

# 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

U72200DL2008PTC173250

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCH9683A

(ii) (a) Name of the company

DS DIGITAL PRIVATE LIMITED

(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

mgoyal@schandgroup.com

(d) \*Telephone number with STD code

01149731800

(e) Website

www.dsdigital.in

(iii) Date of Incorporation

28/01/2008

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	P	Education	P4	Educational support services	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	S CHAND AND COMPANY LIMI	L22219DL1970PLC005400	Holding	59.2

## 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	37,000,000	34,728,920	34,728,920	34,728,920
Total amount of equity shares (in Rupees)	370,000,000	347,289,200	347,289,200	347,289,200

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<input type="text"/>				
Number of equity shares	37,000,000	34,728,920	34,728,920	34,728,920

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	370,000,000	347,289,200	347,289,200	347,289,200

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	23,000,000	22,170,400	22,170,400	22,170,400
Total amount of preference shares (in rupees)	230,000,000	221,704,000	221,704,000	221,704,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	23,000,000	22,170,400	22,170,400	22,170,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	230,000,000	221,704,000	221,704,000	221,704,000

**(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>	24,312,044	10,416,876	34728920	347,289,200	347,289,200	
<b>Increase during the year</b>	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						
<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>	24,312,044	10,416,876	34728920	347,289,200	347,289,200	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	22,170,400	0	22170400	221,704,000	221,704,000	
<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				0	0	
NA						
<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>	22,170,400	0	22170400	221,704,000	221,704,000	

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)

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

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

Ledger Folio of Transferee

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

**(iv) \*Debentures (Outstanding as at the end of financial year)**

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

83,032,687

(ii) Net worth of the Company

-54,327,843

**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)	34,723,915	99.99	22,170,400	100
10.	Others		0		0
	<b>Total</b>	34,723,915	99.99	22,170,400	100

**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	5,000	0.01	0	0
	(ii) Non-resident Indian (NRI)	5	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



	<b>Total</b>	5,005	0.01	0	0
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**Total number of shareholders (other than promoters)**

2

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

4

**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)	2	2
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>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	2	0	2	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
<b>Total</b>	0	4	0	4	0	0

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

6

**(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	Director	0	
DINESH KUMAR JHUN	00282988	Director	0	
SHARAD TALWAR	02728042	Director	0	
RAJAGOPALAN CHAN	03634002	Director	0	
MANISH KUMAR GOYA	BJAPG9511J	Company Secretary	0	
Arvind Srivastava	AAMPS0052L	CFO	0	29/10/2021

**(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

7

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 Meeting	29/06/2020	4	2	99.99
NCLT convened meeting- S	17/07/2020	2	2	100
NCLT convened meeting- U	18/07/2020	339	28	46.13
Annual General Meeting	02/09/2020	4	2	99.99
Extra Ordinary General Meeting	12/11/2020	4	2	99.99
Extra Ordinary General Meeting	19/01/2021	4	2	99.99
Extra Ordinary General Meeting	24/02/2021	4	2	99.99

**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	17/06/2020	4	4	100
2	07/08/2020	4	4	100
3	29/09/2020	4	2	50
4	06/11/2020	4	4	100
5	19/01/2021	4	2	50
6	05/02/2021	4	3	75

### C. COMMITTEE MEETINGS

Number of meetings held

4

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	17/06/2020	3	3	100
2	Audit Committee	07/08/2020	3	3	100
3	Audit Committee	06/11/2020	3	3	100
4	Audit Committee	05/02/2021	3	2	66.67

### D. \* ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	13/09/2021
								(Y/N/NA)
1	HIMANSHU G	6	6	100	0	0	0	Yes
2	DINESH KUM	6	5	83.33	4	4	100	Yes
3	SHARAD TAL	6	5	83.33	4	4	100	No
4	RAJAGOPALA	6	3	50	4	3	75	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

0

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

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

0

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

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sharad Talwar	Director	0	0	0	225,000	225,000
2	Rajagopalan Chand	Director	0	0	0	100,000	100,000
	Total		0	0	0	325,000	325,000

**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

As per attachment

**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

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.  
 (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. ...  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:

- 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: 2021.12.02  
11:06:19 +05'30'

DIN of the director

**To be digitally signed by**

Digitally signed by  
MANISH  
KUMAR  
GOYAL  
Date: 2021.12.02  
11:17:35 +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

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**List of attachments**

List of Shareholders-31032021.pdf  
MGT-8- DS Digital.pdf  
Disclosure for non-compliance of provision

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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**

**List of Shareholders of DS Digital Private Limited as on March 31, 2021**

Sl. No.	Name of Shareholder	DP Id – Client ID / Folio No.	Class of shares	No. of shares held
1	Mr. Amit Kumar Gupta	2	Equity Shares	5,000
2	S Chand And Company Limited	IN300118-11616961	Equity Shares	10,416,876
	S Chand And Company Limited	4	Equity Shares	7,269,874
3	Safari Digital Education Initiatives Private Limited	8	Equity Shares	17,037,165
4	Mr. Nikhil Kedia	9	Equity Shares	5
5	Safari Digital Education Initiatives Private Limited	P-1	Preference Shares	6,170,400
6	S Chand And Company Limited	P-2	Preference Shares	16,000,000

**For DS Digital Private Limited**



**Manish Kumar Goyal**

**Company Secretary**

**Membership No.: A-36926**

**Address: A-27, 2<sup>nd</sup> Floor,  
Mohan Co-operative Industrial Estate,  
New Delhi-110044**

**DS Digital Private Limited**

Head Office: D-92, Sector-2, Noida - 201301 T: +91-120-4682700 F: +91-120-4682727 E: info@digital.in W: www.dsdigital.in  
Toll Free: 1800-3000-0260 (9 AM to 6 PM, Monday to Friday)

Regd. Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044. Ph: 011-49731800

CIN : U72200DL2008PTC173250


**Non-Compliance**

**Non-compliance under section 203 of The Companies Act, 2013** - The Chief Executive Officer of the Company had resigned from his position with effect from September 30, 2019 and the resulting vacancy has not been filled by the Board of Directors of the Company.

**Reason**

The Company has filed a Composite Scheme of Arrangement (“Scheme”) with the Hon’ble National Company Law Tribunal (“NCLT”) regarding de-merger / amalgamation under Section 230 – 232 of The Companies Act, 2013. This Scheme provides for de-merger of Education Business of the Company and amalgamation of this Education Business into S Chand And Company Limited; Amalgamation of the Company [the residual business remained in the Company after the de-merger of its Education Business] with Safari Digital Education Initiatives Private Limited. Accordingly, after approval of the proposed Scheme of de-merger / amalgamation by the NCLT, the Company will be dissolved. The Company has filed 2nd motion application with the NCLT. The application is in the final stage. Considering the dissolution of the Company in lieu of the aforesaid de-merger / amalgamation, the Board of Directors had not filled the vacancy of Chief Executive Officer

**For DS Digital Private Limited**



**Manish Kumar Goyal**  
**Company Secretary**

**Membership No.: A-36926**

**Address: A-27, 2<sup>nd</sup> Floor,**

**Mohan Co-operative Industrial Estate,**

**New Delhi-110044**

**DS Digital Private Limited**

Head Office: D-92, Sector-2, Noida - 201301 T: +91-120-4682700 F: +91-120-4682727 E: info@dsdigital.in W: www.dsdigital.in

Toll Free: 1800-3000-0260 (9 AM to 6 PM, Monday to Friday)

Regd. Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044. Ph: 011-49731800

CIN : U72200DL2008PTC173250



# 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](mailto:sureshguptacs@gmail.com), [www.sureshgupta.in](http://www.sureshgupta.in)

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### 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 **DS Digital Private Limited** ("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 31<sup>st</sup> March, 2021. 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 and, its officers,

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; Deemed Public Limited Company ( Subsidiary of Public Limited Company )

2. Maintenance of registers/records & making entries therein within the time prescribed therefor;

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. -

4. Calling/ convening/ holding meetings of Board of Directors, 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/ conversion of shares/ securities;

**Contd....2**

## M/s DS Digital Private Limited ..... 2

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 complied with the provisions of the 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, the Chief Executive Officer of the Company had resigned from his position with effect from September 30, 2019 and the resulting vacancy has not been filled by the Board of Directors of the Company till the date of this report. Accordingly, there is a non-compliance of the provisions of Section 203 of the Companies Act, 2013. The management informed that the Company has filed a Composite Scheme of Arrangement ("Scheme") with the Hon'ble National Company Law Tribunal ("NCLT") regarding de-merger / amalgamation under Section 230 - 232 of The Companies Act, 2013. This Scheme provides for de-merger of Education Business of the Company and amalgamation of this Education Business into S Chand And Company Limited; Amalgamation of the Company [the residual business remained in the Company after the de-merger of its Education Business] with Safari Digital Education Initiatives Private Limited. Accordingly, after approval of the proposed Scheme of de-merger / amalgamation by the NCLT, the Company will be dissolved. The Company has filed 2<sup>nd</sup> motion application with the NCLT. The application is in the final stage. Considering the dissolution of the Company in lieu of the aforesaid de-merger / amalgamation, the Board of Directors had not filled the vacancy of Chief Executive Officer.

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, the Company had filed the 2<sup>nd</sup> motion application before the Hon'ble National Company Law Tribunal ("NCLT") for approval of the proposed Composite Scheme of Arrangement ("**Scheme**") amongst the Company, Blackie & Son (Calcutta) Private Limited ("**Blackie**"), Nirja Publishers & Printers Private Limited ("**Nirja**"), Safari Digital Education Initiatives Private Limited ("**Safari**") and S Chand And Company Limited ("**S Chand**") and their respective creditors and shareholders. The Scheme inter alia includes Amalgamation of Blackie and Nirja into S Chand, De-merger of Education Business of the Company and Safari into S Chand, Amalgamation of the Company [the residual business remained in the Company after the de-merger of its Education Business] with Safari and other connected matters.

The Income Tax Department has provided a No Objection Certificate for the proposed Scheme and the reports/comments of Regional Director, Official Liquidator, Registrar of Companies have been submitted before the Hon'ble NCLT. The matter is pending before the Hon'ble NCLT for its approval.

15. During the period under review, the Company has not accepted/renewed/repaid any deposits.

16. The Company has obtained secured borrowing from Banks and non-banking financial Companies for which creation/modification/satisfaction of charges have been complied in that respect, wherever applicable. Moreover, the Company has taken optionally convertible loans from its related parties.

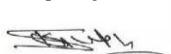
**Contd....3**

**M/s DS Digital Private Limited ..... 3**

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. However, the shareholders at its Extra Ordinary General Meeting held on January 19, 2021 has approved the transfer of Learnflix business of the Company on slump sale basis to Convergia Digital Education Private Limited ("Convergia") at a business consideration of Rs. 218.54 millions to be paid in the form of equity instruments to be issued by Convergia to the Company.

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: F005660C001204022*

*Date : 18.10.2021*

*Place: Noida*