

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U22110DL2013PTC262320

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECN5485F

(ii) (a) Name of the company

NEW SARASWATI HOUSE (IND

(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.saraswatihouse.com

(iii) Date of Incorporation

17/12/2013

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private 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

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	99.09

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	S CHAND AND COMPANY LIM	L22219DL1970PLC005400	Holding	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	100,000	27,236	27,236	27,236
Total amount of equity shares (in Rupees)	1,000,000	272,360	272,360	272,360

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000	27,236	27,236	27,236

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000	272,360	272,360	272,360

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	27,236	272,360	272,360	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0

viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	27,236	272,360	272,360	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	0	0	0	

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			251,114,121
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			279,472,137
Deposit			0
Total			530,586,258

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**

687,615,148

(ii) Net worth of the Company

201,471,967

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	0	0	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)	27,236	100	0	
10.	Others	0	0	0	
	Total	27,236	100	0	0

Total number of shareholders (promoters)

2

(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	0	0	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	0	0	0	0

Total number of shareholders (other than promoters)

0

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

2

**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	2	2
Members (other than promoters)	0	0
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	0	0	0	0	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	1	0	1	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	1	3	1	3	0	0

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

5

(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)
ANKITA GUPTA	00054090	Whole-time director	0	
HIMANSHU GUPTA	00054015	Director	0	
DINESH KUMAR JHUN	00282988	Director	0	
RAJAGOPALAN CHAN	03634002	Director	0	
Shammi Manik	AAFPM2202D	CEO	0	

(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)
Shammi Manik	AAFPM2202D	CEO	11/02/2020	Appointment

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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	08/08/2019	2	2	100
Annual General Meeting	05/09/2019	2	2	100
Extra Ordinary General Mee	13/03/2020	2	2	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2019	4	3	75
2	05/08/2019	4	2	50
3	08/11/2019	4	3	75
4	11/02/2020	4	3	75

C. COMMITTEE MEETINGS

Number of meetings held

1

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	Corporate Soc	24/05/2019	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	15/09/2020
								(Y/N/NA)
1	ANKITA GUP	4	2	50	0	0	0	Yes
2	HIMANSHU G	4	4	100	1	1	100	Yes

3	DINESH KUM	4	4	100	1	1	100	Yes
4	RAJAGOPAL	4	1	25	1	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ankita Gupta	Whole-time Dire	4,262,826	0	0	506,787	4,769,613
	Total		4,262,826	0	0	506,787	4,769,613

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shammi Manik	CEO	8,101,247	0	0	677,028	8,778,275
	Total		8,101,247	0	0	677,028	8,778,275

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajagopalan Chand	Director	0	0	0	25,000	25,000
	Total		0	0	0	25,000	25,000

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**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

Nikita Shukla

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

22855

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.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

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

23

dated

07/08/2018

(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

JHUNJHUNW Digitally signed by
ALA DINESH KUMAR
Date: 2020.11.25
17:53:43 +05'30'

DIN of the director

00282988

To be digitally signed by

NIKITA SHUKLA Digitally signed by
NIKITA SHUKLA
Date: 2020.12.04
01:14:59 +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

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders-NSH-31032020.pdf
MGT-8-NSH.pdf

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



New Saraswati House (India) Pvt. Ltd.

Educational Publishers

Head Office : Second Floor, MGM Tower, 19 Ansari Road, Daryaganj, New Delhi - 110002, INDIA,

Phone : +91 11 4355 6600 • Fax : +91 11 4355 6688 • E-mail : delhi@saraswathihouse.com

Website : www.saraswathihouse.com • Customer Support Number : 1800 2701 460

List of Equity Shareholders of New Saraswati House (India) Private Limited **as on March 31, 2020**

Sl. No.	Name of shareholder	DP Id – Client ID / Folio No.	No. of equity shares held
1	S Chand And Company Limited	IN301549-36406701	3,850
2	S Chand And Company Limited	IN300118-11616961	18,486
3	Vikas Publishing House Private Limited	IN300118-11616402	3,370
4	Vikas Publishing House Private Limited	IN300118-11616953	1,530
	Total		27,236

For New Saraswati House (India) Private Limited


Himanshu Gupta

Director

DIN: 00054015

Address: A-27, 2nd Floor,

Mohan Co-operative Industrial Estate,

New Delhi-110044

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

CIN: U22110DL2013PTC262320



Saraswati®

Diamond®

Me'n' Mine®

NIKITA SHUKLA
PRACTISING COMPANY SECRETARY
35C/14A, M.B. Extn. Badarpur, New Delhi-110044
Mob. 8860307807, E:ssconsultancy.002@gmail.com

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

I have examined the registers, record, books and papers of **NEW SARASWATI HOUSE (INDIA) PRIVATE LIMITED (CIN: U22110DL2013PTC262320)** ("the Company") as required to be maintained under The Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31st March, 2020. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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; Deemed Public Limited Company (Subsidiary of Public Limited 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, the Tribunal, Court or other authorities within the prescribed time; However, certain forms have been filed beyond the prescribed timelines with additional fees;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees 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 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/Security holders during the aforesaid financial year;
 6. The Company has not made any loan and advance to its Directors or persons or firms or Companies referred in Section 185 of the Act;
 7. All related party transactions / contracts that were entered into during the financial year, are in compliance with Section 177 and 188 of the Act;



8. During the year, the Company has not issued, allotted and transferred any Equity Shares. There was no buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital.
9. There was no instance for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
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 statement 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 provisions of Act and Rules made thereunder with respect to constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors / Independent Directors, Key Managerial Personnel and the remuneration paid to them.

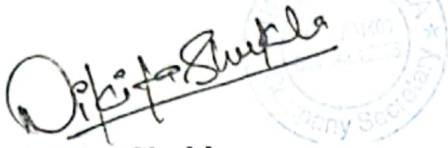
However, during the year under review the remuneration paid to Mrs. Ankita Gupta Whole-time Director of the Company, exceed the limits applicable under Section 197 of the Companies Act, 2013 by Rs. 4.69 millions. We are informed by the management that the Company suffered net losses during the financial year 2019-20. These losses has been incurred due to the loss of sales in fourth quarter of the financial years 2019-20 which has resulted due to nationwide lockdown imposed by the Government Authorities amid Covid 19 Pandemic. Therefore, due to this net loss remuneration paid to Mrs. Ankita Gupta, Whole-time Director of the Company, exceed the limits applicable under Section 197 of the Companies Act, 2013. Pursuant to the provisions of section 197 (10) of the Act, the Company with the approval of members of the Company by passing special resolution at their Annual General Meeting held on September 15, 2020 waived off the recovery of said excess remuneration from Mrs. Ankita Gupta.

13. Appointment / reappointment / filling up casual vacancies of auditors is as per the provisions of Section 139 of the Act;
14. During the year under review, there was no instance requiring approvals of the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. During the period under review, the Company has not accepted/renewed/repaid any deposits;
16. During the period under review, the Company has not borrowed any money from its Directors and Banks. The Company has obtained a vehicle loan from financial institution for which provisions of creation of charges has been complied. The Company has also taken unsecured optionally convertible loans from its related parties in accordance with the provisions of the Act.



17. During the period under review, the Company has not given /made loans, guarantees or investments covered under the provisions of Section 186 of the Act.

18. During the period under review, the Company has not altered its Memorandum and Articles of Association of the Company.



Nikita Shukla
Practising Company Secretary
Membership No: A51403
COP No: 22855

Date: 17.11.2020
Place: New Delhi
UDIN: A051403B001239766