

# 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

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, NA  
New Delhi  
South Delhi  
Delhi  
110044

(c) \*e-mail ID of the company

JS\*\*\*\*\*UP.COM

(d) \*Telephone number with STD code

01\*\*\*\*\*00

(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, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 20/09/2024

(b) Due date of AGM 30/09/2024

(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	95.28

## 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	VIKAS PUBLISHING HOUSE PRIVATE	U74899DL1971PTC005766	Subsidiary	100
6	CONVERGIA DIGITAL EDUCATION	U80903DL2020PTC369266	Subsidiary	100
7	S. CHAND EDUTECH PRIVATE LIMITED	U80302DL2010PTC206251	Subsidiary	99.71
8	SAFARI DIGITAL EDUCATION INDIA	U80904DL2010PTC204512	Subsidiary	99.99
9	EDUTOR TECHNOLOGIES INDIA	U80904AP2009PTC064404	Subsidiary	54.85

#### 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	35,217,379	35,217,379	35,217,379
Total amount of equity shares (in Rupees)	201,500,000	176,086,895	176,086,895	176,086,895

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	40,300,000	35,217,379	35,217,379	35,217,379
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	201,500,000	176,086,895	176,086,895	176,086,895

###### (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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	35,156,336	35156336	175,781,680	175,781,680	
<b>Increase during the year</b>	0	61,043	61043	305,215	305,215	4,693,610
i. Public Issues	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	61,000	61000	305,000	305,000	4,693,610
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	0	43	43	215	215	0
Pursuant to Scheme of Arrangement						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	35,217,379	35217379	176,086,895	176,086,895	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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"/>
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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"/>
--	----------------------

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"/>
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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
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>	<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**

2,505,559,555.04

**(ii) Net worth of the Company**

8,298,981,711

**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	47.06	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	
	<b>Total</b>	16,573,932	47.06	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	10,668,724	30.29	0	
	(ii) Non-resident Indian (NRI)	146,613	0.42	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	2,744,805	7.79	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,661,106	4.72	0	
10.	Others ALTERNATE INVESTMENT FI	3,422,199	9.72	0	
	<b>Total</b>	18,643,447	52.94	0	0

**Total number of shareholders (other than promoters)**

40,837

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

40,843

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE UNIVERSITY OF TE	DEUTSCHE BANK AG, DB HOUSE H			16,619	0.05
QUADRATURE CAPITA	JP Morgan Chase Bank N.A, India S			731	0
ACADIAN EMERGING I	DEUTSCHE BANK AG DB HOUSE, H			18,985	0.05
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			31,305	0.09

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDUCIAN INDIA FUN	CITIBANK N.A. CUSTODY SERVICES			130,754	0.37
BNP PARIBAS FINANCI	BNP PARIBAS HOUSE 1 NORTH AV			11	0
BUMA-UNIVERSAL-FO	JP Morgan Chase Bank N.A, INDIA			47,306	0.13
RUSSELL INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			17,159	0.05
THE MIRI STRATEGIC E	DEUTSCHE BANK AG, DB HOUSE H			2,212,542	6.28
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			225,602	0.64
COMMONWEALTH OF	DEUTSCHE BANK AG DB HOUSE, H			8,608	0.02
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			1,628	0
TEACHERS&apos; RETI	2815 WEST WASHINGTON STREET			33,389	0.11
BNP PARIBAS FINANCI	BNP PARIBAS, CUSTODY OPERATIC			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)	44,291	40,837
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
<b>A. Promoter</b>	2	2	2	2	27.94	5.14
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	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	27.94	5.14

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	5,994,038	
DINESH KUMAR JHUN	00282988	Whole-time director	3,846,854	
DESH RAJ DOGRA	00226775	Director	0	
ARCHANA CAPOOR	01204170	Director	0	
RAJAGOPALAN CHAN	03634002	Director	0	
SAVITA GUPTA	00053988	Director	1,218,617	
GAURAV KUMAR JHU	03518763	Director	592,000	
SAURABH MITTAL	AEVPM1259E	CFO	77,500	
JAGDEEP SINGH	AWXPS9433J	Company Secretar	7,096	

**(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 MEETI	26/09/2023	42,880	107	47.74

## 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	30/05/2023	7	6	85.71
2	20/07/2023	7	6	85.71
3	11/08/2023	7	5	71.43
4	10/11/2023	7	7	100
5	08/01/2024	7	5	71.43
6	06/02/2024	7	5	71.43

## 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 COMM	27/05/2023	3	3	100
2	AUDIT COMM	30/05/2023	3	3	100
3	AUDIT COMM	11/08/2023	3	3	100
4	AUDIT COMM	10/11/2023	3	3	100
5	AUDIT COMM	08/01/2024	3	3	100
6	AUDIT COMM	06/02/2024	3	3	100
7	NOMINATION	20/07/2023	3	3	100
8	NOMINATION	06/02/2024	3	3	100
9	STAKEHOLDE	12/09/2023	3	2	66.67
10	RISK MANAGI	11/09/2023	5	4	80

**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	20/09/2024
								(Y/N/NA)
1	HIMANSHU GUPTA	6	6	100	12	7	58.33	Yes
2	DINESH KUMAR JHA	6	5	83.33	9	8	88.89	Yes
3	DESH RAJ DIXIT	6	6	100	10	10	100	Yes
4	ARCHANA CHAKRABORTY	6	6	100	8	8	100	Yes
5	RAJAGOPALAN	6	6	100	11	11	100	Yes
6	SAVITA GUPTA	6	1	16.67	1	1	100	Yes
7	GAURAV KUMAR	6	4	66.67	9	5	55.56	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 DIRECTOR	17,350,000	5,000,000	0	400,000	22,750,000
2	DINESH KUMAR JHA	WHOLE TIME DIRECTOR	13,300,000	3,500,000	0	100,000	16,900,000
	Total		30,650,000	8,500,000	0	500,000	39,650,000

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	16,723,369	0	632,175	0	17,355,544
2	JAGDEEP SINGH	COMPANY SECRETARY	8,270,320	0	379,305	0	8,649,625
	Total		24,993,689	0	1,011,480	0	26,005,169

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DESH RAJ DOGRA	DIRECTOR	0	0	0	690,000	690,000
2	ARCHANA CAPOO	DIRECTOR	0	0	0	620,000	620,000
3	RAJAGOPALAN CH	DIRECTOR	0	0	0	725,000	725,000
	Total		0	0	0	2,035,000	2,035,000

#### 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 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

HIMANSHU GUPTA  
Digitally signed by HIMANSHU GUPTA  
Date: 2024.11.18 17:07:55 +05'30'

DIN of the director

0\*0\*4\*1\*

**To be digitally signed by**

JAGDEEP SINGH P SINGH  
Digitally signed by JAGDEEP SINGH P SINGH  
Date: 2024.11.18 17:08:55 +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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Form MGT-8_SCHAND.pdf List of Committee Meetings-S Chand.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**