

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

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.saraswathihouse.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 | 99.64 |

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 LIMI | 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 |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| <input type="text"/> | | | | |
| 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 | 20,000,000 | 13,639,989 | 13,639,989 | 13,639,989 |
| Total amount of preference shares (in rupees) | 200,000,000 | 136,399,890 | 136,399,890 | 136,399,890 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | 20,000,000 | 13,639,989 | 13,639,989 | 13,639,989 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 200,000,000 | 136,399,890 | 136,399,890 | 136,399,890 |

(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 | Physical | DEMAT | Total | | | |
| At the beginning of the year | 0 | 27,236 | 27236 | 272,360 | 272,360 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|--|------------|--------|----------|-------------|-------------|---|
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 0 | 27,236 | 27236 | 272,360 | 272,360 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 13,639,989 | 0 | 13639989 | 136,399,890 | 136,399,890 | |
| 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 | | | | | | |
| Conversion of outstanding loan plus accrued interest | 13,639,989 | 0 | 13639989 | 136,399,890 | 136,399,890 | |
| 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 | 13,639,989 | 0 | 13639989 | 136,399,890 | 136,399,890 | |

ISIN of the equity shares of the company

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

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

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

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

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <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) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

782,341,572

(ii) Net worth of the Company

300,079,959

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 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|--------|-----|------------|-----|
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 27,236 | 100 | 13,639,989 | 100 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 27,236 | 100 | 13,639,989 | 100 |

Total number of shareholders (promoters)

3

(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 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | 0 |
| 10. | Others | 0 | 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)**

3

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 | 3 |
| 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

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

4

| 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 | 15/09/2020 | 2 | 2 | 100 |
| Extra Ordinary General Meeting | 25/11/2020 | 2 | 2 | 100 |
| Extra Ordinary General Meeting | 18/12/2020 | 2 | 2 | 100 |
| Extra Ordinary General Meeting | 06/03/2021 | 2 | 2 | 100 |

B. BOARD MEETINGS

*Number of meetings held

9

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 25/06/2020 | 4 | 2 | 50 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 2 | 13/08/2020 | 4 | 2 | 50 |
| 3 | 29/09/2020 | 4 | 2 | 50 |
| 4 | 10/11/2020 | 4 | 2 | 50 |
| 5 | 28/11/2020 | 4 | 3 | 75 |
| 6 | 09/12/2020 | 4 | 3 | 75 |
| 7 | 09/02/2021 | 4 | 2 | 50 |
| 8 | 15/03/2021 | 4 | 2 | 50 |
| 9 | 26/03/2021 | 4 | 3 | 75 |

C. COMMITTEE MEETINGS

Number of meetings held

| 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 | | | | | |

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 | 15/09/2021 |
| | | | | | | | | (Y/N/NA) |
| | | | | | | | | |
| 1 | ANKITA GUPTA | 9 | 3 | 33.33 | 0 | 0 | 0 | Yes |
| 2 | HIMANSHU GUPTA | 9 | 9 | 100 | 0 | 0 | 0 | Yes |
| 3 | DINESH KUMAR | 9 | 7 | 77.78 | 0 | 0 | 0 | Yes |
| 4 | RAJAGOPALAN | 9 | 2 | 22.22 | 0 | 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 | 1,791,953 | 0 | 0 | 0 | 1,791,953 |
| | Total | | 1,791,953 | 0 | 0 | 0 | 1,791,953 |

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 | Chief Executive | 5,808,468 | 0 | 0 | 0 | 5,808,468 |
| | Total | | 5,808,468 | 0 | 0 | 0 | 5,808,468 |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

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:

- 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.
- All the required attachments have been completely and legibly attached to this form.

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

To be digitally signed by

Director

Digitally signed by
JHUNJHNUW
ALA DINESH
KUMAR
Date: 2021.12.01
11:05:19 +05'30'

DIN of the director

00282988

To be digitally signed by

Digitally signed by
NIKITA
SHUKLA
Date: 2021.12.02
11:21:57 +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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders-NSHIPL-31032021.pdf
MGT-8-NSHIPL-31032021.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@saraswathouse.com

Website : www.saraswathouse.com • GST Number : 07AAECN5485F1ZA

List of Shareholders of New Saraswati House (India) Private Limited as on March 31, 2021

Equity Shareholders

| 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 |

Preference Shareholders

| Sl. No. | Name of Shareholder | Folio No; | No. of preference Shares held |
|---------|-----------------------------|-----------|-------------------------------|
| 1 | S Chand And Company Limited | P-1 | 55,70,007 |
| 2 | Chhaya Prakashani Limited | P-2 | 80,69,982 |
| | Total | | 1,36,39,989 |

For New Saraswati House (India) Private Limited

Dinesh Kumar Jhunjhnuwala

Director

DIN: 00282988

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.

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

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, 2021. 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 under the Companies Fresh Start Scheme, 2020;
 - 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, Board of Directors at its meeting held on March 26, 2021 allotted 13,639,989, 0.01% Compulsorily Convertible Preference Shares on right basis. Further, 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), 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, the members of the Company at their Annual General Meeting held on September 15, 2020 by way of special resolution under section 197 of the Act, waived off the recovery of excess remuneration of Rs. 4,691,226/- paid to Ms. Ankita Gupta, Whole-time Director of the Company, during the financial year 2019-20.

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 obtained secured working capital loan from Banks, for which provisions of creation of charges has been complied. Further the Company has also modified and satisfied the charges, for which modification / satisfaction of charges have 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 at its Extra Ordinary General Meeting held on March 06, 2021 by way of passing an ordinary resolution has altered its Memorandum of Association of the Company by way of increasing the Authorized share capital of the Company from Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to 20,10,00,000/- (Rupees Twenty Crores Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity shares of Rs.10/- each and 2,00,00,000 (Two crores) Preference shares of Rs. 10/- each by creation of 2,00,00,000 (Two crores) Preference shares of Rs. 10/- (Rupees Ten) each. There were no alteration in the Articles of Association of the Company.



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

Date: 02nd November 2021
Place: New Delhi
UDIN: A051403C001353431