Scheme of Arrangement for issuance of notices to the Central Government, Registrar of Companies NCT of Delhi & Haryana, Regional Director (Northern Region) MCA, Income Tax Authorities, Official Liquidator, Reserve Bank of India and other sectoral regulators who shall be affected by the proposed Scheme and to such other Objector(s), if any, and also for publication of notice in respect of the said Scheme. The said petition was admitted and directions were issued, by this Tribunal requiring the Petitioner Companies to serve notices to the Central Government, Registrar of Companies NCT of Delhi & Haryana, Regional Director (Northern Region) MCA, Income Tax Authorities, Official Liquidator and other sectoral regulators likely to be affected by the said proposed Scheme and also to carry out necessary publication in English and Hindi newspapers with respect to the said Scheme.
10. It is submitted by the Petitioners that in compliance of the above stated directions, the Petitioners duly filed an Affidavit of Service by confirming that the aforesaid Notices of the present Company Petition were published in Business Standard (English) and Business Standard (Hindi) newspaper Delhi edition. It is further submitted that the Petitioner Companies also served the Notices of the present Company Petition to all the statutory authorities.
11. The Regional Director vide its report dated 19.01.2021 has raised the following observations: -



- (a) Refer to clause 14 & 37 of the scheme, the Transferee Company shall comply with Section 232(3)(i) of the Companies Act, 2013 and pay the difference fee on the consolidated authorized share capital of the transferee company, after setting off the fee already paid by the Transferor Companies on their respective capital.
- (b) The Auditor has stated in the Financial Statement of Transferee Company filed for the Financial Year 2019-2020 that they are unable to verify the existence/condition of inventories of INR 103.55 Million, raw material of INR 556.40 Million, finished goods of INR 3.18 Million traded goods to determine adjustment that may be required to be made in the value of inventory. Therefore, the valuation shown under inventory may change and also the valuation report which is based on Financial Statement as at 31.03.2020.
- (c) As per Note 53 of in Financial Statement of Transferee Company filed for the Financial Year 2019-2020, there are uncertainty in receivables, inventory, raw material to use assets and investment in subsidiaries and debt repayment.
- (d) As per para (i) of the Auditor report of Transferee company, the remuneration of the director for the year ended 31.03.2020 is in excess of the limit applicable u/s 197 of the Act by Rs. 5 million.

12. The Petitioner Companies had field their reply dated 29.01.2021 in response to the Regional Director's Report dated 19.01.2021. The Reply of the Petitioner Companies is summarized below: -

- a. As provided in the Scheme of Arrangement, we wish to reiterate, confirm and undertake that the Transferee Company No. 1 and the Demerged

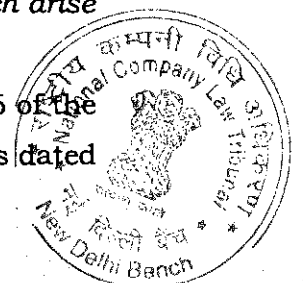


Company No. 2 will comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 and other applicable provisions, if any, and make the requisite payment to the Registrar of Companies and other Authorities, if any, on increase of their respective authorized capital subsequent to the sanction of the Scheme of Arrangement.

- b. With regard to the remarks made by the Statutory Auditors of the Transferee Company No.1 in its report on the Audited Financial Statements for the year ended 31st March, 2020, with regard to the verifications of inventories; it is most respectfully submitted that these observations/disclosures are made in the Auditors' Report/Financial Statements and are not necessarily a negative statement. As observed by the Statutory Auditors themselves, complete explanations are given in note 54 to the Audited Financial Statements for the year ended 31st March, 2020, which is reproduced below for the ready reference of this Hon'ble Tribunal:

Note 54: *The Company, as part its policy, performs physical verification of inventory bi-annually in September and March every year. Accordingly, the management had carried out physical verification of inventory as at September 30,2019. However, as at March 31, 2020, due to travel restrictions on account of COVID-19 and due to significant business activities subsequent to year-end in the post lock down period, the management could not perform physical count of inventory as at March 31, 2020 through to the date of approval of these Financial Statements. The management has, therefore, relied upon the inventory count reflected in its books of accounts, which is the balancing figure for the opening, purchases and the inventory consumed/sold during the financial year. The management intends to complete the physical verification process in the subsequent quarter and does not expect any significant impact which arise on completion of this process.*

As mentioned by the Learned Regional Director in para 7 at page 6 of the RD Affidavit, the valuation Report for the Scheme of Arrangement is dated

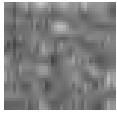


November 14, 2017, after which the Scheme was filed with the Stock Exchanges and SEBI for approval, before filing the same with this Hon'ble Tribunal. Hence, the aforesaid observations made by the Auditors with regard to the inventories do not have any bearing either on the Share Valuation Report or on the proposed Scheme of Amalgamation.

- c. With regard to Note 53 on uncertainty in receivables, inventory, raw material, right to use assets and investment in subsidiaries and debt repayment in the Transferee Company No.1, it is submitted that a lot of uncertainty prevailed in the economy on account of COVID-19 pandemic and the resultant nationwide lockdown. It may be noted that the Transferee Company No.1 is engaged in publishing of educational books and other related activities. Schools and educational institutions are one of the worst hit industries due to COVID-19 pandemic. Necessary disclosure was made on the aforesaid aspects in Note 53 to the Financial Statements of the Transferee Company for the year ended 31st March, 2020, in compliance with the Companies Act, 2013 and other applicable provisions.

However, the situation is gradually improving. The Transferee Company No.1 has started realizing receivables. The realization of receivables has been slow since most of the Educational Institutions remained closed and academic sessions/semesters/admissions were delayed due to delay in examination results. The inventories of the Transferee Company No.1 have been sold during the subsequent periods and the raw material has also been put to use for production and services to customers. With regard to debt repayment, it is submitted that it has been made regularly after obtaining moratorium as approved by the Banks of the Transferee Company No.1 and there are no overdues payable by the Transferee Company No.1. The management of the Transferee Company No.1 is of the view that uncertainty on the Investment in Subsidiaries is realizable except where provision has been made in books of accounts.





The proposed scheme of Arrangement will enable the Petitioner Companies to consolidate similar businesses. The Scheme will lead to simplification of group structure by eliminating multiple companies in similar business, thus enabling focus on core competencies which has become all the more critical in the present challenging times.

d. With regard to excess remuneration paid to the Director of the Transferee Company No.1 for the year ended 31st March, 2020, it is submitted that in terms of the provisions of the Companies Act, 2013, the Transferee Company No.1 had already taken approval of the Shareholders at the Annual General Meeting convened on 29th September, 2020 for the remuneration paid to the Directors during the Financial Year 2019-20. As on the date of this Affidavit, all the compliances have been made with regard to the remuneration paid to the Directors during the Financial Year 2019-20.

13. The Income Tax Department vide its report dated 14.01.2021 submitted to this tribunal stating therein that they have no objection with respect to the present Scheme of arrangement, subject to the condition that provisions of section 72 A of the IT Act to be complied. The Petitioner company have stated that none of the Petitioner companies has any outstanding Income Tax due. Be that as it may, the Income Tax Department can initiate appropriate proceedings for recovery of Income Tax dues if any.

14. The Official Liquidator vide its report dated 03.12.2020 submitted to this Tribunal stating therein that they have no objection with respect to the present Scheme of arrangement.

15. We have gone through the observations made by the Regional Director in its report dated 19.01.2021 and the reply of the petitioner companies. On



perusal of the observation and reply by Petitioner Companies, we find no impediment for the approval of the scheme.

16. In view of the foregoing facts and discussion and upon considering the approval accorded by the Members and Creditors of all the Companies to the proposed Scheme and also in the view of the fact that no sustainable objections have been raised by the Office of the Regional Director, Income Tax Department or any other interested party, there does not appear to be any impediment in granting sanction to the Scheme proposed of Arrangement.
17. Accordingly, in the sequel to the above facts and circumstances, the sanction is hereby granted to the Scheme of Arrangement proposed by the Applicant Company under Section 230 to 232 of the Companies Act, 2013.
18. Consequently, the sanction is hereby granted to the Scheme under Section 230 to 232 of the Companies Act, 2013. Upon the sanction becoming effective from the appointed date of amalgamation and arrangement i.e., 1st April, 2017, the Transferor Companies shall stand dissolved without undergoing the process of winding up.
19. This Tribunal with respect to De-merger of Educational Business of the Demerged Company-1 and Demerged Company-2 into the Transferee Company to Order:

- a) That all properties, rights and powers of Demerged Undertaking be transferred without further act or deed to the Resulting Company and accordingly, the same shall pursuant to Section 230-232 of the Companies Act, 2013 be transferred to and vested in the Resulting Company for all intents, purposes and interest of the Demerged Undertaking subject nevertheless to all changes now affecting the same; and



- b) That all the liabilities, (if any) and powers, engagements, obligations and duties of the Demerged Undertaking shall pursuant to Section 232(3) of the Companies Act, 2013 without further act or deed be transferred to the Resulting Company and accordingly the same become the liabilities and duties of the Resulting Company; and
- c) That all proceedings now pending by or against the Demerged Undertaking shall be continued by or against the Resulting Company; and
- d) That the Petitioner Company, shall within thirty days of the date of the receipt of this order cause a certified copy of this Order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Demerged Undertaking shall be deemed to be transferred; and

20. This Tribunal further directs amalgamation with respect to Transferor Companies No. 1 and 2 with Transferee Company No.1.

21. This Tribunal further directs Amalgamation of Demerged Company No.1 (With the residual business remaining in the company after the demerger of its educational business) with Demerged Company No. 2 that:

- i. All contracts of the Transferor Companies, which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favor of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obliged thereto;

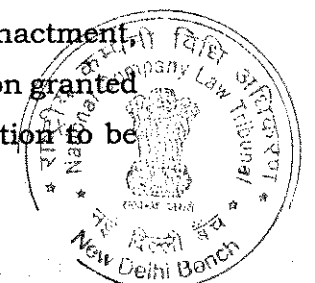


ii. All the employees of the Transferor Company shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favorable than those on which they are engaged by the Transferor Company, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;

iii. All liabilities of the Transferor Companies, shall, pursuant to the provisions of section 232(4) and other applicable provisions of the Companies Act, 2013, to the extent they are outstanding as on the Effective Date, without any further act, instrument or deed stand transferred to and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations etc. as the case may be, of the Transferee Company and shall be exercised by or against the Transferee Company, as if it had incurred such liabilities.

iv. All proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company.

22. The sanctioned Scheme of Arrangement shall be binding on all the Petitioner Companies and their Shareholders and Creditors. The Petitioner Companies shall remain bound to comply with the statutory requirements in accordance with law. Notwithstanding the above, if at any stage any deficiency is found or violation committed qua any enactment, statutory rule or regulation is found to be committed, the sanction granted by this Tribunal to the Scheme will not come in the way of action to be

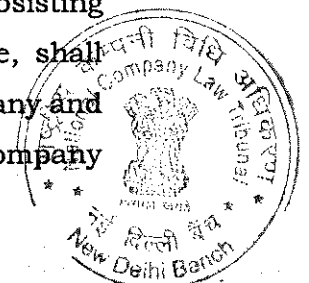


taken, albeit, in accordance with the law, against the concerned persons, Directors and Officials of the Applicant Company.

23. While approving the Scheme as above, it is clarified that this Order should not be construed as an order in any way granting exemption from payment of Stamp Duty, Taxes or other statutory dues, if any, and payment in accordance with law or in respect to any permission/compliance with any other requirement, which may be specifically required under any law will be made. Further, the approval of the Scheme would in no manner affect the tax treatment of the transactions under the Income Tax Act, 1961 or serve as any exemption or defense for the Applicant Companies against tax treatment in accordance with the provisions of Income Tax Act, 1961.

24. This Tribunal further directs with respect to Transferor companies and Transferee company, that:

- a. All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Companies are entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;
- b. All contracts of the Transferor Companies, which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company



and may be enforced by or against it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto;

- c. All the employees of the Transferor Companies shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Transferor Companies, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits.

25. In compliance with the requirement of Section 230 (1) of the Act, the Petitioner Companies shall, until the full implementation of the Scheme of Arrangement, file statement in Form CAA 8 along with the required fee as prescribed in the Companies (Registration offices and fees) Rules 2014 within 210 days from the end of each financial year.

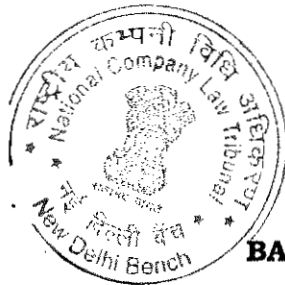
1013
Date of Preparation of application for Copy 8/8/23
No. of Pages 14
Registration & Postage Fee S. Pan Pasi
Total ₹ 400
Date of Receipt & Record of Copy
Date of Preparation of Copy 11/8/23
Date of Delivery of Copy 11/8/23

26. The Company Petition bearing C.P.(CAA)-60/(ND)/2020 is allowed in the above terms.

DD/DRAR/Court Officer
National Company Law Tribunal
New Delhi

Sd/-

ATUL CHATURVEDI
(MEMBER TECHNICAL)



Sd/-

BACHU VENKAT BALARAM DAS
(MEMBER JUDICIAL)

11/08/2023

सहायक पंजीयक
ASSISTANT REGISTRAR
राष्ट्रीय कम्पनी विधि अदिकरण
NATIONAL COMPANY LAW TRIBUNAL
C.G.O. COMPLEX, NEW DELHI-110003

**MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7**

SRN: AA4546419/ BharatKoshOrderId :1-10861836374

Service Request Date:
04/09/2023

SRN Date: 04/09/2023 12:26:32

RECEIVED FROM:

Name: HIMANSHU GUPTA

Address: A-27 2ND FLOOR, MOHAN COOPERATIVE INDUSTRIAL ESTATE, New Delhi, New Delhi, Delhi, 110044

ENTITY ON WHOSE BEHALF MONEY IS PAID

LLPIN/CIN/DIN: L22219DL1970PLC005400

Name: S CHAND AND COMPANY LIMITED

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

FULL PARTICULARS OF REMITTANCE

Service Type: eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for INC-28	Normal	600
	Additional	0
Total		600

Mode of Payment: Online

Received Payment Rupees: Six Hundred Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)