S. CHAND GROUP

S Chand And Company Limited

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

P:+91 11 4973 1800 | **F:**+91 11 4973 1801 | **E:** info@schandgroup.com | **www.schandgroup.com**

Date: September 01, 2023

To Listing Department BSE Limited 25th Floor, P J Towers, Dalal Street, Mumbai, Maharashtra 400001	To Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051

Dear Sir,

Re: Submission of Annual Report for the financial year 2022-23 along with the Notice of 52nd Annual General Meeting of the Company pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 34(1) of the Listing Regulations, the Annual Report for the financial year 2022-23 along with the notice of 52nd Annual General Meeting ("**AGM**") of the Company is enclosed herewith. These documents are also available on the website of the Company at www.schandgroup.com/investors/#annual-report and on the website of Link Intime India Private Limited https://instavote.linkintime.co.in.

Key Details with respect to AGM are as under:

i) The AGM will be held on Tuesday, September 26, 2023 at 11:30 A.M. through video conferencing in compliance with the applicable provisions of the Act and Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 ("**MCA Circulars**");

ii) In compliance of the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, the Annual Report along with Notice of the AGM is being circulated to the shareholders of the Company through electronic mode;

iii) Pursuant to section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting or through an electronic voting system during the AGM;

iv) The cut-off date for determining the eligibility of the members to vote through remote e-voting or through an electronic voting system during the AGM is Tuesday, September 19, 2023;

S Chand And Company Limited New Delhi

v) The Company has appointed Link Intime India Private Limited ("**Link Intime**") for the purpose of providing remote e-voting facility to the members prior to the AGM and e-voting facility during the AGM. The remote e-voting facility shall commence at 9:00 a.m. on Friday, September 22, 2023 and will end at 5:00 p.m. on Monday, September 25, 2023. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter; and

vi) The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Request you to kindly take note of the above.

Thanking You,
For S Chand And Company Limited

JAGDEEP SINGH

Digitally signed by JAGDEEP SINGH
Date: 2023.09.01 14:52:27 +05'30'

S Chand And Company Limited
New Delhi

Jagdeep Singh
Company Secretary & Compliance Officer
Membership No.: A15028
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

Encl: as above

S. CHAND GROUP

Sustainable Emergence

Annual Report | 2022-2023

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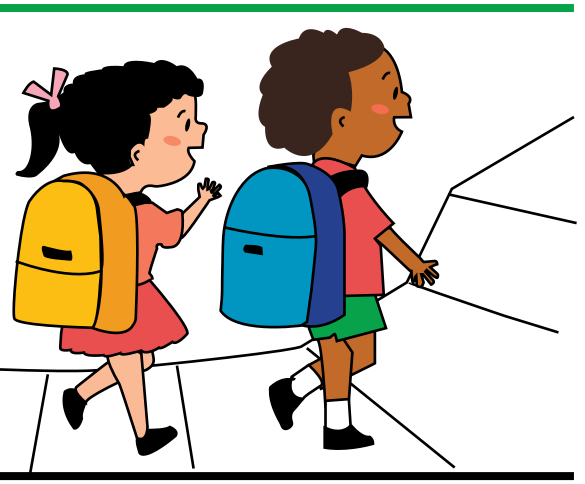
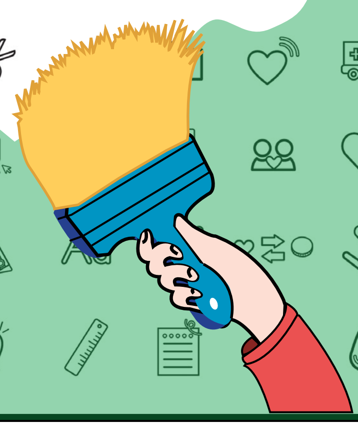


Sustainable Emergence

S Chand has turned the corner. And very convincingly. We have experienced a remarkable and sustainable resurgence that opens up a new era of profitability and growth. Our collective efforts, dedication and an unwavering commitment to “S Chand 3.0” has been the driving force for this success. We have navigated challenges, embraced innovations and fostered a culture of collaboration, that has propelled us to where we stand today. Our ability to adapt and evolve has been at the core of this mission and the chief reason for the Company’s emergence. This is truly a milestone achievement.



Chairman's Message

Dear Shareholders,

It is with great pleasure and excitement that I extend a very warm welcome to you all today. Thanks to all the efforts made by the management and employees in implementation of the initiatives in S Chand 3.0 and extraordinary financial discipline, we have been able to become net debt free Company as of April 2023.

In FY23, we were able to convincingly demonstrate a strong growth momentum. We have also crossed some very significant milestones during the year. The results of our performance reflect the strength of our operations and the hard work of our team over the past three years. Your Company's long-standing history and excellent reputation in the Education industry, combined with the expertise of Company's experienced team has helped us maintain our market position and strengthen our relationships with schools, authors, and teaching community. The S Chand brand is a very well-established brand in the education space and a sizeable part of the Indian population has been educated using S Chand content which makes S Chand a household name across the country.

Our strategic partnerships and collaborations have allowed us to expand our offerings and meet the changing needs of our customers. Our commitment is to continue this positive

trend and enhance our financial position over the long term.

It is heartening that the Government has announced the National Curriculum Framework (NCF) for the Foundation Stage, i.e. Classes K-2 on 20th October, 2022. We look forward to hearing more regarding the NCF for the Preparatory, Middle and Secondary stages as well during this year. This is bound to have a positive impact in FY24 & FY25 financials. This new curriculum is being developed after a gap of 18 years which would bring a huge change in the way we approach Education for our children going ahead. This is the biggest opportunity we have had in the last 2 decades for the Company.

On the digital front, we launched our Youtube Channel - S Chand Academy during FY22 which houses over 1,400 videos that have been prepared supplementing our S Chand School, Test Preparation & College Content. The channel has showed strong growth reaching over 167k subscribers and has had over 15 million views so far. Our other Ed-Tech initiatives have also shown positive traction. TestCoach, is being upgraded and relaunched with Test Preparation courses for government recruitment examinations. Mylestone, the digitally enabled curriculum, continues to find support in schools looking to upgrade to an integrated approach in education to improve the learning outcomes. SmartK, the complete activity based early learning curriculum has taken strong steps and is being appreciated for its detailed approach. Madhubun Educate360, the bundled Learning Management System (LMS) with contents, is also showing positive traction.

We have always believed that quality education forms the basis for a brighter tomorrow. Education is an ever-evolving landscape where innovation, creativity and adaptability are equally paramount. We are committed to excellence in education and the Company has expertise and a deep understanding of student needs. We aspire to ignite a passion for learning and equip the young minds with tools they need to succeed. We aspire further to get the students to explore, discover and grow. Through our thoughtfully curated content in print and digital platforms, we know we can inspire students to reach new heights and unlock their full potential.

On the financial front, the strongest features of our FY23 results is our liquidity position and steady cash flows exhibited during the year. We remain focused on building sustainable long-term value for all our stakeholders, and we believe that our unwavering commitment towards operational excellence and delivering value to our customers will continue to drive our success in the coming years.

I am extremely happy to report that our revenue grew by 27% on a YoY basis to reach Rs6,103m, EBITDA grew to Rs963m and had a PAT of Rs576m. It gives me great pleasure to propose a dividend of Rs3 per share.

We look forward to fuelling the next leg of growth for our Company on back of the National Curriculum Framework announcement during 2023 by providing high-quality content and expertise to all students in line with our vision.

I sincerely thank our Board members for their unwavering support all these years. My gratitude also goes to the shareholders who have stood by us during these times. My sincere thanks to our own authors and employees for their commitment and support. We are where we are today because of that support. All this encourages us to work harder going ahead to achieve newer heights of success for the Company.

With best wishes,
DR Dogra, Chairman

MD's Message

Dear Shareholders,

We start FY24 with a resounding thump. FY23 has been our best performance over the past 5 years. I am extremely happy to share some milestone achievements in FY23.

1. We delivered the highest operating revenues in 5 years, up 27% on a YoY basis.
2. We delivered the highest EBITDA in 5 years, up 57% on a YoY basis.
3. We delivered the highest PAT in 5 years, up 616% on a YoY basis.
4. Most importantly, S Chand And Company Limited has become a net debt free Company in April, 2023.

As you can see, we had a very strong performance during the year on all parameters and we believe that we have returned to sustainable profitability. To recap, the world has put COVID firmly behind it. Schools and Colleges are now open and they are exhibiting new strength and vibrancy with admissions in private schools increasing continuously as we are seeing children returning to learning in the classrooms.

Our biggest achievement this year has been the improvement in our working capital metrics which are now at historic lows. Better working capital efficiency has translated into higher cash flows leading to significantly lower gross debt levels. Our unrelenting focus on working capital management has led us to significantly free up cash from the system, making us Net Debt Free from April, 2023. We have maintained strong Operating Cash Flows (OCF) and we continue to be free cash flow positive as well.

Trade Receivables reduced to Rs2,653m during FY23 vs Rs2,921m during FY22. This is a Rs268m decrease in receivables despite achieving incremental sales of Rs1,294m over last year. In terms of receivable days, it stood at 159 days (vs. 222 days in FY22), a reduction of 63 days during FY23. This is the lowest year ending receivable days in the Company's history.

Net Working Capital reduced to 188 days (vs. 226 days in FY22) which is a reduction of 38 days during FY23. This is the lowest year ending net working capital days in the Company's history.

Net Debt reduced to Rs60m (vs. Rs721m in FY22) and Gross Debt reduced to Rs1,268m (vs. Rs1,572m in FY22).

The National Curriculum Framework (NCF) has launched the Foundation Stage (classes Kindergarten to Class 2) last year in October 2022 and we hope to hear soon from the government with the NCF for the other classes. The NCF opens up a large opportunity to provide engaging and innovative content to students, teachers and schools, to make learning more experiential. The NCF focusses on activity-based learning and provides flexibility to students to choose subjects of their choice.

Our minority investments bore fruit during the year. We exited from our minority stake in Testbook in July, 2022 for ~Rs180m which translates into a return of 7.8x. Additionally, we also exited from our minority stake in iNeuron with a 2.1x return in December, 2022. We have taken a minority stake in iXambee in April 23 by investing Rs30m for approximately 4.3% stake in the company. S Chand is already partnering iXambee and other YouTubers for examination-oriented products. Our other Investee company, Smartivity Labs saw high volume growth and is now a one of the emerging educational toys brand across the world. This company is also now cash positive.

On the Ed-Tech front, our YouTube Channel "S Chand Academy" continues to have phenomenal success. We have now launched over 1,400 videos focused on School, Higher Education and competition related topics. We expect to reach over 2,000 videos by the the end of the current year. TestCoach, our test Prep app is seeing strong traction. It will cover over 50 government vacancy related tests which is a huge market. There is a tremendous upside in this area. SmartK our pre-school curriculum, which is activity based, is mapped to the NCF. This continues to gain traction across schools in India. Mylestone, our K-8 curriculum solution also continues to provide holistic learning to schools both in India and in the Middle East.

As we look forward to the future, we aim to keep the momentum of revenue growth,

operational efficiency, margin expansion and financial disciple continue into FY24 and thereafter. We expect raw material prices to stabilize, volumes to improve and new innovative products to be offered in both school and college education going forward. The Company is geared to deliver on all of these with the active support of all the stakeholders.

Thank you for your support and my very best wishes to you.

Himanshu Gupta,
Managing Director

FY22 – What We Said

THIS IS OUR ACHIEVEMENT. FY22.

We Have Returned to Profitability.

FY22 has been a culmination of our efforts across the past 3 years to make the Company much stronger and more efficient. We determinedly focused during that time on streamlining internal processes. Working with high quality channel partners, providing updated content and services, and executing better production planning and credit control has resulted in an extremely strong financial position for us as compared to our competitors and peers.

FY23 – What We Delivered

Net Debt free
in April, 2023

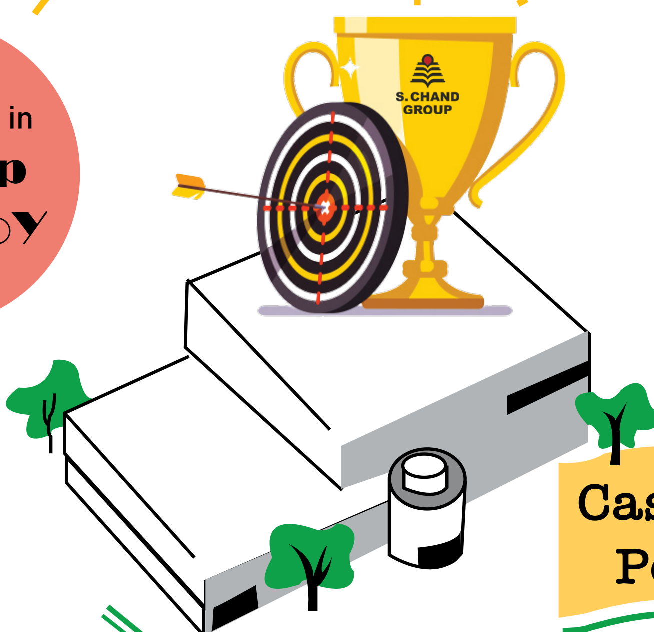
We had a plan and we diligently stuck with it. The result was that we became cash flow positive; we improved operational efficiencies; we right sized the employee base; offices & warehouses; we rationalized the number of SKU's; and increased usage of technology to reduce spends on internal meetings, travel, and events. Our efforts have paid off handsomely and helped our Company to emerge in a new avatar.

Highest operating revenues in 5 years, **up 27% YoY**

Highest EBITDA in 5 years, **up 57% YoY**

Highest PAT in 5 years, **up 616% YoY**

Annual Dividend restored after FY18 **@ Rs 3/share**

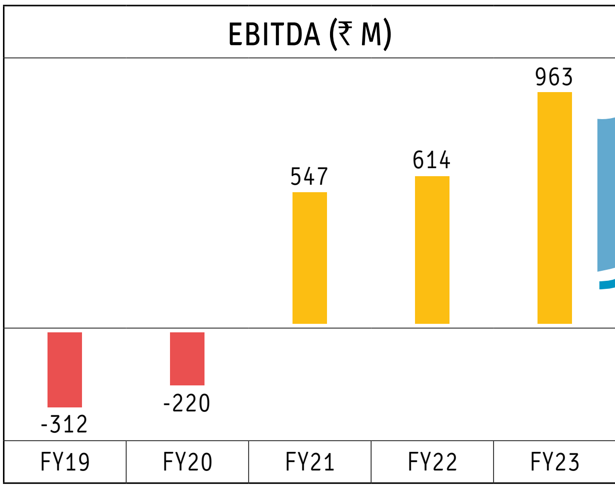


Cash Flow Positive

Performance

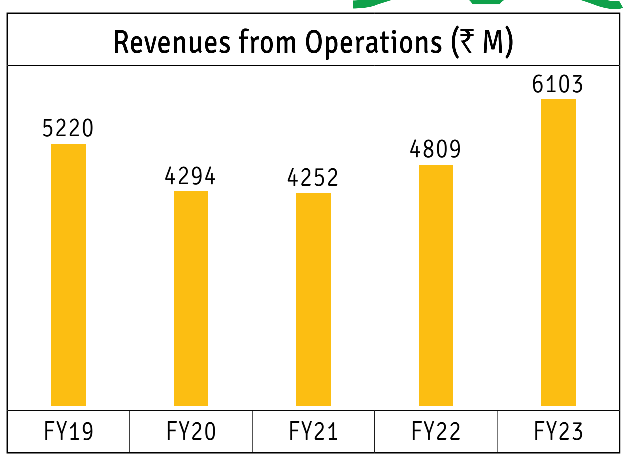
Best Performance in 5 Years - Poised for Growth on back of NCF

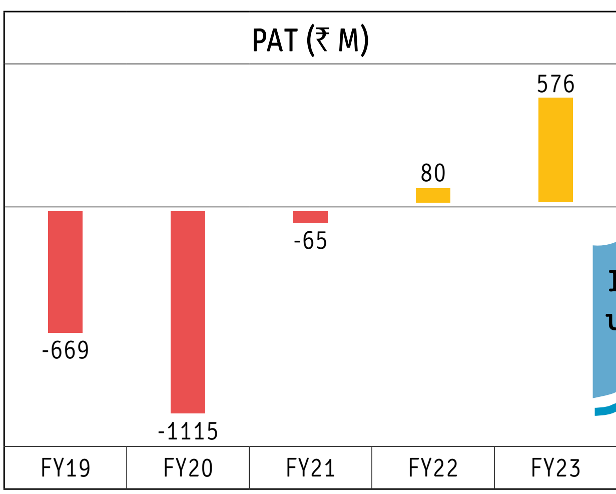
Strong performance in FY23 on all parameters returning to sustainable profitability



Structural revival in EBITDA

Operating revenues up 27% YoY





Profitability up 7x on a YoY basis

Best year ending working capital metrics in the Company's history

- Trade Receivables reduced to Rs 2,653 m during FY23 vs Rs 2,921 m during FY22. This is a Rs. 268 m decrease in receivables in spite of achieving incremental sales of Rs 1,294 m over last year

- In terms of receivable days, it stood at 159 days (vs 222 days in FY22 a reduction of 63 days during FY23

- This is the lowest year ending receivable days in the Company's history

37% reduction in Inventory Days since FY19

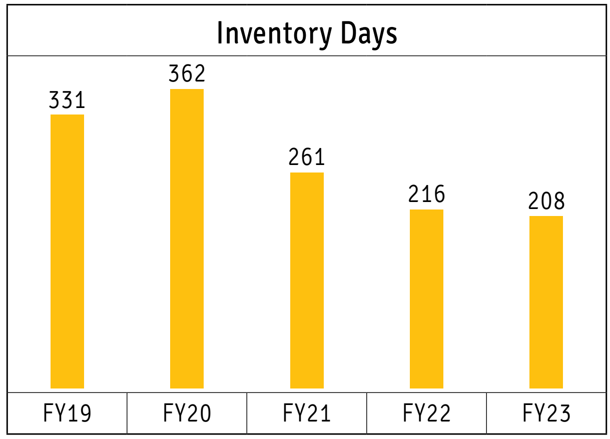
Inventory days - Down 8 days (YoY)

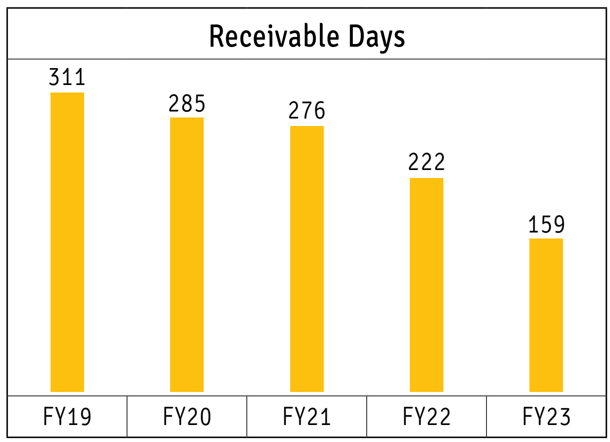
49% reduction in Receivable Days since FY19

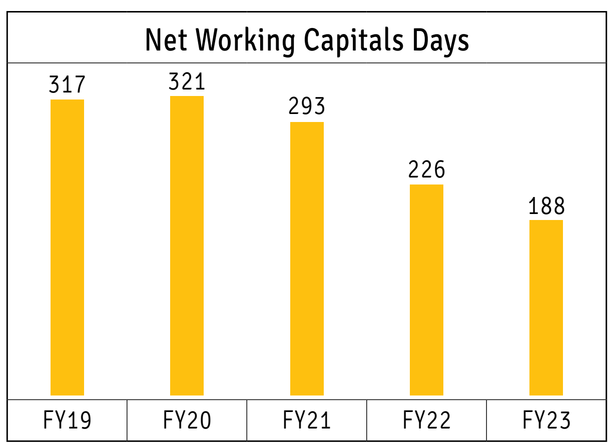
Receivable days - Down 63 days (YoY)

41% reduction in NWC Days since FY19

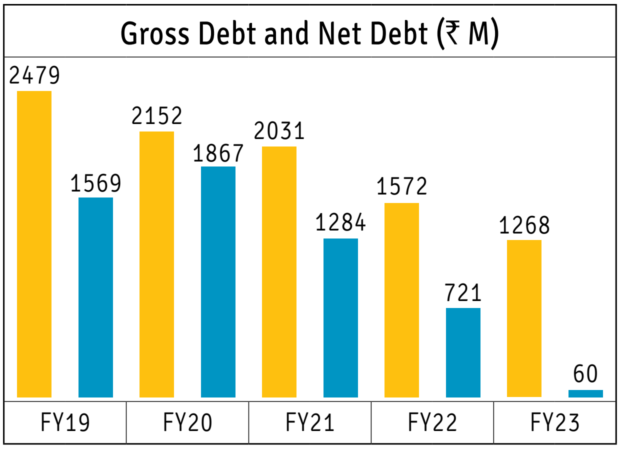
Net Working capital days - Down 38 days (YoY)







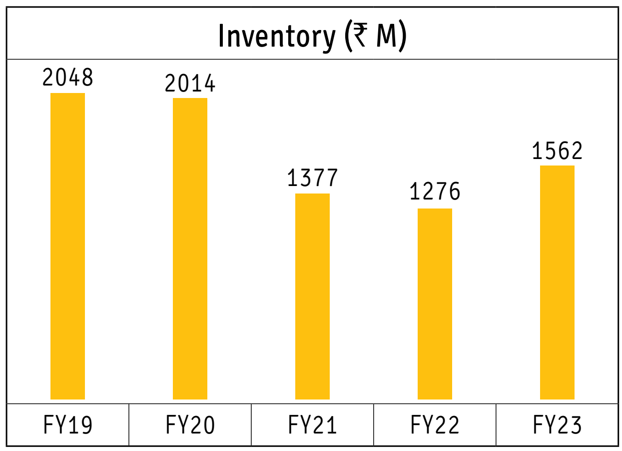
Company becomes Net Debt Free



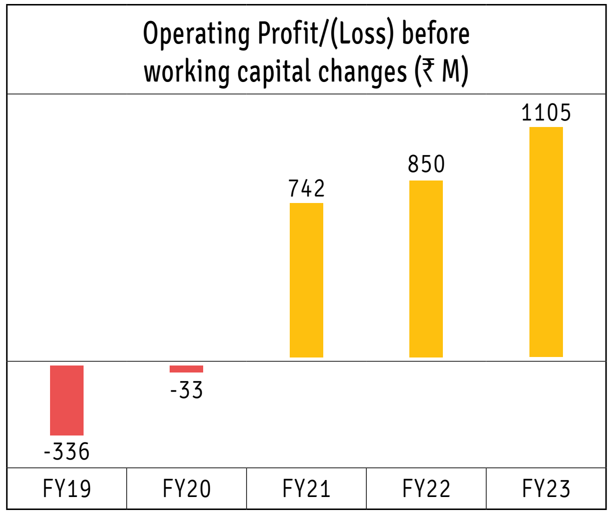
Net Debt Rs 60 m (vs Rs 721 m in FY22) and Gross Debt Rs 1,268 m (vs Rs 1,572 m in FY22). We have turned net debt free in April, 2023.

Inventory value is higher on back of higher cost raw material inventory in stock.

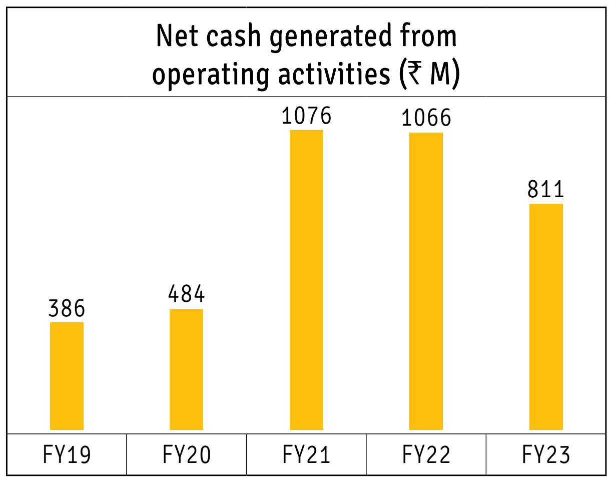
Current inventory has Rs.436m raw material paper inventory (vs. Rs.277m in FY22)

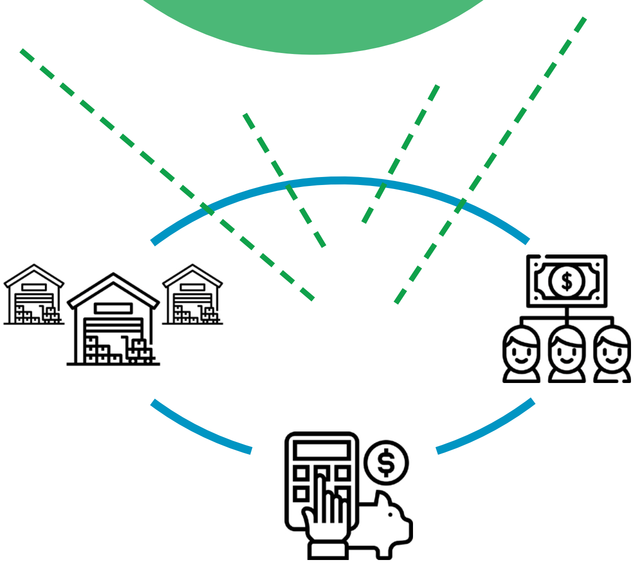


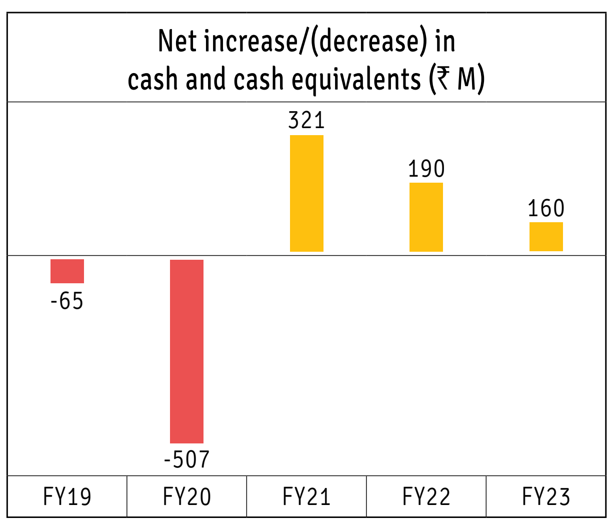
Consistently strong improvement in Cash Flow Performance



Our strategy of focusing on the cash flows has yielded results with Net cash generated from operations of Rs. 811mn in FY23







FY24 – Looking Ahead

Target EBITDA margin band of 16% - 18%

Strong growth in S Chand Academy Youtube channel

Focus on working capital metrics and cash flows to continue

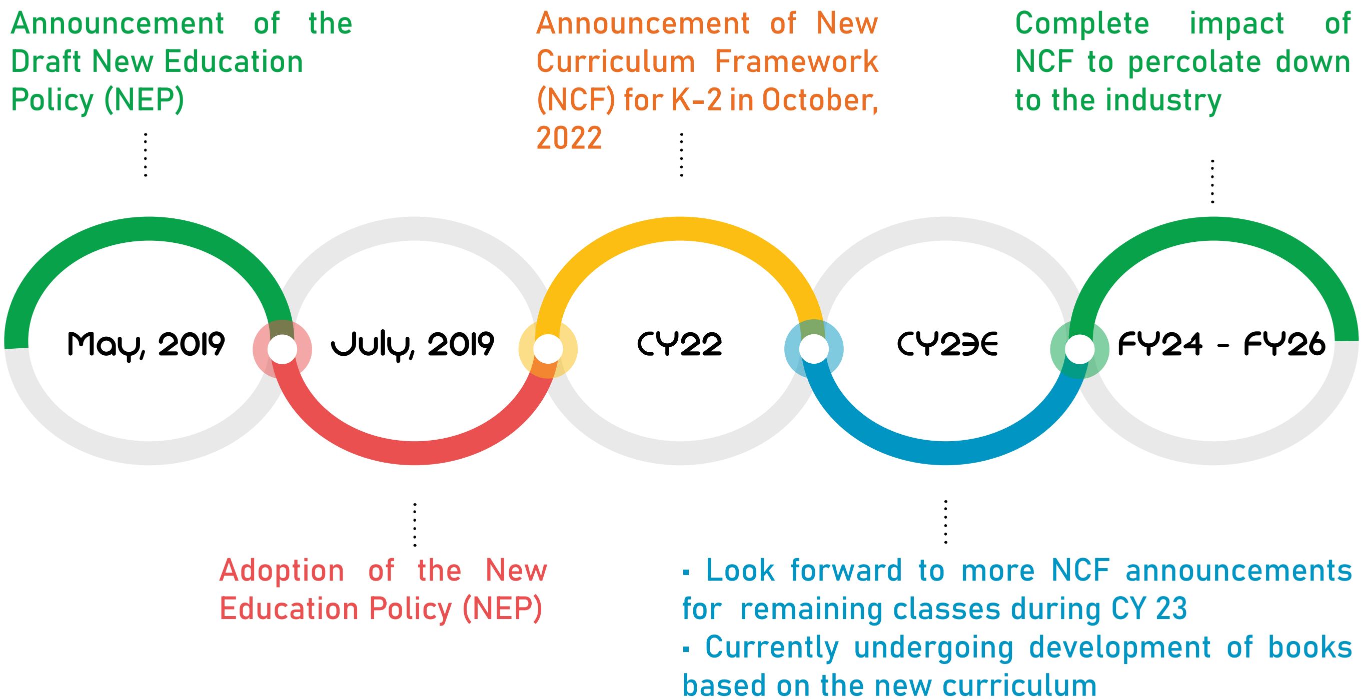
We look forward to announcement of NCF for more classes in CY 23 which will help in volume expansion

Operating revenues to be in the range of Rs. 720cr to Rs. 750cr (Vs. Rs. 610cr in FY23)

Would take a single digit price hike across portfolio in FY24

Gross margins can increase in case paper prices decline during the year

New Education Policy

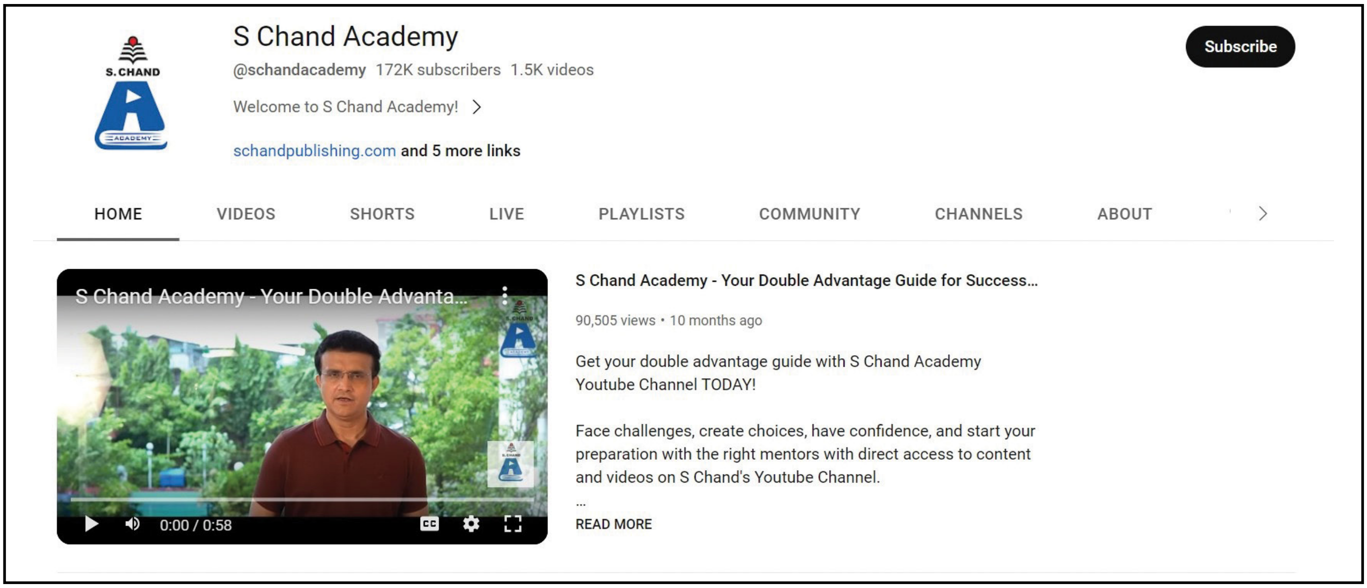


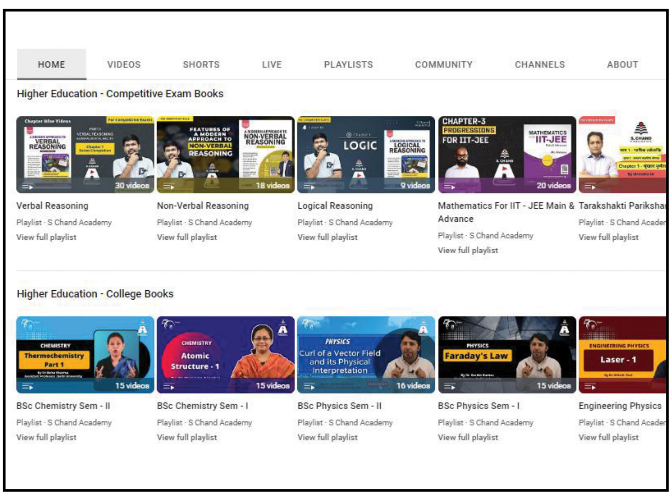
- The New Education Policy (NEP) was formally adopted by the Union Government in July, 2020.
- The National Curriculum Framework (NCF) for Classes K-2 was announced in October, 2022. We expect more announcements for the remaining classes to come in the near future.
- Strong runway of growth for at least 2 to 3 years. Since the New Curriculum is being developed after a gap of 18 years, it would eliminate sale of second-hand books and would lead to strong growth for at least 2-3 years.
- Lessons from 2005 NEP/NCF roll out. During the 2005 NCF announcement, the new syllabus was rolled out over a period of 3 years with 5 grades moving to the new syllabus in Year 1, another 5 grades moving to new syllabus in year 2, and 2 grades moving to new syllabus in year 3.

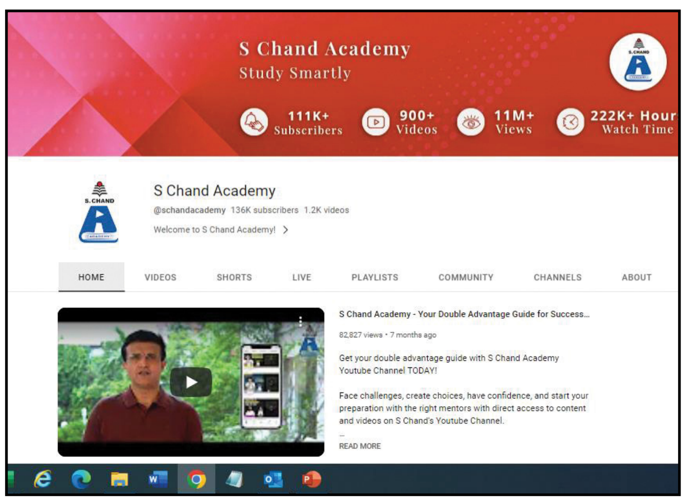
S Chand Academy

An interactive learning channel that provides educational videos

- S Chand Academy channel launched on Youtube in FY22.
- The channel houses modules comprising of over 1,400 videos that have been prepared supplementing our S Chand Test Prep & College Content.
- The channel has showed strong growth reaching ~167k subscribers and over 15 million views so far.



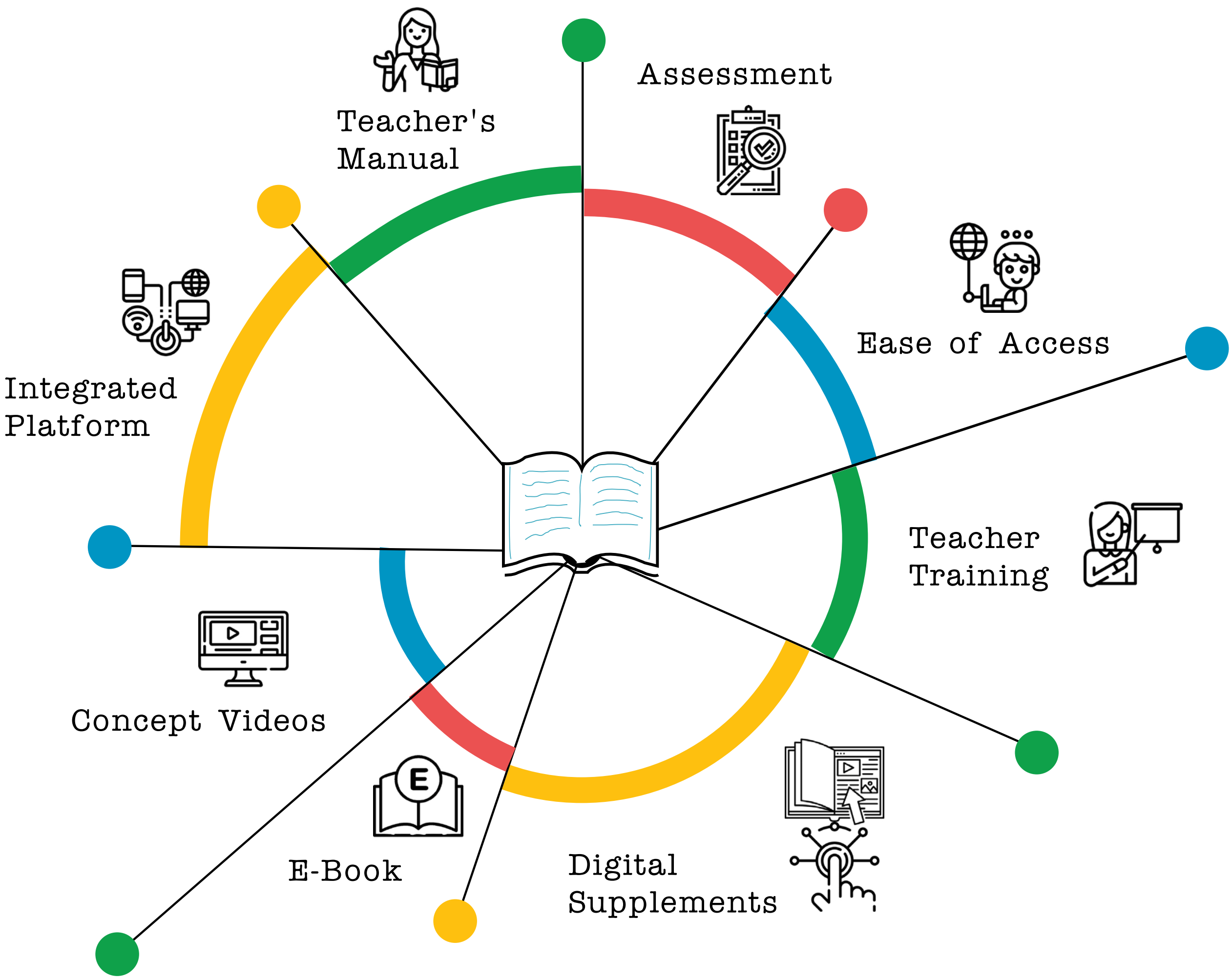




Educate 360

Madhubun Educate360 is our K 12 Blended learning solution for enabling schools to conduct online classes, student assessments, e-book support etc. This product is NEP 2020 compliant supporting the recommended pedagogies.

In a post Covid world, we have started offering this solution to our major customers as a differentiator and tool for product retention. The solution is currently being implemented by over 50 schools.



Mylestone

A digitally enabled school curriculum solution for the K-8 segment, Mylestone is ready to grow exponentially.

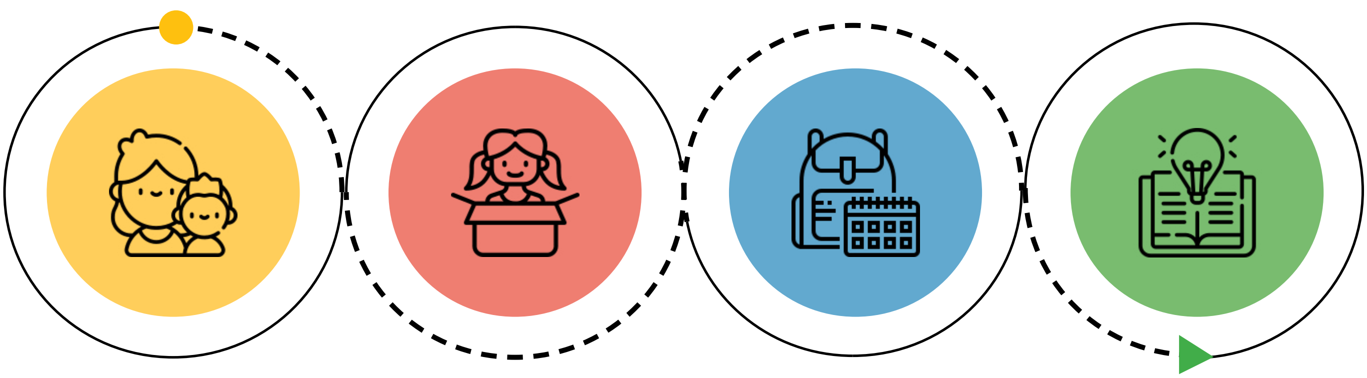
	States	Schools	Teachers	Students
2022 – 2023	19	240+	4200+	1.25 L+
2021 – 2022	16	250+	4000+	1.20 L+
2020 – 2021	16	300+	5000+	1.60 L+
2019 – 2020	15	300+	4500+	1.05 L+
2018 – 2019	09	165	2000+	60,000+

Future Outlook

- Affordable Private Schools would be enabled with this one stop solution for all their curriculum, content, teacher trainings and assessment needs.

SMART K

A preschool curriculum based on the NCERT guidelines published in 2018



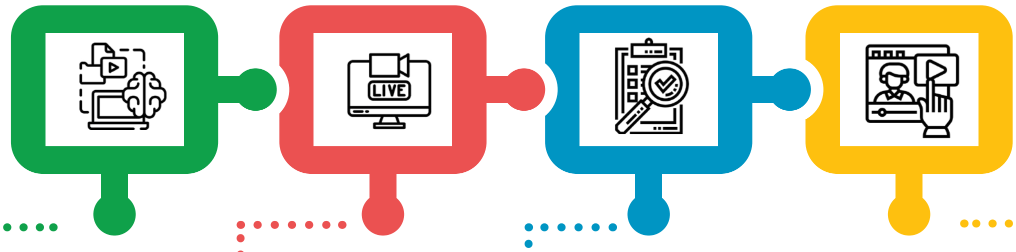
Early Years curriculum - SmartK, caters to the age group of 2.5 to 6 years.

Following the **'preschool in a box'** approach, SmartK is a balanced play and activity-based program that provides a stimulating environment for the language, socio-emotional and physical development of the children.

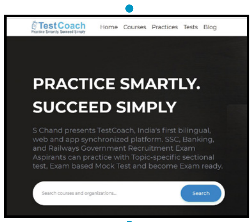
SmartK provides a smooth transition from home to preschool to formal schooling.

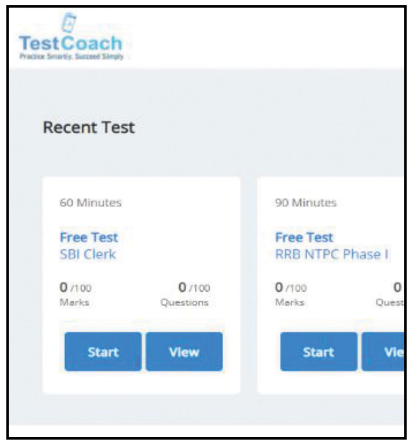
Designed on the guidelines recommended by the NCERT, SmartK lays the foundation for the holistic development of the children in their early learning years.

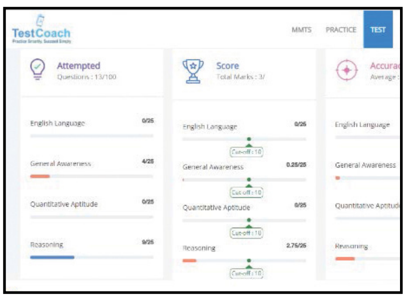
TestCoach



Downloaded over **170K** times







The mock tests provided by the app covers over **50+** National and State level exams in English and Hindi

Launched a **revised** and updated TestCoach app

Given the **uptick** in the number of test prep exams and government job openings, we expect strong adoption for TestCoach during the year

Investee Companies

1 Smartivity

Smartivity was founded in 2015 with focus on S.T.E.M. Learning and DIY Kits.

Our Angel funding is ~ Rs.20m, across various funding rounds. Their last round of funding was done in Sept. 2022, at a valuation of ~Rs. 100Cr.

Other marquee investors include Ashish Kacholia (26%) and Hemandra Kothari (8%).

As per the last valuation round, our investment is valued at ~Rs. 150m. We currently hold ~16% stake in the company.

They have become cash flow positive & almost EBITDA break even in FY23, with a revenue growth of 39% YoY & strong Gross Margin expansion in FY23.

ixamBee was founded by Chandraprakash Joshi, Arunima Sinha & Sandeep Singh in Dec. 2016 in Delhi.

Their objective is to help prepare for Govt. exams like Banks, Insurance, Railways. They have raised funds from Mumbai Angels NW, JITO Angel NW, Inflection Point Ventures, Firstport Capital, Keiretsu, MSFT, Keyur Joshi (MakeMyTrip) etc.

We have invested Rs.30m for ~4.3% stake in the company in April, 2023.

ixamBee 2

3 iNeuron

iNeuron was founded in 2019, with a focus on offering affordable online courses for college students & working professionals in the fields of Data Sciences, Machine Learning, AI, Cloud, etc.

We had invested ~Rs.66m in the company in December 2021 for a ~6% stake in the company, & exited from our minority stake in December, 2022 for ~Rs.138m, translating into a return of 2.1x over our initial investment.

Testbook was founded in 2014 with focus on online test preparation for Govt. competitive exams like Civil services, Banks, etc.

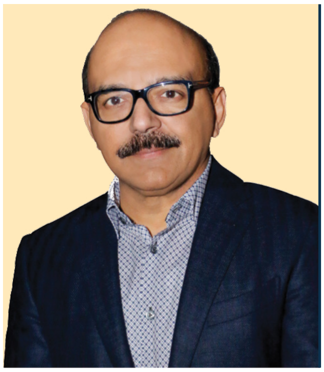
We invested ~Rs.23m in 2015 & exited from our minority stake in July, 2022 for ~Rs.180m, translating into a return of 7.8x over our initial investment.

testbook 4

Board of Directors

Mr. Himanshu Gupta - Managing Director

Mr. Himanshu Gupta, aged 44 years, is the Managing Director of our Company. He holds a Bachelor's degree in Commerce from the University of Delhi and has over 23 years of experience in the knowledge products and the services industry. He is a recipient of the 'Young Publisher Award' by the Federation of Educational Publishers in India for the year 2011; he has been awarded the 'Family Entrepreneur of the Year' from Entrepreneur magazine and he is the recepient of the '40 Under Forty Award' from the Economic Times.



Mr. Dinesh Kumar Jhunjhnuwala - Executive Director

Mr. Dinesh Kumar Jhunjhnuwala, aged 62 years, is an Executive Director of our Company. He has been associated with our Company since 2004 and has over 18 years of experience in the knowledge products and services industry.

Mr. Desh Raj Dogra - Independent Director and Chairman

Mr. Desh Raj Dogra, aged 68 years, is an Independent Director and Chairman of the Board. He holds a Bachelors's and Master's degree in Science and a Master's degree in Business Administration from the Unviersity of Delhi. He has over 44 years of experience in the financial sector and credit administration and previously served as the CEO and Managing Director at Credit Analysis and Research Limited (CARE).

Ms. Archana Capoor - Independent Director

Ms. Archana Capoor, aged 64 years, is an Independent Director of our Company. She holds a Bachelor degree in Science, as well as a Masters of Business Administration. She has over 40 years of experience across various sectors and previously served as the Managing Director of Tourism Finance Corporation of India Limited.

Mr. Rajagopalan Chandrashekar - Independent Director

Mr. Rajagopalan Chandrashekar, aged 45 years, is an Independent Director of our Company. He is an Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai. He has 20 years of experience in strategy, corporate planning and business development. He was appointed as an Independent Director of our Company on July 23, 2018. He works in the domain of inbound marketing and consulting. He is the Managing Director of Pragmatic Learning Private Ltd.

Ms. Savita Gupta - Non-Executive Director

Ms. Savita Gupta, aged 73 years, is a Non-Executive Director of our Company. She holds a Bachelors and Masters Degree in English Literature, and is associated with our Company since 1989.

Mr. Gaurav Kumar Jhunjhnuwala - Non-Executive Director

Mr. Gaurav Kumar Jhunjhnuwala, aged 36 years, is a Non-Executive Director of our Company. He has over 11 years of experience in the knowledge products and services industry and has been with our Company since 2011.

Corporate Information

BOARD OF DIRECTORS

Desh Raj Dogra – Chairman and Independent Director

Himanshu Gupta – Managing Director

Dinesh Kumar Jhunjhnuwala – Whole Time Director

Archana Capoor – Independent Director

Rajagopalan Chandrashekar – Independent Director

Savita Gupta – Non-Executive Director

Gaurav Kumar Jhunjhnuwala – Non-Executive Director

CHIEF FINANCIAL OFFICER

Saurabh Mittal

COMPANY SECRETARY & COMPLIANCE OFFICER

Jagdeep Singh

KEY MANAGEMENT TEAM

Naveen Rajlani – Chief Executive Officer – Vikas Publishing

Shammi Manik – Chief Executive Officer – New Saraswati

Prateek Dhanuka – Chief Executive Officer – Chhaya Prakashani

Jitendra Kumar Agnihotri – Business Head – School Education

Sachin Sharma – National Sales Head – Higher Education

REGISTERED OFFICE & CORPORATE OFFICE

A-27, Second Floor,
Mohan Co-operative Industrial Estate,
New Delhi 110044
Tel — +91 11 4973 1800
Fax — +91 11 4973 1801
website — www.schandgroup.com

STATUTORY AUDITORS

Walker Chandiok & Co LLP

Chartered Accountants

(Firm Registration No: 001076N/N500013)

SECRETARIAL AUDITOR

R. S. Bhatia — Company Secretary in Practice

REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.

Noble Heights, 1st Floor,

Plot NH 2, C-1 Block LSC,

Near Savitri Market,

Janakpuri, New Delhi-110058

Phone: +91 11 49411000

Fax: +91 11 4141 0591

E-mail: delhi@intime.co.in

Website: www.linkintime.co.in

PRINTING FACILITIES

20/4, Site IV, Industrial Area, Sahibabad,

Ghaziabad (Uttar Pradesh) - 201010

BANKERS TO THE COMPANY

State Bank of India

HDFC Bank Limited

RBL Bank Limited

Indian Bank

Tata Capital Financial Services Limited

DCB Bank Limited

Board's Report

DEAR MEMBERS,

Your Directors are pleased to present the 52nd Annual Report together with Audited Financial Statements of the Company for the financial year ended March 31, 2023.

1. FINANCIAL PERFORMANCE

Figures in Rs. Million

Abridged Profit And Loss Statement	Consolidated		Standalone	
	FY Ended 31st March 2023	FY Ended 31st March 2022	FY Ended 31st March 2023	FY Ended 31st March 2022
Revenue from operations	6,103.24	4,809.30	2,235.23	1,699.66
Other income	329.11	143.47	343.99	190.08
Total Revenue	**6,432.35**	**4,952.77**	**2,579.22**	**1,889.74**
Profit/(Loss) before finance cost, tax, depreciation and amortization, (EBIDTA)	**1,291.81**	**757.19**	**540.51**	**319.99**
Depreciation and amortization expenses	463.60	420.62	86.77	81.12
Finance cost	206.71	273.59	89.74	121.61
Profit/(Loss) before tax, Exceptional Item, minority interest and share of associate company	**621.50**	**62.98**	**364.00**	**117.26**
Exceptional (expense)/income	156.28	(12.08)	(152.84)	-
Tax expense	200.75	(34.76)	65.99	28.56
Profit/(Loss) after tax and before minority interest and share of associate company	**577.03**	**85.66**	**145.17**	**88.70**
Share in (loss)/income of associate company	(1.11)	(5.26)	-	-
Profit/(Loss) for the year	**575.92**	**80.40**	**145.17**	**88.70**
Other Comprehensive income/(loss)	(21.17)	6.89	(11.94)	3.12
Total Comprehensive Income/(Loss) for the year	**554.75**	**87.29**	**133.23**	**91.82**
Total Comprehensive income/(loss) for the year attributable to				
- Owners of the parent	637.95	117.32	133.23	91.82
- Minority interest	(83.20)	(30.03)	-	-
Balance of profit brought forward from previous years	1,572.16	1,454.84	1,156.09	1,064.27
Net surplus/(loss) in the statement of profit and loss account	660.36	111.85	145.17	88.70
Other Comprehensive income/(loss)	(22.41)	5.47	(11.94)	3.12
Appropriations:				
Equity dividend	-	-	-	-
Tax on Equity dividend	-	-	-	-
Adjustments relating to subsidiary companies	-	-	-	-
Transfer from debenture redemption reserve	1.07	-	-	-
Adjustment on acquisition of non-controlling interest	(8.11)			
Balance Carried to Balance Sheet	**2,203.06**	**1,572.16**	**1,289.32**	**1156.09**

2. OPERATIONS

The Company has reported revenue from operations of Rs. 2,235.23 million in comparison to the previous year's revenue from operation of Rs. 1,699.66 million, an increase in revenue by 32% YoY. The Company has reported strong increase in the net profit (after tax) to Rs.145.17 million as compared to a net profit (after tax) of Rs. 88.70 million in the previous year. The increase in sales was on the back of volume growth with educational institutions reopening across the country and further enhanced by the increase in prices of books taken during the year to offset a sharp increase in paper prices. The increase in profitability was despite the pressure from raw material costs which saw huge escalation during the year.

The Company was able to increase efficiency in working capital through better trade receivable management and controlled inventory. The Company reported year end receivables of Rs. 1,199.63 million vs. Rs. 1,177.38 million in the last year which is higher by Rs. 22.25 million in spite of Rs. 535.57 million higher sales during the year. Year ending Inventories increased to Rs. 514.46 million from Rs. 393.61 million in the last year on the back of higher raw paper inventory at the year end.

The Company reduced long-term borrowings drastically during the year to Rs. 60.68 million from Rs. 285.33 million last year. Short-term borrowings increased during the year to Rs. 575.91 million from Rs. 427.63 million last year. Total Borrowings reduced by Rs. 76.37 million during the year.

The Company expects to achieve higher revenue and profitability growth in the next financial year driven by the announcement of the National Curriculum Framework (NCF) for Class 3rd to Class 12th during the year which should provide us a runway of strong growth for the next 2-3 years. Shareholders may take note that the NCF for classes K-2 has already been announced in October, 2022. Additionally, we are planning to take a 6%-8% price hike on the product portfolio during the year. Increase in product pricing, optimized operating expenses, reduced sales returns and reduction in working capital should drive our cash flows for financial year 2023-24.

3. DIVIDEND

Pursuant to Regulation 43A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (as amended), the Board of Directors of your Company has formulated a Dividend Distribution Policy. The policy is available on web-link https://schandgroup.com/wp-content/uploads/Dividend-Distribution-Policy.pdf.

After considering the parameters as specified in Divided Distribution Policy of the Company, the Board of Directors of the Company at its meeting held on May 30, 2023 recommended a final dividend of Rs. 3/- per shares to the equity shareholders of the Company for the financial year 2022-23. Final dividend if approved by the shareholders in the ensuring annual general meeting will be paid to all the shareholders whose names are appearing in the list of beneficial owners on the record date fixed for payment of dividend after deducting applicable withholding tax.

Pursuant to Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at www.schandgroup.com/investors/.

4. TRANSFER TO RESERVES

The Board of Directors of your Company has not proposed to transfer any amount to the Reserves.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2022-23 AND THE DATE OF THIS REPORT

There have been no material changes and commitments, which affect the financial position of the Company have occurred between the end of the financial year 2022-23 and the date of this Report.

6. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS

The Hon'ble National Company Law Tribunal, New Delhi Bench III vide its order dated July 24, 2023 approved the Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Private Limited ("**Blackie**"), Nirja Publishers & Printers Private Limited ("**Nirja**"), DS Digital Private Limited ("**DS Digital**"), Safari Digital Education Initiatives Private Limited ("**Safari**") and S Chand And Company Limited ("**the Company**"), its respective members and creditors under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder. The said scheme of arrangement is effective from the appointed date (i.e. April 01, 2017) but will be operative with effect from the date of filing of certified true copy of the order of the Hon'ble NCLT with the jurisdictional Registrar of Companies by the transferor and transferee companies. Accordingly, once the order becomes operative, Blackie, Nirja and DS Digital shall be deemed to be dissolved with effect from date of filing of order with the Registrar of Companies.

Scheme involves the following restructuring:

- Amalgamation of Nirja and Blackie with and into the Company;
- Demerger of educational Business of DS Digital and Safari with and into the Company;
- Amalgamation of DS Digital with residual business (business remaining after demerger of education business) with and into Safari.

There are no other significant and material orders was passed by any Regulator/Court/Tribunal against the Company which would impact the going concern status of the Company and its future operations.

8. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control system and processes. Internal Control policies and procedures have been adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Internal Auditors of the Company M/s. Haribhakti & Co. LLP, Chartered Accountants, audited and reviewed the internal controls, operating systems, internal processes and procedures of the Company. The reports on findings of Internal Auditors have been reviewed by the Audit Committee periodically.

9. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCSIATE COMPANIES

Eurasia Publishing House Private Limited ("**Eurasia**"), a wholly owned subsidiary of the Company, has been amalgamated with Chhaya Prakashani Limited ("**Chhaya**"), a wholly owned subsidiary of the Company, vide the Hon'ble National Company Law Tribunal, Kolkata Bench order dated April 21, 2022. The scheme of amalgamation was effective from the appointed date (i.e. April 01, 2020) but operative with effect from May 04, 2022 (i.e. the date of filing the certified copy of NCLT order by Eurasia and Chhaya with the Registrar of Companies, West Bengal). Accordingly, Eurasia ceased to be subsidiary of the Company with effect from May 04, 2022.

Smartivity Labs Private Limited ceased to be an associate of the Company with effect from June 22, 2022.

As on March 31, 2023, the Company had 12 (Twelve) subsidiaries. The Board of Directors reviewed the affairs of its subsidiaries for the financial year 2022-23. The Consolidated Financial Statements of your Company for the financial year 2022-23 are prepared in compliance with the applicable provisions of The Companies Act, 2013 ("**the Act**"), The Companies (Indian Accounting Standards) Rules, 2015 and the Listing Regulations, as amended from time to time, which shall be placed before the members in the ensuing Annual General Meeting ("**AGM**").

Subsidiaries:

a) Blackie & Son (Calcutta) Private Limited

Blackie & Son (Calcutta) Private Limited reported total revenue from operations of Rs. 0.94 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 0.57 million in the previous financial year and reported a net loss (after tax) of Rs. 0.05 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 0.45 million in the previous financial year.

b) BPI (India) Private Limited

BPI (India) Private Limited reported total revenue from operations of Rs. 43.18 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 76.44 million in the previous financial year and reported a net profit (after tax) of Rs. 7.20 million in the financial year 2022-23 as compared to a net loss (after tax) of Rs. 21.18 million in the previous financial year.

c) Chhaya Prakashani Limited (Formerly Chhaya Prakashani Private Limited)

Chhaya Prakashani Limited reported total revenue from operations of Rs. 1,153.89 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 863.27 million in the previous financial year and reported a net profit (after tax) of Rs. 268.53 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 175.19 million in the previous financial year.

d) Convergia Digital Education Private Limited

Convergia Digital Education Private Limited reported total revenue from operations of Rs. 116.55 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 144.84 million in the previous financial year and reported a net loss (after tax) of Rs. 135.66 million in the financial year 2022-23 as compared to a net loss (after tax) of Rs. 81.11 million in the previous financial year.

e) DS Digital Private Limited

DS Digital Private Limited reported total revenue from operations of Rs. 48.76 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 49.37 million in the previous financial year and reported a net loss (after tax) of Rs. 64.06 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 27.35 million in the previous financial year.

f) Edutor Technologies India Private Limited

Edutor Technologies India Private Limited reported total revenue from operations of Rs. 17.35 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 20.49 million in the previous financial year and reported a net loss (after tax) of Rs. 31.78 million in the financial year 2022-23 as compared to a net loss (after tax) of Rs. 28.68 million in the previous financial year.

g) Indian Progressive Publishing Co Pvt Ltd

Indian Progressive Publishing Co Pvt Ltd reported total revenue from operations of Rs. 18.79 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 5.46 million in the previous financial year and reported a net profit (after tax) of Rs. 10.48 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 2.61 million in the previous financial year.

h) New Saraswati House (India) Private Limited

New Saraswati House (India) Private Limited reported total revenue from operations of Rs. 1,131.62 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 893.58 million in the previous financial year and reported a net profit (after tax) of Rs. 96.80 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 238.79 million in the previous financial year.

i) Nirja Publishers & Printers Private Limited

Nirja Publishers & Printers Private Limited reported total revenue from operations of Rs. 1.09 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 3.41 million in the previous financial year and reported a net profit (after tax) of Rs. 33.02 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 24.30 million in the previous financial year.

j) S. Chand Edutech Private Limited

S. Chand Edutech Private Limited reported total revenue from operations of Rs. 35.18 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 11.04 million in the previous financial year and reported a net loss (after tax) of Rs. 13.00 million in the financial year 2022-23 as compared to a net loss (after tax) of Rs. 33.00 million in the previous financial year.

k) Safari Digital Education Initiatives Private Limited

Safari Digital Education Initiatives Private Limited reported total revenue from operations of Rs. 26.36 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 60.29 million in the previous financial year and reported a net profit (after tax) of Rs. 14.21 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 102.13 million in the previous financial year.

l) Vikas Publishing House Private Limited

Vikas Publishing House Private Limited reported total revenue from operations of Rs. 1,829.69 million in the financial year 2022-23 as compared to total revenue from operations of Rs. 1,482.95 million in the previous financial year and reported a net profit (after tax) of Rs. 141.09 million in the financial year 2022-23 as compared to a net profit (after tax) of Rs. 51.90 million in the previous financial year.

In accordance with section 129 (3) of the Act, a statement containing salient features of financial statements of each of the subsidiary in the prescribed Form AOC-1 is enclosed as **Annexure-A**. In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of its subsidiary will be available on the website of the Company (www.schandgroup.com/investors/). These documents will also be available for inspection during business hours at the registered office of the Company.

The policy for determining material subsidiaries is available on the website of the Company at www.schandgroup.com/investors/#corporate-policies.

For contribution of the subsidiaries in the overall performance of the Company, please refer note 53 of the consolidated financial statements of the Company forming part of this Annual Report.

10. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review within the purview of section 73 of the Act read with The Companies (Acceptance of Deposits) Rules, 2014. There is no unclaimed or unpaid deposits lying with the Company.

11. AUDITORS

Statutory Auditor

M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as Statutory Auditors of the Company at the annual general meeting held on September 28, 2021, for a term of 5 (Five) consecutive years. Accordingly, M/s. Walker Chandiok & Co LLP, Chartered Accountants, will hold office till the conclusion of 55th annual general meeting of the Company to be held in the year 2026.

The Statutory Auditors has not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act and no comment of Board on the audit report is required to be given.

The auditor's report submitted by the Statutory Auditors on the standalone and consolidated financial statements of the Company for the year ended March 31, 2023 forms part of the Annual Report. There is no qualification/reservation or adverse remark in the Audit report.

Internal Auditor

During the year under the review, to ensure better governance, compliances and internal control over financial reporting and financial processes, the Company appointed M/s. Haribhakti & Co. LLP as an Internal Auditors of the Company, with effect from July 01, 2022 for a period of 1 (One) year.

Secretarial Auditor

The Board had appointed Mr. R.S. Bhatia, Company Secretary in Practice (CP No. 2514) as the Secretarial Auditor. The secretarial audit report submitted by the Secretarial Auditor for the financial year 2022-23 is annexed as **Annexure-B** and forms an integral part of this Annual Report.

During the year under review, the Secretarial Auditor has not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

There is no qualification/reservation or adverse remark in the Secretarial Audit report for the financial year 2022-23.

As per the requirements of the Listing Regulations, Secretarial Auditors of the respective material subsidiaries of the Company have undertaken secretarial audits of these subsidiaries for financial year 2022-23. Their audit reports confirm that the material subsidiaries have complied with the provisions of the Act, Rules and guidelines and that there were no deviations or non-compliances.

12. WEB ADDRESS FOR ANNUAL RETURN

The Annual Return for the financial year 2022-23 will be made available on the website of the Company at www.schandgroup.com/investors/#annual-report.

13. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is in the business of publishing and printing of books. The brief details about conservation of energy and technology absorption are mentioned below:

A) Conservation of energy-

(i) the steps taken or impact on conservation of energy -

- The Company has rationalized the use of DG Set and structured the working hours of its production facilities in such a manner where dependence on DG Set has been reduced.
- In its offices lighting system has been efficiently used and overall use of electricity has been minimized.

(ii) the steps taken by the Company for utilizing alternate sources of energy; Nil

(iii) the capital investment on energy conservation equipment's; Nil

B) Technology absorption-

(i) the efforts made towards technology absorption- There was no additional investment for technology absorption during the year under review.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution; Nil

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Nil

(iv) the expenditure incurred on Research and Development. Nil

During the year under review, the Foreign Exchange earnings and outgo are as follows:

i) Foreign Exchange earnings: Rs. 4.87 million

ii) Foreign Exchange outgo: Rs. 7.42 million

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company is managed and controlled by the Board comprising an optimum blend of Executives and Non-Executive Professional Directors. The Chairman of the Board is a Non-Executive, Independent Director. As on March 31, 2023, the Board of Directors consists of 7 (Seven) Directors consisting of a Managing Director, a Whole-time Director and 5 (Five) Non-Executive Directors, out of which 3 (Three) are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and the relevant provisions of the Act.

All the Directors possess requisite qualifications and experience in corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors.

During the year under review, there were no change in the composition of Board of Directors.

The details relating to skills, competencies and expertise of Independent Directors are given in the Corporate Governance Report that forms part of this Annual Report.

Director liable to retire by rotation

In terms of section 152 of the Act, Ms. Savita Gupta (DIN: 00053988) will retire by rotation at the ensuing AGM and being eligible offers herself for re-appointment. The Board recommended her re-appointment and the same is included in the notice of the ensuing AGM.

Further, sub-section (13) of Section 149 of the Act, provides that the provisions of retirement by rotation as defined in sub-sections (6) and (7) of Section 152 of the Act shall not apply to the Independent Directors. Hence, none of the Independent Directors will retire at the ensuing AGM.

Re-appointment of Independent Director

Mr. Rajagopalan Chandrashekar (DIN: 03634002) was appointed as an Independent Director of the Company at the annual general meeting held on September 25, 2018 to hold office for a period of 5 (Five) years i.e. up to July 22, 2023. The Company has received a notice under Section 160 of the Act from a member, proposing the candidature of Mr. Rajagopalan Chandrashekar to the office of independent director.

The Nomination and Remuneration Committee of the Directors of your Company after taking into account the performance evaluation of Mr. Rajagopalan Chandrashekar during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, experience and the substantial contribution, has recommended to the Board his re-appointment as an Additional Director in the capacity of Independent Director for a second term of 5 (Five) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held July 20, 2023 appointed him as an Additional Director in the capacity of Independent Director with effect from July 23, 2023 till the conclusion of ensuing Annual General Meeting and recommended his regularization and re-appointment as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years with effect from July 23, 2023 up to July 22, 2028 to the shareholders for their approval by passing special resolution. This matter is included in the notice of the ensuing AGM forming part of the Annual Report.

<u>Integrity, expertise and experience (including the proficiency) of Mr. Rajagopalan Chandrashekar</u>

Mr. Rajagopalan Chandrashekar is an Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai. He has more than 20 (Twenty) years of experience in strategy, corporate planning, and business development. He is proficient enough and understands business, finance, commercial and corporate governance matters of the Company. In the opinion of the Board, Mr. Rajagopalan Chandrashekar posses requisite integrity, expertise, experience and proficiency.

Mr. Rajagopalan Chandrashekar is able to read and understand the financial statements and have successfully registered himself with the Data Bank of Independent Directors as maintained by Indian Institute of Corporate Affairs. Pursuant to the proviso to Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, he is not required to pass online proficiency self-assessment test.

Independent Directors' Declaration

The Independent Directors have given a declaration that they meet the criteria of independence as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, pursuant to Sub-rule (1) of Rule 6 of The Companies (Appointment & Qualifications of Directors) Rules, 2014, the Independent Directors have successfully registered their names in the Data Bank of Independent Directors. The Independent Directors have also complied with the Code of Conduct for Directors and senior management personnel. The Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact the ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management.

Board Evaluation

In compliance with the Act and Regulation 17 (10) of the Listing Regulations, the Board has carried out an evaluation of its own performance, its Committees and performance of individual Directors for the year under review. The aspects covered in the evaluation includes adherence of code of conduct and corporate governance practices of the Company, professional qualification and experience especially experience to relevant industry, attendance and participation in the Board/Committee Meetings etc. The evaluation of the individual Director was done by all the Directors other than the Director being evaluated and evaluation of the Board was done by all the Directors. The evaluation of the Independent Directors was based on their performance and fulfillment of criteria of independence as per the Act and independence from the management.

Complete details of such evaluation are given in the Corporate Governance Report that forms part of this Annual Report. The Board of Directors expressed their satisfaction with the evaluation process.

Board Meetings

During the year under review, the Board of Directors met 6 (Six) times, details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

15. DETAILS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act along with the purpose for which the loans or guarantees or securities are proposed to be utilized by the recipient are provided in the Note No. 8, 9, 14 and 42 of the standalone financial statements of the Company for the year ended March 31, 2023.

16. RELATED PARTY TRANSACTIONS

The disclosure of related party transactions as required under Section 134(3)(h) of the Act in form AOC-2 is enclosed as "**Annexure-C**".

The Policy on materiality of related party transactions and policy on dealing with the related party transactions are available on the Company's website at www.schandgroup.com/investors/#corporate-policies.

17. INFORMATION REGARDING EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Annual Report and annexed as **Annexure-D**.

Pursuant to Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing, inter alia, the names of top ten employees in terms of remuneration drawn and every employee employed throughout the financial year and in receipt of remuneration of Rs. 1.02 crores or more, and every employee employed for part of the year and in receipt of remuneration of Rs. 8.50 lakhs or more per month is attached as **Annexure-E** of this report.

Managerial Remuneration

The Nomination and Remuneration Committee by passing resolution by circulation on August 26, 2021 and Board of Directors at its meetings held on August 31, 2021 and the members at the annual general meeting held on September 28, 2021 approved the remuneration of Mr. Himanshu Gupta, Managing Director, and Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director of the Company effective from July 01, 2021 till the expiry of their respective terms.

During the financial year 2022-23, the following remuneration was paid to the Managerial Personnel:

Mr. Himanshu Gupta	- Rs. 23.92 million
Mr. Dinesh Kumar Jhunjhnuwala	- Rs. 18.18 million

Sexual Harassment Policy

The Company has zero tolerance for sexual harassment at the work place and has adopted a Policy on "Prevention of Sexual Harassment of Women at Workplace" in line with the provisions of "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" ("**POSH**"). The Company has an Internal Complaints Committee which has been constituted as per the provisions of POSH and this Committee deals with all the sexual harassment matters. The disclosures in relation to POSH have been provided in the Corporate Governance Report.

Details of ESOPS

The underlying objectives of **Employees Stock Option Scheme 2012** and **Employees Stock Option Plan 2018** are to attract, motivate, retain and reward employees for high levels of individual performance and share the wealth that they have created for the Company and its members. Employees Stock Option Scheme 2012 and Employees Stock Option Plan 2018 are in line with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**").

The relevant disclosures pursuant to Rule 12(9) of The Companies (Share Capital and Debentures) Rules, 2014 and the Regulation 14 of the SBEB Regulations are given as **Annexure-F**. Relevant disclosures pursuant to Regulation 14 read with Part F of Schedule of I of SBEB Regulations are available on the website of the Company at www.schandgroup.com.

18. RISK MANAGEMENT

During the year under review, the Company has identified and evaluated elements of risk. The business risks inter-alia impact of Covid 19 pandemic, increase in raw material and printing cost, change in curriculum, change in education framework, higher borrowing cost, competition from other players and violation of intellectual property rights of the Company and current regulatory framework in the country. The risk management framework defines the risk management approach of the Company which includes periodic review of such risks, mitigation controls and reporting mechanism of such risks. The Risk Management Committee, Board of Directors, Audit Committee and the senior management evaluates the operations to identify potential risks and take necessary actions to mitigate the same. The Company also has in place a Risk Management Policy and the Risk Management Committee ensures implementation of appropriate risk management framework for the Company.

The details relating to composition and terms of reference of Risk Management Committee are given in Corporate Governance Report that forms part of this Annual Report.

19. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of the Act, the Company has a Corporate Social Responsibility Committee ("**CSR Committee**"), which comprises of Mr. Desh Raj Dogra (Chairman- Non-Executive, Independent Director), Mr. Himanshu Gupta - (Member-Managing Director) and Mr. Dinesh Kumar Jhunjhnuwala - (Member-Whole-time Director). The terms of references of the CSR Committee are provided in the Corporate Governance

Report which forms part of this Annual Report. The CSR policy of the Company is available on the Company's website at www.schandgroup.com/investors/#corporate-policies.

Since, the Company has reported net loss (as computed as per provisions of Section 198 of the Act) during the financial year 2019-20. Therefore, the average net profit (as computed as per provisions of Section 198 of the Act) of the Company made during the preceding three financial year (i.e. 2019-20, 2020-21 & 2021-22) is negative. In view of the same, the Company was not required to spend any amount on CSR activities during the financial year 2022-23.

The Annual Report on the CSR for the financial year 2022-23 is attached as **Annexure-G** and forms part of this Annual Report.

20. VIGIL MECHANISM

The Company has adopted the vigil mechanism by way of formulating a Whistle Blower Policy. The policy provides a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees and also provides for direct access to the Chairperson of the Audit Committee. The Whistle Blower Policy is available on the website of the Company at www.schandgroup.com/investors/#corporate-policies.

21. CORPORATE GOVERNANCE

Your Company is committed to maintain the high standards of Corporate Governance and adhere to the Corporate Governance requirements set out by The Securities and Exchange Board of India. In terms of Regulation 34 of the Listing Regulations, a report on the Corporate Governance along with a certificate of practicing company secretary on compliance of conditions of Corporate Governance is attached as **Annexure-H** and forms an integral part of this report.

22. MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis report, highlighting the performance of the Company and its business prospects, is provided in a separate section and forms an integral part of this Annual Report.

23. AUDIT COMMITTEE

The Audit Committee comprises of 3 (Three) Non-Executive, Independent Directors, namely Ms. Archana Capoor (Chairperson-Non-Executive, Independent Director), Mr. Desh Raj Dogra (Member-Non-Executive, Independent Director) and Mr. Rajagopalan Chandrashekar (Member-Non-Executive, Independent Director). The details of the Audit Committee are included in the Corporate Governance Report.

24. NOMINATION AND REMUNERATION POLICY

The Board of Directors has a policy which lays down a framework in relation to appointment and remuneration to Directors, Key Managerial Personnel and senior management of the Company. The policy lays down the criteria for determining qualifications, positive attributes and independence and remuneration of Board members, Key Managerial Personnel and employees. The objective of this policy is to attract and retain talent and to strike the right balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the goals of the Company. The Nomination and Remuneration Policy is available on Company's website at www.schandgroup.com/investors/#corporate-policies.

In order to align the Nomination and Remuneration policy of the Company with the amendments notified by SEBI vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023, the Board of Directors of the Company at its meeting held on May 30, 2023, on the recommendation of the Nomination and Remuneration Committee, amended the Nomination and Remuneration Policy of the Company.

25. COMPLIANCE OF SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable Secretarial Standards.

26. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Act, the Board hereby submits its responsibility statement:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

27. STATUTORY DISCLOSURES

a) The Company is not required to maintain cost records as per Section 148(1) of the Act.

b) No application was made against the Company under the Insolvency and Bankruptcy Code 2016 ("**IBC 2016**") during the year and no proceeding is pending against the Company under IBC 2016 as at the end of financial year 2022-23.

28. ACKNOWLEDGMENTS

Your Directors wish to express their thanks to the members, bankers, financial institutions, customers, suppliers, government and other regulatory authorities for their continued support. Your Directors place on record their appreciation to the employees at all levels for their committed services to the Company.

On behalf of the Board of Directors
For S Chand And Company Limited

	Sd/-	Sd/-
	Himanshu Gupta	Dinesh Kumar Jhunjhnuwala
Place: New Delhi	Managing Director	Whole-time Director
Date: August 11, 2023	DIN: 00054015	DIN: 00282988

ANNEXURE-A

FORM AOC-1

Pursuant to first proviso to sub-section (3) of section 129 of the Act read with Rule 5 of The Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Rs. in million)

Sl. No.	Particulars			
1	Sl. No.	1	2	3
2	Name of the subsidiary	Chhaya Prakashani Limited	Vikas Publishing House Private Limited	New Saraswati House (India) Private Limited
3	The date since when subsidiary was acquired	05/12/2016	10/10/2012	17/05/2014
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.	N.A.	N.A.
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
6	Share capital	11.14	4.01	142.21
7	Reserves & surplus	1,373.35	1,670.14	571.79
8	Total assets	1,935.20	2,531.55	1,380.93
9	Total Liabilities	550.71	857.40	666.93
10	Investments	338.97	70.00	Nil
11	Turnover	1,153.89	1,829.69	1,131.62
12	Profit before taxation	368.06	193.68	119.67
13	Provision for taxation	99.53	52.59	22.87
14	Profit after taxation	268.53	141.09	96.80
15	Proposed Dividend	Nil	Nil	0.01% dividend on preference shares
16	Extent of shareholding (in percentage)	100%	The Company holds 98% shares directly and 2% shares through its wholly owned subsidiary i.e. Nirja Publishers & Printers Private Limited	The Company holds 43.22% shares (equity and Preference) directly and 56.78% share (equity and Preference) through its wholly owned subsidiaries i.e. Vikas Publishing House Private Limited & Chhaya Prakashani Limited

Sl. No.	Particulars			
1	Sl. No.	4	5	6
2	Name of the subsidiary	Indian Progressive Publishing Co Private Limited	Blackie & Son (Calcutta) Private Limited	S. Chand Edutech Private Limited
3	The date since when subsidiary was acquired	05/12/2016	25/09/2012	30/03/2011
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting	N.A.	N.A.	N.A.
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case	N.A.	N.A.	N.A.
6	Share Capital	0.12	0.15	47.79
7	Reserves & Surplus	30.46	71.57	(144.45)
8	Total assets	33.62	72.05	80.56

Sl. No.	Particulars			
9	Total Liabilities	3.04	0.33	177.22
10	Investments	Nil	55.47	Nil
11	Turnover	18.79	0.94	35.18
12	Profit Before Taxation	14.06	(0.04)	(13.00)
13	Provision for taxation	3.58	0.01	-
14	Profit after taxation	10.48	(0.05)	(13.00)
15	Proposed Dividend	Nil	Nil	Nil
16	Extent of Shareholding (in percentage)	Chhaya Prakashani Limited (wholly owned subsidiary of the Company) holds 100% shares.	100%	The Company holds 99.55% shares directly and 0.45% through its wholly owned subsidiary i.e. Safari Digital Education Initiatives Private Limited

Sl. No.	Particulars			
1	Sl. No.	7	8	9
2	Name of the subsidiary	BPI (India) Private Limited	DS Digital Private Limited	Safari Digital Education Initiatives Private Limited
3	The date since when subsidiary was acquired	25/09/2012	03/07/2014	07/02/2011
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.	N.A.	N.A.
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
6	Share capital	13.50	568.99	443.69
7	Reserves & surplus	0.42	(660.06)	(366.11)
8	Total assets	142.05	519.48	1,064.03
9	Total Liabilities	128.13	610.55	986.45
10	Investments	Nil	218.50	728.42
11	Turnover	43.18	48.76	26.36
12	Profit before taxation	(7.71)	(88.88)	19.07
13	Provision for taxation	(14.91)	(24.82)	4.85
14	Profit after taxation	7.20	(64.06)	14.21
15	Proposed Dividend	Nil	Nil	Nil
16	Extent of shareholding (in percentage)	The Company holds 51% shares through its wholly owned subsidiary i.e. Blackie & Son (Calcutta) Private Limited	The Company holds 59.20% shares (equity and preference) directly and 40.79% shares (equity and preference) through its wholly owned subsidiary i.e Safari Digital Education Initiatives Private Limited	The Company holds 59.92% shares directly and 40.08% shares through its wholly owned subsidiaries i.e. Nirja Publishers & Printers Private Limited and Vikas Publishing House Private Limited

Sl. No.	Particulars			
1	Sl. No.	10	11	12
2	Name of the subsidiary	Nirja Publishers & Printers Private Limited	Edutor Technologies India Private Limited	Convergia Digital Education Private Limited
3	The date since when subsidiary was acquired	30/03/2010	31/08/2020	01/07/2021
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.	N.A.	N.A.

Sl. No.	Particulars			
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
6	Share capital	0.12	9.07	1.00
7	Reserves & surplus	865.11	(70.93)	84.31
8	Total assets	877.29	33.51	465.02
9	Total Liabilities	12.06	95.37	379.71
10	Investments	267.32	Nil	Nil
11	Turnover	1.09	17.35	116.55
12	Profit before taxation	47.73	(26.66)	(164.52)
13	Provision for taxation	14.71	5.12	(28.86)
14	Profit after taxation	33.02	(31.78)	(135.66)
15	Proposed Dividend	Nil	Nil	Nil
16	Extent of shareholding (in percentage)	100%	The Company holds 54.86% shares through its wholly owned subsidiaries i.e. Safari Digital Education Initiatives Private Limited & Chhaya Prakashani Limited	The Company holds 10% shares directly and 90% through its wholly owned subsidiary i.e. Safari Digital Education Initiatives Private Limited

Note:

1. Name of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Eurasia Publishing House Private Limited has been amalgamated with Chhaya Prakashani Limited with appointed dated April 01, 2020 vide Hon'ble National Company Law Tribunal, Kolkata Bench order dated April 21, 2022.

Part "B": Associates and Joint Ventures

1. Name of associate or joint venture which are yet to commence operations: Nil
2. Names of associate or joint venture which have been liquidated or sold during the year: Smartivity Labs Private Limited (ceased to be an associate of the Company with effect from June 22, 2022)

On behalf of the Board of Directors
For S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Sd/-
Dinesh Kumar Jhunjhnuwala
Director
DIN: 00282988

Place: New Delhi
Date: August 11, 2023

Sd/-
Saurabh Mittal
Chief Financial Officer

Sd/-
Jagdeep Singh
Company Secretary
Membership No.: A15028

ANNEXURE-B

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of The Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

S Chand And Company Limited
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044
CIN No: L22219DL1970PLC005400

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **S Chand And Company Limited (CIN No. L22219DL1970PLC005400)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company and its officers, during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Neither there was any transaction of Direct Investment, External Commercial Borrowings nor any transaction of Overseas Direct Investment which was required to be reported during the financial year).

v. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable during the year under review);

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable during the year under review);

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review).

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable during the year under review);

   h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (not applicable during the year under review);

   i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI LODR Regulation**");

   j) The Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

   k) Laws specifically applicable to the industry to which the Company belongs, as identified by the management:

      - The Press and Registration of Books Act, 1867;
      - The Copyright Act, 1957 read with The Copyrights Rules, 2013;

- The Trade Marks Act, 1999 read with Trade Marks Rules, 2017;
- The Information Technology Act, 2000;
- The Legal Metrology Act, 2009;
- The Delivery of Books and Newspapers (Public Libraries) Act, 1954; and
- The Child Labour (Prohibition and Regulation) Act, 1986

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company and, its officers during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the financial year ended March 31, 2023 complied with the aforesaid laws.

Based on the information received and records made available I further report that:

a) During the FY 2022-23, the Board of Directors have approved the following loans to subsidiaries of the Company:
   - Optionally convertible loan upto an amount of Rs 25.00 million to S. Chand Edutech Private Limited, a wholly owned subsidiary of the Company;
   - Optionally convertible loan upto an amount of Rs 150.00 million to Convergia Digital Education Private Limited, a wholly owned subsidiary of the Company;
   - Short-term loan up to an amount of Rs. 50.00 million to Chhaya Prakashani Limited, a wholly owned subsidiary of the Company;
   - Renewal of Loan of Rs. 161.09 million given to DS Digital Private Limited, a subsidiary of the Company;
   - Renewal of Loan of Rs. 52.24 million given to Safari Digital Education Initiatives Private Limited, a wholly owned subsidiary of the Company; and
   - Renewal of Loan of Rs. 47.93 million given to New Saraswati House (India) Private Limited, a wholly owned subsidiary of the Company.

b) During the FY 2022-23, the Board of Directors approved to make the following investments by the Company:
   - Acquisition of 10,000 (Ten Thousand) equity share of face value of Rs. 10/- each of Convergia Digital Education Private Limited at a consideration of Rs. 15/- per equity shares aggregating to Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only); and
   - Investment in ATOZLEARN Edutech Private Limited ("ixamBee") by way of acquisition of equity instruments (including equity shares, shares, compulsory convertible preference shares and convertible debentures) by the Company from existing shareholders of ixamBee upto an amount of Rs. 1,50,00,120/- (Rupees One Crore Fifty Lakhs One Hundred and Twenty only).

c) During the FY 2022-23, the Board of Directors approved to provide the following corporate guarantees in favour of the following bank/NBFC to secure the loan granted by the bank/NBFC to the Company's wholly owned subsidiary:

Name of the wholly owned subsidiary	Name of the bank/NBFC in whose favor corporate guarantee was given	Amount of Guarantee
New Saraswati House (India) Private Limited	State Bank of India	10.00 crores
Chhaya Prakashani Limited	Tata Capital Financial Services Limited	20.00 crores

d) The Board of Directors at its meeting held on August 09, 2022, adopted the revised Employees Stock Option Scheme 2012 in line with The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

e) The Board of Directors on November 19, 2022 through resolution passed by circulation allotted 1,13,000 equity shares of Rs. 5/- each, to the eligible employees of the Company and its subsidiaries against their applications to exercise Employee Stock Options (ESOPs) out of the ESOPs vested in them in pursuant to Employee Stock Option Plan 2018.

f) The shareholders of the Company at their 51st Annual General Meeting held on September 28, 2022:
   - Considered and re-fixed the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013;
   - Considered and re-fixed the limits towards creation of charge on the assets of the Company under section 180 (1) (a) of the Companies Act, 2013.

g) During the year 2020-21, The Company had filed the 2nd motion application before the Hon'ble National Company Law Tribunal ("**NCLT**") for approval of the proposed Composite Scheme of Arrangement ("**Scheme**") amongst S Chand And Company Limited ("**S Chand**"), DS Digital Private Limited ("**DS Digital**"), Safari Digital Education Initiatives Private Limited ("**Safari**"), Blackie & Son (Calcutta) Private Limited ("**Blackie**") and Nirja Publishers & Printers Private Limited ("**Nirja**") 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 DS Digital and

Safari into S Chand, Amalgamation of DS Digital [the residual business remained in the Company after the de-merger of its Education Business] with Safari and other connected matters.

The Hon'ble NCLT, New Delhi (Bench III) vide its order dated July 24, 2023 (modified) has approved the said scheme. The Company will file a certified true copy of the said order with the Registrar of Companies and thereafter the said scheme will be operative from the appointed date i.e. April 01, 2017.

Based on the information received and records made available I further report that:

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Independent Directors and Woman Director. There was no change in the composition of the Board of Directors during the financial year under review.

ii. Adequate notice(s) were given to all directors regarding holdings of Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and wherever short notice of the meeting was given, compliance of relevant provisions of the Companies Act, 2013 with respect to attendance of independent directors in the meeting was adhered. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii. All the decisions at the Board Meetings and Committee meetings were carried through with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be. The dissenting members' views, if any, were captured and recorded as part of the minutes.

iv. As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

v. There are adequate systems & processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations & guidelines.

I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. I believe that the Audit evidence which I have obtained is sufficient and appropriate to provide a basis for my audit opinion. Except elsewhere mentioned in this report, in my opinion and to the best of my information and according to explanations given to me, I believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

Sd/-
R. S. Bhatia
Practicing Company Secretary
CP No: 2514
UDIN: F002599E000774766
Peer Review No. 1496/2021

Place: New Delhi
Dated: August 10, 2023

Note: This report is to be read with letter of even date by the Secretarial Auditor, which is annexed to this report and forms an integral part of this report.

ANNEXURE A

To,
The Members

S Chand And Company Limited
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044
CIN No: L22219DL1970PLC005400

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of records is the responsibility of the management of the Company. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices, and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on text basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices we followed provide a reasonable basis for our opinion.
3. Where ever required, i have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
4. The compliance of the provisions of the SEBI laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on text basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of the management. My examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. I have verified the correctness and coverage of the contents of such forms.

Sd/-
R. S. Bhatia
Practicing Company Secretary
CP No: 2514
UDIN: F002599E000774766
Peer Review No. 1496/2021

Place: New Delhi
Dated: August 10, 2023

ANNEXURE-C

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188
Safari Digital Education Initiative Private Limited -Wholly owned Subsidiary Company	Sale of e-books	Financial Year 2022-23	The Company sold e-books to Safari Digital Education Initiatives Private Limited as per mutually agreed terms. The value of transaction during the financial year 2022-23 is Rs. 3.25 million	To have access of B2B & B2C platforms through Safari Digital Education Initiatives Private Limited for further selling these e-books to direct users, schools and colleges	24.05.2022	Nil	Not applicable
	License to use myStudygear application	Financial Year 2022-23	Safari Digital Education Initiatives Private Limited provided to the Company the right to use the myStudygear application for providing digital content to the students. The value of transaction during the financial year 2022-23 is Rs. 3.05 million	For development of digital content and expansion of business	24.05.2022	Nil	Not applicable

2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

On behalf of the Board of Directors
For S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Sd/-
Dinesh Kumar Jhunjhnuwala
Whole-time Director
DIN: 00282988

Place: New Delhi
Date: August 11, 2023

ANNEXURE-D

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:**

Name of the Director	Designation	Ratio to median remuneration of the employees
Mr. Himanshu Gupta	Managing Director	61.03
Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	46.39

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23:**

Name of the Employee	Designation	% increase in remuneration
Mr. Himanshu Gupta	Managing Director	28%
Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	24%
Mr. Saurabh Mittal	Chief Financial Officer	37%
Mr. Jagdeep Singh	Company Secretary	22%

3. **The percentage increase in median remuneration of employees in financial year 2022-23:** 9.13%
4. **The number of permanent employees on the rolls of Company:** 602 as on 31st March 2023 (675 employed through the year)
5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   The increase in salaries of employees other than managerial personnel is 25% and for the managerial persons is 28%. The increase in the managerial remuneration is on account of variable pay, bonus and incentives on account of the increase in consolidated revenue by 27% , EBIDTA by 71% and PAT by 616%.

6. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.**

On behalf of the Board of Directors
For S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Sd/-
Dinesh Kumar Jhunjhnuwala
Whole-time Director
DIN: 00282988

Place: New Delhi
Date: August 11, 2023

INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A) Top 10 employees in terms of remuneration drawn during the year

S. No.	Name of Employee	Designation	Remuneration drawn (per annum) (Rs. in million)	Nature of employment (contractual or otherwise)	Qualification	Experi-ence (in Yrs)	Date of Commencement of employment (Company Date of Joining)	Age (in years) (as on 31.03.2023)	% of equity held by the employee (as on 31.03.2023)	Relative of any Director or Manager	Last employment
1.	Mr. Himanshu Gupta	Managing Director	23.92	Permanent	B.Com, DU	23	April 21, 2000	44	17.05	Son of Ms. Savita Gupta	NA
2.	Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	18.18	Permanent	Intermediate	19	December 11, 2004	62	10.94	Father of Mr. Gaurav Kumar Jhunjhnuwala	Hind Group, Hong Kong
3.	Mr. Saurabh Mittal	Chief Financial Officer	15.39	Permanent	B.Com (Hons), DU and CA	25	May 01, 2006	49	0.23	No	Milk Food Limited
4.	Mr. Jagdeep Singh	President & General Counsel- Company Secretary	7.58	Permanent	B. Com, C.S. LL.B.(DU)	21	December 20, 2013	47	0.03	No	Irene Healthcare Private Limited
5.	Mr. Jitendra Kumar Agnihotri	Business Head- School Education	7.29	Permanent	M.A.	22	June 01, 2015	53	0.03	No	MBD Group
6.	Ms. Meenu Aggarwal	Senior Vice President- Finance	7.12	Permanent	CA	21	April 07, 2014	46	0.01	No	Compass India Support Services Pvt. Ltd.
7.	Dr. Atul Nischal	Executive VP- Academic & Professional Development	5.43	Permanent	Ph. D - Mathematics - 1997	25	July 02, 2018	56	Nil	No	Elipsis Consulting Pvt. Ltd.
8.	Mr. Atul Soni	Head- Investor Relation	4.76	Permanent	MBA General Management & Finance, PGDCA- Computer Application	13	October 03, 2018	43	0.03	No	Inox Wind
9.	Mr. Sachin Sharma	National Sales Head - Higher Education	4.23	Permanent	PGDM	13	October 03, 2016	37	Negligible	No	HSIL Limited
10.	Mr. Elancheran S M	Associate Vice President - Sales	3.64	Permanent	MBA	28	December 08, 2014	48	Negligible	No	Ratna Sagar Pvt Ltd

B) Employees drawing salary of Rs. 1.02 crores or above per annum and posted in India (employed throughout the financial year)

Sl. No.	Name of Employee	Designation	Remuneration drawn (per annum) (Rs. in million)	Nature of employment (contractual or otherwise)	Qualification	Experi-ence (in Yrs)	Date of Commencement of employment (Company Date of Joining)	Age (in years) (as on 31.03.2023)	% of equity held by the employ-ee (as on 31.03.2023)	Relative of any Director or Manager	Last employment
1.	Mr. Himanshu Gupta	Managing Director	23.92	Permanent	B.Com, DU	23	April 21, 2000	44	17.05	Son of Ms. Savita Gupta	NA
2.	Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	18.18	Permanent	Intermediate	19	December 11, 2004	62	10.94	Father of Mr. Gaurav Kumar Jhunjhnuwala	Hind Group, Hong Kong
3.	Mr. Saurabh Mittal	Chief Financial Officer	15.39	Permanent	B.Com (Hons), DU and CA	25	May 01, 2006	49	0.23	No	Milk Food Limited

C) Employees drawing salary of Rs. 8.50 lakhs or above per month and posted in India (employed for part of the financial year) – NIL

On behalf of the Board of Directors
For S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Sd/-
Dinesh Kumar Jhunjhnuwala
Whole-time Director
DIN: 00282988

Place: New Delhi
Date: August 11, 2023

DETAILS OF SHARES ISSUED UNDER EMPLOYEE STOCK OPTION PLAN (ESOPS)

The position of the existing scheme is summarized as under-

S. No.	Particulars	Remarks
I.	**Details of ESOS**	
1.	Description of ESOP including the general terms and conditions	– Employees Stock Option Scheme 2012 – Employees Stock Option Plan 2018
2.	Date of Shareholder's Approval	30th June, 2012 for the ESOP Scheme 2012 25th September, 2018 for the ESOP Scheme 2018
3.	Total number of options approved	367,928 equity shares of face value of Rs. 5 each under the ESOP Scheme 2012 and 190,000 equity shares of face value of Rs. 5 each under the ESOP Scheme 2018
4.	Vesting Requirements	Options vest over a maximum period of 7 years based on continued service and certain performance parameters.
5.	The Pricing formula	The price will be determined by the Board of Directors
6.	Maximum term of Options granted (years)	5 years
7.	Source of shares	Primary
8.	Variation in terms of ESOP scheme	None

II	**Method used to account for ESOP – Intrinsic or fair value**	Fair Value Method under IND AS
III	**Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed**	The Company has followed Fair Value Method of accounting and the Profits and EPS disclosed in the Profit and Loss Statement have considered the impact of employee compensation cost.

IV. Option Movement during the year ended Mar 2023

Sr. No	Particulars	No. of Options	Weighted Average Exercise Price
1	No. of Options Outstanding at the beginning of the year	202,000	80.87
2	Options Granted during the year	Nil	-
3	Options Forfeited / Surrendered during the year	4,000	91.62
4	Options lapsed / cancelled	Nil	-
5	Options Vested during the year	1,98,000	81.02
6	Options Exercised during the year	1,13,000	80.19
7	Total number of shares arising as a result of exercise of options	1,13,000	80.19
8	Money realized by exercise of options (Rs.)	90,61,470	80.19
9	Number of options Outstanding at the end of the year	85,000	82.12
10	Number of Options exercisable at the end of the year	85,000	82.12

V. Weighted Average remaining contractual life

As on 31 Mar 2023

Range of Exercise Price	Weighted average contractual life (years)
80.19 - 91.62	1.25

VI	Weighted average Fair Value of Options granted during the year ended Mar 2023 whose	
(a)	Exercise price equals market price	NA
(b)	Exercise price is greater than market price	NA
(c)	Exercise price is less than market price	NA

VII **The weighted average market price of options exercised during the year ended Mar 2023** Rs. 80.19

VIII.	Weighted average exercise price of Options granted during the year ended March 2023 whose	
(a)	Exercise price equals market price	N.A
(b)	Exercise price is greater than market price	N.A
(c)	Exercise price is less than market price	N.A

IX. **Employee-wise details of options granted during the financial year 2022-23 to:**

(i) **Senior managerial personnel**

Name of employee	Designation	No. of Options granted	Exercise Price
No grants made during the year			

(ii) **Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year**

Name of employee	Designation	No. of Options granted	Exercise Price
No grants made during the year			

(iii) **Identified employees who were granted option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.**

Name of employee	Designation	No. of Options granted	Exercise Price
No grants made during the year			

X **Method and significant Assumptions used to estimate the fair value of options granted during the year ended March 2023:**
No grants made during the year

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

	Variables	Weighted Average
1.	Risk Free Interest Rate	N.A.
2.	Expected Life (in years)	N.A.
3.	Expected Volatility	N.A.
4.	Expected Dividend	N.A.
5.	Exercise Price	N.A.
6.	Price of the underlying share in market at the time of the option grant. (Rs.)	N.A.

XI	**The method used and the assumptions made to incorporate the effects of expected early exercise**	No grants made during the year
XII	**How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and**	No grants made during the year
XIII	**Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.**	No grants made during the year

On behalf of the Board of Directors
For S Chand And Company Limited

Place: New Delhi Date: August 11, 2023	Sd/- Himanshu Gupta Managing Director DIN: 00054015	Sd/- Dinesh Kumar Jhunjhnuwala Whole-time Director DIN: 00282988

ANNEXURE-G

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Corporate Social Responsibility Policy ("**CSR Policy**") of S Chand And Company Limited ("**S Chand**") is framed to enhance value creation in the society and in the community in which it operates, through its services, conduct and initiatives, so as to promote sustained growth for the society and community in fulfillment of its role as a Socially Responsible Corporate with environmental concern. The CSR Policy is available on the Company's website at www.schandgroup.com. The Company has identified the area of promoting education for CSR engagement.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
i	Mr. Desh Raj Dogra	Chairman – Non-Executive, Independent Director	0	0
ii	Mr. Himanshu Gupta	Member – Managing Director	0	0
iii	Mr. Dinesh Kumar Jhunjhnuwala	Member – Whole-time Director	0	0

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company : www.schandgroup.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable : Not applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135 : Negative

   (b) Two percent of average net profit of the company as per sub-section (5) of section 135 : Negative

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

   (d) Amount required to be set off for the financial year, if any : Nil

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)] : Nil

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Nil

   (b) Amount spent in Administrative Overheads : Nil

   (c) Amount spent on Impact Assessment, if applicable : Not applicable

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Nil

   (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
Nil	Nil	NA	NA	NA	NA

(f) Excess amount for set off, if any

(1)	(2)	(3)
Sl. No.	Particular	Amount (In Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Negative
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii) - (i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii) - (iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years : Nil

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	2019-20							
2	2020-21							
3	2021-22							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year : Yes ☐ No ☑

If yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin-code of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : N.A.

Sd/-
Desh Raj Dogra
Chairman of CSR Committee
DIN: 00226775

Sd/-
Himanshu Gupta
Managing Director &
Member of CSR Committee
DIN:00054015

Place: New Delhi
Date: August 11, 2023

ANNEXURE-H

CORPORATE GOVERNANCE REPORT

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust is integral to create enduring value for all.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance is creation and enhancing long-term sustainable value for all stakeholders of the Company through ethically driven business process. The Company always endeavours to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. As a corporate citizen, our business fosters a culture of ethical behaviour and disclosures aimed at building trust of our stakeholders.

At S Chand, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders.

The Company considers it absolutely essential to abide by the laws and regulations of the land in true letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the country.

The Company has adopted the requirements of corporate governance as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time.

2. BOARD OF DIRECTORS

The Board is the focal point and custodian of corporate governance for the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

a) Composition:

As on March 31, 2023, the Board of Directors consists of 7 (Seven) Directors comprising of a Managing Director, a Whole-time Director and 5 (Five) Non-executive Directors, out of which 3 (Three) are Independent Directors. The Company has 2 (Two) women Directors. The composition of the Board is in conformity with Regulation 17 of Listing Regulations and the relevant provisions of the Companies Act, 2013 ("**the Act**").

b) Attendance of Directors:

The composition of the Board and category of Directors along with Attendance Status at the Board meetings and AGM are as under:

Name of the Director	Category	Relationship with other directors	No. of Board meetings held during the financial year 2022-23	No. of Board Meetings entitled to attend during the financial year 2022-23	No. of Board Meetings attended during the financial year 2022-23	Attendance of each director at last AGM	Shareholding of Directors as on March 31, 2023
Mr. Desh Raj Dogra (DIN:00226775)	Chairman-Non-Executive, Independent Director	NA	6	6	6	Yes	31,500 equity shares held by his relatives
Mr. Himanshu Gupta (DIN: 00054015)	Promoter & Managing Director	Son of Ms. Savita Gupta	6	6	6	Yes	5,994,038
Mr. Dinesh Kumar Jhunjhnuwala (DIN: 00282988)	Promoter & Whole-time Director	Father of Mr. Gaurav Kumar Jhunjhnuwala	6	6	4	No	3,846,854
Ms. Archana Capoor (DIN: 01204170)	Non-Executive, Independent Director	NA	6	6	6	Yes	Nil
Mr. Rajagopalan Chandrashekar (DIN: 03634002)	Non-Executive, Independent Director	NA	6	6	6	No	Nil

Name of the Director	Category	Relationship with other directors	No. of Board meetings held during the financial year 2022-23	No. of Board Meetings entitled to attend during the financial year 2022-23	No. of Board Meetings attended during the financial year 2022-23	Attendance of each director at last AGM	Shareholding of Directors as on March 31, 2023
Ms. Savita Gupta (DIN: 00053988)	Non-Executive, Non-Independent Director	Mother of Mr. Himanshu Gupta	6	6	2	Yes	1,218,617
Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763)	Non-Executive, Non-Independent Director	Son of Mr. Dinesh Kumar Jhunjhnuwala	6	6	4	No	592,000

c) Directorship/committee position held in other Companies as on March 31, 2023:

S. No.	Name of the Director	Name of the other listed entities where the Director holds directorship	Category of directorship in listed entities	No. of other Director-ships	No. of Committee positions held in other com-panies*	No. of Committees Chaired in other com-panies*
1.	Mr. Desh Raj Dogra	– IFB Industries Ltd	– Non-Executive, Independent Director	8	3	3
		– Capri Global Capital Limited	– Non-Executive, Independent Director			
		– Axiscades Technologies Limited	– Non-Executive, Independent Director			
		– G R Infraprojects Limited	– Non-Executive, Independent Director			
2.	Mr. Himanshu Gupta	Nil	N.A.	12	0	0
3.	Mr. Dinesh Kumar Jhunjhnuwala	Nil	N.A.	10	1	0
4.	Ms. Archana Capoor	– Maral Overseas Limited	– Non-Executive, Independent Director	7	5	1
		– RSWM Limited	– Non-Executive, Independent Director			
		– Birla Cable Limited	– Non-Executive, Independent Director			
		– Sandhar Technologies Limited	– Non-Executive, Independent Director			
5.	Mr. Rajagopalan Chandrashekar	Nil	N.A.	4	1	0
6.	Ms. Savita Gupta	Nil	N.A.	5	0	0
7.	Mr. Gaurav Kumar Jhunjhnuwala	Nil	N.A.	4	0	0

* Committee of Directors includes Audit Committee & Stakeholders Relationship Committee in all public limited companies (whether listed or unlisted) and excludes private limited companies, foreign companies and Section 8 companies.

In accordance with the Regulation 26 of the Listing Regulations, none of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

d) Number of Board Meetings and date of Board Meetings:

During the financial year 2022-23, 6 (Six) board meetings were held on May 24, 2022, August 09, 2022, November 12, 2022, November 30, 2022, February 10, 2023 & March 16, 2023. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

e) Independent Directors:

In the opinion of the Board, all the Non-Executive, Independent Directors fulfil the conditions of independence as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and also meet the requirements of Regulation 25 of the Listing Regulations and are independent of the management.

The Independent Directors meet once in a financial year without the presence of non-independent directors and presence of the management. The Independent Directors, inter alia, reviewed the performance of the other Directors and Board as a whole and also assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

f) Board's Procedures:

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, material investment proposals, sale and acquisition of material nature of assets, mortgages, guarantees, etc. are regularly placed before the Board. The matters regarding actual operations, major litigation feedback reports, information on senior level appointments below the Board level and minutes of the Board and Committee Meetings are also placed before the Board. In addition to the information required under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of the Listing Regulations, the Board is also kept informed of major events/items and approvals have been taken wherever necessary.

g) Board Evaluation:

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, the Board, in accordance with evaluation framework laid down by the Nomination and Remuneration Committee, has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Board's functioning was evaluated on various aspects, including inter-alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, long term strategic planning.

The Committee evaluation was done on the basis of degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

Evaluation of Directors was done keeping in view the criteria laid down in the Board Performance Evaluation Framework of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The criteria for performance evaluation of Independent Directors covered the following as described in the evaluation framework of the Company:

a) Professional qualification and experience, especially experience to relevant industry;

b) Attendance and participation in the Board Meeting;

c) Whether person is independent from the entity and the other directors and there is no conflict of interest and exercises his/her own judgement and voices opinion freely;

d) Timely inputs on minutes of meeting of board and committees;

e) Timely disclosure of interest and any change therein;

f) Adherence of Code of Conduct of the Company;

g) Contribution in the board and committee meetings such as raising valid concerns and providing his/her inputs for resolutions of such issues;

h) Promoting the good corporate governance practices in the Company;

i) Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information provided by the Company and its representatives; and

j) Fulfillment of the independence criteria as per the SEBI Listing Regulations and their independence from the management.

h) Maximum tenure of Independent Directors:

The maximum tenure of Independent Directors is in accordance with the Act and the Listing Regulations.

i) Familiarisation Programmes for Independent Directors:

The Company has a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, the business models of the Company etc., and the same is available on the website of the Company at www.schandgroup.com/investors/#board-committees.

j) Skills/Expertise/Competencies of the Board of Directors:

The Board of Directors of the Company comprise of qualified members from diverse fields who bring in the required skills, competencies and expertise and add valuable contributions to the Board and its Committees. The members of the Board ensures that the Company complies with the applicable laws and maintains highest standards of corporate governance.

The following skills/expertise/competencies have been identified for the effective functioning of the Company, which are currently available with the Board.

Skills/expertise/competencies	Directors who possess such skills/expertise/competencies
Diversified Leadership	Mr. Desh Raj Dogra
	Ms. Archana Capoor
	Mr. Rajagopalan Chandrashekar
Strategic Planning	Mr. Desh Raj Dogra
	Ms. Archana Capoor
	Mr. Rajagopalan Chandrashekar
	Mr. Himanshu Gupta
	Mr. Dinesh Kumar Jhunjhnuwala
Industry experience	Mr. Himanshu Gupta
	Mr. Dinesh Kumar Jhunjhnuwala
	Ms. Savita Gupta
	Mr. Gaurav Kumar Jhunjhnuwala
Finance and Accounts	Mr. Desh Raj Dogra
	Ms. Archana Capoor
	Mr. Himanshu Gupta
	Mr. Dinesh Kumar Jhunjhnuwala
Legal, Regulatory and Risk Management	Mr. Desh Raj Dogra
	Ms. Archana Capoor
	Mr. Himanshu Gupta
	Mr. Dinesh Kumar Jhunjhnuwala
Corporate Governance	Mr. Desh Raj Dogra
	Ms. Archana Capoor
	Mr. Himanshu Gupta
	Mr. Dinesh Kumar Jhunjhnuwala

3. BOARD COMMITTEES

The Committees constituted by the Board of Directors deal with specific areas and activities which concern the Company and makes recommendations to the Board on matters in their area or purview. The Committees take informed decisions within the framework designed by the Board. These Committees play an important role in overall management of day-to-day affairs and governance of the Company. To ensure good governance, all the decisions or recommendations by the Committee are placed before the Board for its information or approval, as required.

a) Audit Committee

Constitution and composition:

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Audit Committee of the Company comprising of 3 (Three) Non-Executive, Independent Directors performs all such powers and functions as are required to be performed under the said provisions. All the members of the Committee have relevant experience in financial matters.

Meetings & Attendance:

The Audit Committee met 5 (Five) times during the financial year 2022-23 on May 24, 2022, August 09, 2022, November 12, 2022, February 07, 2023 & February 10, 2023. The intervening period between two meetings was well within the maximum time gap as specified in the Listing regulations. The constitution of Audit Committee and attendance of each member during the financial year 2022-23 is as given below:

Name of the Member	Category	No. of meetings entitled to attend	No. of meetings attended
Ms. Archana Capoor **(Chairperson of Audit Committee)**	Non-Executive, Independent Director	5	5
Mr. Desh Raj Dogra	Non-Executive, Independent Director	5	5
Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	5	5

The Audit Committee invites such executives, as it considers appropriate, representatives of Statutory Auditors and representatives of Internal Auditors to attend the meetings. The Company Secretary acts as the Secretary of the Audit Committee. The statutory auditors and internal auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the internal auditors to review the compliances, issues involved and to review the internal controls in the Company.

Terms of References:

A. Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee

The Role of Audit Committee shall inter-alia include the following:

1. To consider internal audit reports, reviews internal control and systems and provide guidance and direction to internal audit function. To review the corporate accounting and reporting practices and also consider changes in accounting policy, if any. Review, with the management, the quarterly/half yearly financial statements before submission to the Board of Directors for approval.
2. To have an oversight of the Company's financial reporting process and the disclosure of its financial information so as to ensure that the financial statement is correct, sufficient and credible.
3. To review with the management, the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
   a. Matters to be included in the Director's Responsibility Statement in the Board's Report;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Qualifications in the draft audit report, if any; and
   g. Disclosure of any Related Party Transactions.
4. To review, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
5. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit. It can have discussion with internal auditors regarding any significant findings and follow up there on.
6. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors.
7. To have discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
8. The Committee may also look into the reasons for substantial defaults in the payment to the depositors, debenture holders and shareholders (in case of non-payment of declared dividends).
9. The Committee shall mandatorily review the following information:
   a. Management Discussion and Analysis of financial condition and results of operations.
   b. Management Letters/Letters of internal control weaknesses issued by the statutory auditors;
   c. Internal Audit reports relating to internal control weaknesses;
   d. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to the review by the audit committee; and
   e. Statement of deviations:
      i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, shall be submitted to the relevant stock exchanges in terms of Regulation 32(1) of the Listing Regulations; and
      ii. An annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, in terms of Regulation 32(7) of the Listing Regulations.
10. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
11. Examination of the financial statement and the auditor's report thereon.
12. Approval or any subsequent modification of transactions of the Company with related parties.
13. Approval or any subsequent material modification of related party transactions entered into by any of subsidiaries of the Company on one hand and a related party of the Company or any of its subsidiaries on the other hand.
14. Scrutiny of inter-corporate loans and investments.
15. Valuation of undertakings or assets of the Company, wherever it is necessary.
16. Evaluation of internal financial control and risk management systems.
17. Monitoring the end use of funds raised through public offers and related matters.
18. Overseeing of the vigil mechanism along with making provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

19. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
20. Carry out additional functions as is contained in the listing agreement or other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee.
21. The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
22. Review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter.
23. Approval of appointment of Chief Financial Officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
24. To review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
25. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

b) Nomination and Remuneration Committee

Constitution and composition:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has a Nomination and Remuneration Committee comprising of 3 (Three) Non-Executive, Independent Directors to perform all such powers and functions as are required to be performed under the said provisions.

Meetings & Attendance:

The Nomination and Remuneration Committee met 1 (One) time during the financial year 2022-23 on August 09, 2022. The constitution of Nomination and Remuneration Committee and attendance of each member is as given below:

Name of the Member	Category	No. of meetings entitled to attend	No. of meetings attended
Ms. Archana Capoor **(Chairperson of Nomination and Remuneration Committee)**	Non-Executive, Independent Director	1	1
Mr. Desh Raj Dogra	Non-Executive, Independent Director	1	1
Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	1	1

Terms of References:

The terms of references of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board of Directors their appointment and/or removal.
2. To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration for the directors, key managerial personnel and other employees such that its policies ensure that -
   a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. To formulate the criteria for evaluation of Independent Directors and the Board of Directors.
5. To recommend to the Board of Directors whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. To devise a policy on the diversity of the Board of Directors.
7. To recommend/review remuneration of the Managing Director and Whole-time Director based on their performance and defined assessment criteria.
8. To carry out any other function as is mandated by the Board of Directors from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

9. To administration and superintendence the employee stock option scheme or employees benefit schemes as approved by Board of Directors of the Company.
10. To formulate the detailed terms and conditions of such schemes, frame suitable policies and procedures to ensure that there is no violation of applicable laws.
11. To recommend to the Board of Directors, all remuneration in whatever form, payable to senior management.
12. For every appointment of an independent director, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    a. use the services of an external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of the candidates.

c) Stakeholders Relationship Committee

Constitution and composition:

Pursuant to the Act and Regulation 20 of the Listing Regulations, the Company has a Stakeholders Relationship Committee comprising of 3 (Three) Directors. The Chairperson of the Committee is a Non-Executive Director. The Committee discharges duties of looking into the grievances and protecting the various aspects of interest of shareholders of the Company.

The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

Meetings & Attendance:

The Stakeholders Relationship Committee had 1 (One) meeting during the financial year 2022-23 on December 05, 2022. The constitution of the Stakeholders Relationship Committee and attendance of each member during the financial year 2022-23 is as given below:

Name of the Member	Category	No. of meetings attended
Ms. Savita Gupta **(Chairperson of Stakeholders Relationship Committee)**	Non-Executive, Non-Independent Director	1
Mr. Himanshu Gupta	Managing Director	1
Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	0

Terms of References:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self-dealing.
6. All other matters incidental or related to shares, debentures and other securities of the Company.

Investor Grievances/Complaints:

The details of investor complaints received and resolved during the financial year 2022-23 are as follows:

Complaints received	Complaints resolved	Complaints not solved to the satisfaction of shareholders	Complaints pending
Nil	Nil	Nil	Nil

Mr. Jagdeep Singh, Company Secretary is designated as Compliance Officer of the Company. The Company has an email-id investors@schandgroup.com for the investors to send their grievances.

d) Corporate Social Responsibility Committee

Constitution and composition:

Pursuant to the provisions of Section 135 of the Act, the Corporate Social Responsibility Committee ("**CSR Committee**") comprising of 3 (Three) Directors performs all such powers and functions as are required to be performed under the said provisions.

Meetings & Attendance:

No meeting of CSR Committee was held during the financial year 2022-23. The constitution of the CSR Committee is as given below:

Name of the Member	Category
Mr. Desh Raj Dogra **(Chairman of CSR Committee)**	Non-Executive, Independent Director
Mr. Himanshu Gupta	Managing Director
Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director

Terms of References:

The terms of references of the CSR Committee are as under:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
2. To formulate and recommend to the Board, an annual Action Plan which shall include the following:
   a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
   b) the manner of execution of such projects or programmes;
   c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
   d) monitoring and reporting mechanism for the projects or programmes; and
   e) details of need and impact assessment, if any, for the projects undertaken by the company:
3. To recommend the amount of expenditure to be incurred on the activities.
4. To monitor the Corporate Social Responsibility Policy of the Company from time to time.
5. To undertake any other acts, deeds and things as may be delegated by the Board from time to time in relation to the Corporate Social Responsibility of the Company.

e) Risk Management Committee

Constitution and composition:

Pursuant to Regulation 21 of the Listing Regulations, the Company has a Risk Management Committee consisting of 5 (Five) members out of which 3 (Three) are Board Members and 2 (Two) are senior executives of the Company.

Meetings & Attendance:

The Risk Management Committee met 2 (Two) times during the financial year 2022-23 on September 19, 2022 & March 16, 2023. The constitution of the Risk Management Committee and attendance of each member during the financial year 2022-23 is as given below:

Sl. No.	Name of Member	Category	No. of meeting attended
1.	Mr. Rajagopalan Chandrashekar **(Chairman of Risk Management Committee)**	Non-Executive, Independent Director	2
2.	Mr. Desh Raj Dogra	Non-Executive, Independent Director	2
3.	Mr. Himanshu Gupta	Managing Director	1
4.	Mr. Saurabh Mittal	Chief Financial Officer	2
5.	Mr. Atul Soni	Head Investors Relations	2

Terms of References:

The terms of references of Risk Management Committee are as under:

1. To formulate a detailed risk management policy which shall include
   - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   - Measures for risk mitigation including systems and processes for internal control of identified risks.
   - Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

Other Functional Committees

Apart from the above statutory Committees, the Board of Directors have constituted the following functional committees to ensure better governance and to meet the specific business needs.

a) Administrative Committee

The Committee looks into routine administrative matters that arise in the normal course of business. The Committee comprises of 3 (Three) members of the Board. The Committee reports to the Board and the minutes of this Committee are placed before the Board for information.

4. REMUNERATION OF DIRECTORS

a) Pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company:

During the financial year, there was no pecuniary relationship or transactions of the Company with Non-Executive Directors except payment of sitting fees to Independent Directors for attending Board/Committee Meetings.

b) Criteria of making payments to Non-Executive Directors:

The role of Non-Executive Directors of the Company is not just restricted to Corporate Governance at the Board level of the Company but they also bring with them significant professional experience and expertise across the whole spectrum of the functional area such as publishing, marketing, sales, corporate strategy, legal, finance and other corporate functions. The Company seeks their expert advice on various matters relating to the business of the Company. The Independent Directors are paid sitting fees within the prescribed limits. The sitting fees is reasonable to attract, retain and motivate Directors aligned to the requirements of the Company. The Company also reimburses out-of-pocket expenses, if any, incurred by the Non-Executive Directors for attending meetings. The remuneration paid to the Non-Executive Directors is in line with the Nomination and Remuneration Policy of the Company and the applicable provisions of the Act and Listing Regulations.

c) The details of remuneration and sitting fees paid to each Director during the financial year 2022-23 are as under:

(Figures in Millions)

S. No.	Name of the Director	Category	Salary	Performance Linked Incentive/ Commission	Other Benefits	Bonuses	Stock Options	Sitting Fees	Total
1.	Mr. Himanshu Gupta	Managing Director	19.12	4.80	–	–	–	–	**23.92**
2.	Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	14.98	3.20	–	-	–	–	**18.18**
3.	Ms. Savita Gupta	Non-Executive, Non-Independent Director	–	–	–	–	–	–	**-**
4.	Mr. Gaurav Kumar Jhunjhnuwala	Non-Executive, Non-Independent Director	–	–	–	–	–	–	**-**
5.	Mr. Desh Raj Dogra	Non-Executive, Independent Director	–	–	–	–	–	0.62	**0.62**
6.	Ms. Archana Capoor	Non-Executive, Independent Director	–	–	–	–	–	0.55	**0.55**
7.	Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	–	–	–	–	–	0.62	**0.62**

The Executive Directors of the Company have been appointed, in terms of the resolutions passed by the Board and shareholders. The Executive Directors are required to give 180 days notice to the Company for termination of service agreement. There is no separate provision for payment of severance fees. The Non-Executive Directors are not subject to any notice period and no severance fees is to be paid to them.

Criteria for payment of performance linked incentive / commission:

- Mr. Himanshu Gupta, Managing Director, is entitled for commission upto 0.45% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statement of the Company (subject to maximum upto Rs. 50 lakhs) in a particular year.

- Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director, is entitled for commission upto 0.30% of Operating Cash Flow after taxes as per Consolidated Audited Financial Statement of the Company (subject to maximum upto Rs. 35 lakhs) in a particular year.

5. SECRETARIAL AUDIT REPORT OF MATERIAL UNLISTED INDIAN SUBSIDIARIES

Pursuant to Regulation 24A of the Listing Regulations, Secretarial Audit Report of the material unlisted subsidiaries incorporated in India as given by Company Secretaries in Practice are attached herewith as **Annexure I**.

6. GENERAL MEETINGS

a) The details of last three AGM's and the summary of Special Resolutions passed therein are as under:

Financial Year & Meeting No.	Day & Date	Time	Venue	Special Resolutions passed
51st/2021-22	Wednesday, September 28, 2022	11.30 A.M.	Pursuant to Ministry of Corporate Affairs circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 & May 05, 2022 and SEBI circular dated May 12, 2020, January 15, 2021 & May 13, 2022 the meeting was held through video conferencing	• Re-fixation of the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 • Re-fixation of the limits towards creation of charge on the assets of the Company under section 180 (1) (a) of the Companies Act, 2013
50th/2020-21	Tuesday, September 28, 2021	11.30 A.M.	Pursuant to Ministry of Corporate Affairs circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and SEBI circular dated May 12, 2020 and January 15, 2021 the meeting was held through video conferencing	• Revision in the remuneration of Mr. Himanshu Gupta, Managing Director of the Company • Revision in the remuneration of Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director of the Company • Re-appointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director of the Company • Re-appointment of Ms. Archana Capoor (DIN: 01204170) as an Independent Director of the Company • Amendments in Articles of Association of the Company
49th/2019-20	Tuesday, September 29, 2020	11:30 A.M.	Pursuant to Ministry of Corporate Affairs circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and SEBI circular dated May 12, 2020, the meeting was held through video conferencing	• Waiver of excess remuneration paid to Mr. Himanshu Gupta, Managing Director of the Company, during the financial year 2019-20; and • Waiver of excess remuneration paid to Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director of the Company, during the financial year 2019-20

b) Resolution passed/proposed to be passed through postal ballot:

No resolution was passed through postal ballot during the financial year 2022-23 and there is no proposal for passing any special resolution through postal ballot.

7. MEANS OF COMMUNICATION

a) Financial Results:

Prior intimation of the Board Meeting to consider and approve the unaudited/audited financial results of the Company is given to the stock exchanges and also disseminated on the website of the Company at www.schandgroup.com. The said financial results are intimated to the stock exchanges after the same are approved at the Board Meeting.

b) Newspapers & Website:

The unaudited quarterly, half-yearly financial results and audited financial results for the financial year are published in leading newspapers i.e. 'The Financial Express' and 'Jansatta'. The said financial results, quarterly/half-yearly/annual compliances, other statutory filings made to the Stock Exchanges and other official news releases, if any, are also disclosed on the website of the Company at www.schandgroup.com.

c) Presentations to institutional investors/analysts:

The Company also hosts all presentations shared/made to analysts/investors on the website of the Company at www.schandgroup.com. The said presentations are also submitted to the stock exchanges where the shares of the Company are listed.

8. GENERAL SHAREHOLDER INFORMATION

a) 52nd AGM:

Day	:	Tuesday
Date	:	September 26, 2023
Time	:	11:30 A.M.
Mode of convening the meeting	:	through video conferencing

b) Financial Year: The Company follows the financial year from 1st April to 31st March.

c) Dividend payment date:

During the year under review, the Board of Directors has not recommended any dividend.

However, the Board of Directors at its meeting held on May 30, 2023, recommended dividend of Rs. 3/- per shares to the equity shareholders of the Company for the financial year 2022-23. The dividend will be paid from October 1, 2023.

d) Financial Calendar for financial 2023-24:

i) Quarterly results: within 45 days from the date of closure of the respective quarter or such extended time as may be applicable to the Company;

ii) Annual Audited Results for the financial year ending March 31, 2024: within 60 days of close of the financial year or such extended time as may be applicable to the Company; and

iii) AGM for the financial year ending March 31, 2024: within 6 months of close of financial year or such extended time as may be applicable to the Company.

e) Listing of Shares and Stock Code:

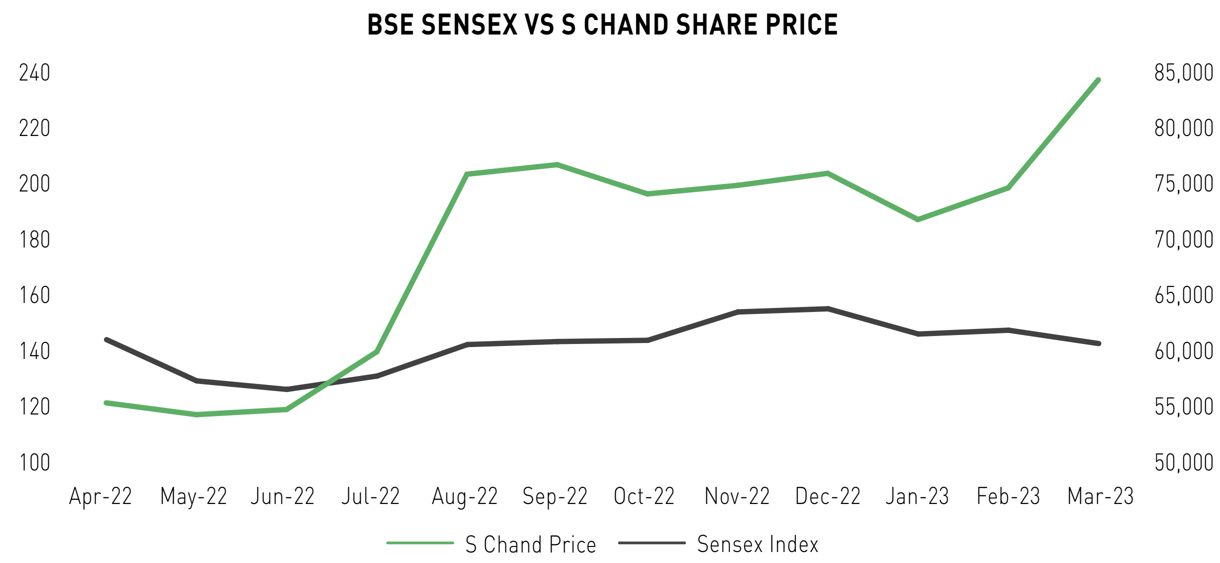
S. No.	Name of the Stock Exchange	Address of Stock Exchange	Stock Code
1.	BSE Limited ("BSE")	25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001	540497
2.	National Stock Exchange of India Limited ("NSE")	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051	SCHAND

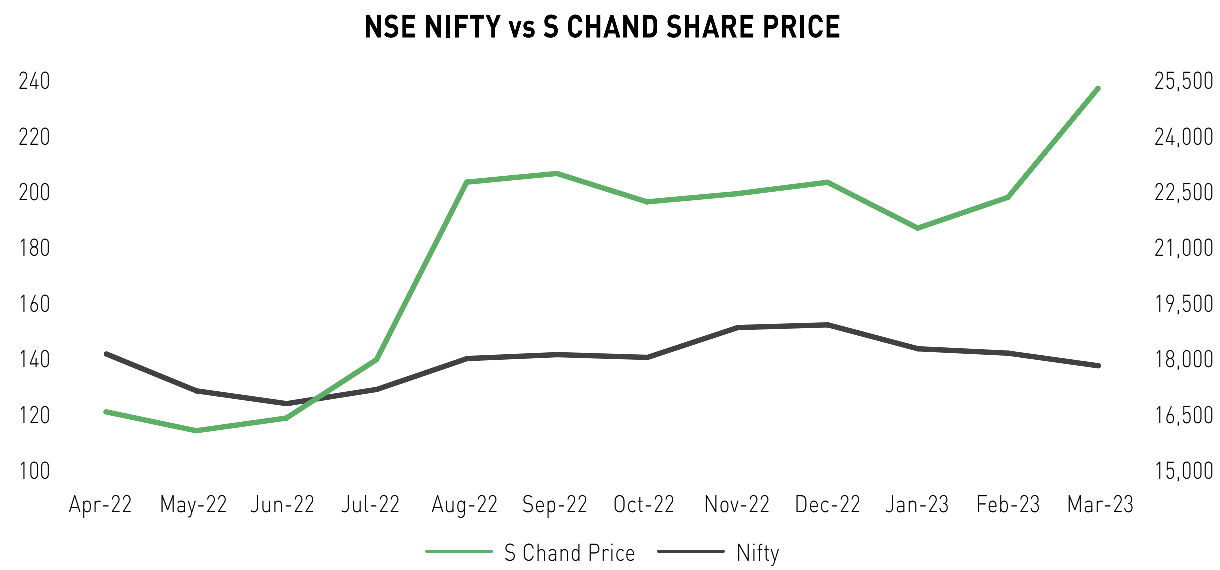
The Listing Fees for the financial year 2023-24 has been paid to NSE and BSE.

f) Volume of shares traded and Stock Price Movement on a month to month basis:

The monthly highest and lowest trade prices and volume of shares of the Company at BSE and NSE for the year ended March 31, 2023 are as under:

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-22	121.00	98.35	3,73,370	121.05	98.35	22,25,097
May-22	116.85	92.20	2,15,478	114.40	92.30	14,12,864
Jun-22	118.65	94.00	1,22,043	118.85	93.00	10,49,008
Jul-22	139.00	104.00	3,03,433	139.45	104.70	33,24,118
Aug-22	201.65	125.40	10,39,952	201.95	126.10	96,02,073
Sep-22	205.00	167.30	9,06,086	205.00	167.55	46,71,415
Oct-22	194.70	166.30	1,53,845	195.00	166.60	13,64,174
Nov-22	197.70	154.75	3,88,327	197.90	155.00	32,30,799
Dec-22	201.95	152.00	2,79,595	201.90	155.05	24,72,926
Jan-23	185.65	154.20	91,322	185.75	155.00	8,09,964
Feb-23	196.80	162.45	1,09,063	196.60	162.50	17,57,158
Mar-23	234.95	174.00	7,67,244	235.00	177.10	91,36,174





g) Securities suspended from trading

The Company's securities has not been suspended from trading.

h) Registrar and Share Transfer Agent:

All the processes relating to the shares is being handled by SEBI registered category I Registrar and Transfer Agent whose details are given below:

Link Intime India Private Limited
Noble Heights, 1st Floor,
Plot NH 2, C-1 Block LSC,
Near Savitri Market,
Janakpuri, New Delhi-110058
Phone: +91 11 4941 1000
Fax: +91 11 4141 0591
E-mail: delhi@intime.co.in
Website: www.linkintime.co.in

i) Share Transfer System:

No request for transfer/transmission of shares were received during the financial year 2022-23. All the equity shares of the Company are held in Dematerialized mode. Transfer/transmission of securities held in physical mode has been discontinued.

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

j) Distribution of shareholding as on March 31, 2023:

S. No.	Shares Range	Number of Shareholders	% of Total Shareholders	Total Shares for the Range	% of Issued Capital
1	1 To 500	42,060	94.95	21,05,962	5.99
2	501 To 1000	950	2.14	7,56,672	2.15
3	1001 To 2000	561	1.26	8,54,952	2.44
4	2001 To 3000	252	0.57	6,37,933	1.81
5	3001 To 4000	87	0.20	3,14,530	0.90
6	4001 To 5000	70	0.16	3,31,602	0.94
7	5001 To 10000	151	0.34	11,04,438	3.14
8	10001 and above	167	0.38	2,90,50,247	82.63
	Total	**44,298**	**100.00**	**3,51,56,336**	**100.00**

k) Dematerialization of shares and liquidity:

As on March 31, 2023, all the equity shares of the Company are in compulsory dematerialization segment and are available on trading system of both the depositories in India viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The status of dematerialization of shares as on 31st March, 2023 is as under:

Particulars	Number of shares	Number of shareholders	% to total number of shares
CDSL	1,24,86,735	24,194	35.52
NSDL	2,26,69,601	20,104	64.48
Total	**3,51,56,336**	**44,298**	**100.00**

l) Outstanding GDRs/ADRs/Warrants:

The Company does not have any Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments as on March 31, 2023.

m) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not have any commodity risk. Risk assessment and its minimization procedures have been laid down by the Company and the same have been informed to the Board Members. These procedures are periodically reviewed to ensure that the management controls risk through means of a properly defined framework.

n) Plant locations:

20/4, Site IV, Industrial Area, Sahibabad, Ghaziabad (Uttar Pradesh) - 201010

o) Credit Rating:

During the financial year ended March 31, 2023, there were following revisions and assignment of new ratings.

September 28, 2022

CARE Ratings Limited has revised outlook of existing ratings from stable to positive and assigned a new credit rating of the Company as under:

Facilities	Amount (Rs. in crore)	Rating	Rating Action
Long Term Bank Facilities	9.18	CARE BBB+; Positive (Triple B Plus; Outlook: Positive)	Assigned
Long Term Bank Facilities	90.00 (Enhanced from 70.00)	CARE BBB+; Positive (Triple B Plus; Outlook: Positive)	Reaffirmed; Outlook revised from Stable
Long Term/Short Term Bank Facilities	7.50	CARE BBB+; Positive/CARE A2 (Triple B Plus; Outlook: Positive/A Two)	Reaffirmed; Outlook revised from Stable
Short Term Bank Facilities	3.00	CARE A2 (A Two)	Reaffirmed
Total Facilities	109.68 (Rupees One Hundred Nine Crore and Sixty-Eight Lakhs Only)		

February 27, 2023

ICRA Limited has assigned a long-term rating of [ICRA]BBB+ (Stable) to the Fund Based-Overdraft Facility of Rs. 20.00 crore sanctioned by RBL Bank to the Company.

p) Address for correspondence:

Registered Office:
A-27, 2nd Floor, Mohan Co-operative Industrial Estate,
New Delhi-110044
Tel: +91 11 49731800
Fax: +91 11 49731801
Email: investors@schandgroup.com

q) Compliance Officer:

Mr. Jagdeep Singh
Company Secretary & Compliance Officer
Email: jsingh.del@schandgroup.com

9. OTHER DISCLOSURES

a) Disclosure on materially significant related party transactions:

Except some transactions, all transactions entered into with related party as defined under the Act & Listing Regulations during the financial year 2022-23 were in the ordinary course of business and on arm's length basis. There were no materially significant transactions which have potential conflict with the interest of the Company at large. The suitable disclosures as required by Indian Accounting Standard (Ind-AS 24) have been made in the notes forming part of the annual accounts.

- Disclosure relating to loan/advances as required under Schedule V is as under:

(Rs. in million)

Name of subsidiary/associate/firms/companies in which directors are interested	Amount granted during the financial year 2022-23	Amount outstanding as on March 31, 2023	Maximum amount of loans/ advances outstanding during the financial year 2022-23
Safari Digital Education Initiatives Private Limited - Wholly Owned Subsidiary of the Company	Nil	53.02	144.41
DS Digital Private Limited - Subsidiary of the Company	Nil	163.61	163.61
S. Chand Edutech Private Limited - Wholly Owned Subsidiary of the Company	19.80	48.36	48.36
New Saraswati House (India) Private Limited - Wholly Owned Subsidiary of the Company	Nil	Nil	126.84
Convergia Digital Education Private Limited - Wholly Owned Subsidiary of the Company	100.00	102.09	102.09
Total	**119.80**	**367.08**	**585.31**

- Transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity:

  Except the remuneration paid to Mr. Himanshu Gupta, Managing Director and Mr. Dinesh Kumar Jhunjhnuwala, Whole Time Director, no other related party transaction was entered into with any promoter/promoter group entity which holds 10% or more shareholding in the Company.

b) Disclosure of non-compliance by the Company, penalties, and strictures imposed on the Company by the stock exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years:

FY 2020-21 - Nil

FY 2021-22

Sl. No.	Non-Compliances	Response of the Management
1.	The Board meeting held on June 22, 2021 to consider inter-alia Audited Standalone and Consolidated Financial Results for the quarter and year ended March 31, 2021 and other matters was concluded at 12.40 P.M. The outcome in relation to the same was submitted after 30 minutes of closure of the meeting. There was a delay of approx. 30 minutes. The same was in non-compliance with the provisions of Regulation 30 read with Schedule III of the Listing Regulations which provides that the outcome of Board meeting with respect to financial results shall be submitted within 30 minutes of the closure of the Board meeting.	Due to Covid-19 pandemic, the meeting was held through video conferencing. Directors of the Company were sitting at different places and Auditors were sitting at some other place due to which there was a delay in receipt of Auditors Report. Further at the last moment there were some technical networking issues while uploading the outcome on Stock Exchange portal. In view of the above, the Outcome could not be submitted within the prescribed time period of 30 minutes. An advisory letter dated January 10, 2023 was issued by National Stock Exchange and advised to place the said letter before the Board of Directors in the next board meeting and take a note of the same. As per National Stock Exchange instructions, the said advisory letter was placed before the Board at its meeting held on February 10, 2023 and the same was taken on record. No action till date of this report is taken by BSE Ltd. Management is of the opinion that the delay caused in submission of outcome was unintentional and not prejudicial to interest of investors.
2.	The Company issued Notice dated August 31, 2021 for convening the 50th Annual General Meeting to be held on September 28, 2021, It contains an item for appointment of Statutory Auditors. But due to oversight disclosure as required under Regulation 36(5) of Listing Regulations was missed out. The same was in non-compliance with the provisions of Regulation 36(5) of Listing Regulations which provides that in the notice being sent to shareholders for an Annual General Meeting, where the statutory auditor is proposed to be appointed/re-appointed, the Company shall include the disclosures specified in the said regulation as a part of the explanatory statement to the notice.	To comply with the requirements of Regulation 36(5) of Listing Regulations, the Company issued addendum to the notice of the 50th Annual General Meeting on September 17, 2021.

FY 2022-23 - Nil

c) Whistle Blower Policy:

The Company has adopted a vigil mechanism for employees wherein any employee or Director can report grievances to the reporting officer as designated by the Company or to the Chairperson of the Audit Committee. As part of vigil mechanism, the Company has formed a Whistle Blower Policy for its employees and Directors to report genuine concerns or grievances. The said policy provides avenues to employees and Directors to bring attention of the management of any issue which is perceived to be in violation or in conflict with the Code of Conduct of the Company. The Whistle Blower Policy is hosted on the website of the Company. None of the employees of the Company have been denied access to the Audit Committee.

d) The status of compliance with mandatory and non-mandatory requirements is as under:

The Company has complied with all the mandatory requirements of the Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements under the Listing Regulations during the financial year 2022-23:

S. No.	Particulars	Remarks
1.	Non-Executive Chairman's Office	The Company has a Non-Executive Chairman and he maintains his own separate office. The Company does not bear expense of maintaining his office. The Company pays him sitting fees and reimburse travel expenses for attending the Board and Committee meetings.
2.	Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Chairperson of the Board is a Non-Executive Independent Director and not related to the Managing Director of the Company
3.	Reporting of Internal Auditor	The Internal Auditor submits its report to the Audit Committee on quarterly basis

e) Policy for determining material subsidiaries:

The policy for determining material subsidiaries has been uploaded on the Company's website at www.schandgroup.com/investors/#corporate-policies.

f) Policy for related party transactions:

The policy for dealing with the related party transactions has been uploaded on the Company's website at www.schandgroup.com/investors/#corporate-policies.

g) Commodity price risks and commodity hedging activities:

The Company does not have any commodity price risk exposure hedged through commodity derivatives.

h) Details of utilization of funds raised:

No funds were raised by the Company through preferential allotment or qualified institutions placement.

i) Certificate from Practicing Company Secretary:

A certificate from a Company Secretary in practice stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed herewith.

j) Recommendations of Committees:

All the recommendations of the various committees were accepted by the Board.

k) Payment to Statutory Auditors:

M/s. Walker Chandiok & Co LLP (Rs. in millions)

Particulars	By the Company	By the subsidiaries	Total Amount*
Audit Fees	4.00	2.60	6.60
Limited review	1.40	1.40	2.80
Other services	–	–	-
Out of Pocket expenses	0.20	0.29	0.49
Total	**5.60**	**4.29**	**9.89**

* the amounts are exclusive of applicable GST.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In terms of the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the number of complaints received during the financial year 2022-23 along with their status of redressal as on financial year ended March 31, 2023 are as under:

Number of complaints received during the financial year 2022-23	Nil
Number of complaints disposed of during the financial year 2022-23	Nil
Number of complaints pending as on March 31, 2023	Nil

m) Details of non-compliance of any requirement of corporate governance report: Nil

n) Disclosures with respect to demat suspense account/unclaimed suspense account:

22 equity shares allotted to Ms. Jaladhiben B Shah in the Initial Public Offer of the Company has not been credited to her demat account as the same appears to be closed/inactive. In compliance to Regulation 39(4) and Schedule VI of the Listing Regulations, the said 22 unclaimed shares has been transferred to S Chand And Company Ltd - Unclaimed Suspense Account Opened by the Company.

a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	1 shareholder who was allotted 22 Equity Shares
b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Nil
c) number of shareholders to whom shares were transferred from suspense account during the year	Nil
d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1 shareholder who was allotted 22 Equity Shares
e) the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	22 Equity Shares

o) Disclosure relating to agreement as specified in Regulation 30A of Listing Regulation:

No agreement as mentioned in Regulation 30A of Listing Regulations is subsisting as on March 31, 2023.

p) Details of material subsidiaries of the listed entity:

Sl. No.	Name of material subsidiary	Date of incorporation	Place of incorporation	Name of statutory auditor	Date of appointment of Statutory Auditor (In present term)
1	Vikas Publishing House Private Limited	27-08-1971	New Delhi	M/s. Walker Chandiok & Co LLP (Firm Registration No.: 001076N/ N500013)	17-09-2021
2	Chhaya Prakashani Limited	15-11-2006	Kolkata	M/s. Walker Chandiok & Co LLP (Firm Registration No.: 001076N/ N500013)	21-09-2022
3	New Saraswati House (India) Private Limited	17-12-2013	New Delhi	M/s. J P Chawla & Co. LLP (Firm Registration No.: 001875N/ N500025)	15-09-2021

q) Details of senior management of the Company who have held office during financial year 2022-23:

Sl. No.	Name of senior management	Designation	Date of joining	Date of cessation
1	Mr. Saurabh Mittal	Chief Financial Officer	01-05-2006	-
2	Mr. Jagdeep Singh	President & General Counsel- Company Secretary	20-12-2013	-
3	Mr. Jitendra Agnihotri	Business Head - School Education	01-06-2015	-
4	Ms. Meenu Agarwal	Sr. Vice President Finance	07-04-2014	-
5	Mr. Sachin Sharma	National Sales Head - Higher Education	03-10-2016	-
6	Mr. Atul Soni	Head - Investor Relations & Strategy	03-10-2018	-
7	Dr. Atul Nischal	Executive VP-Academic & Professional Development	02-07-2018	-
8	Ms. Priya Malhotra	Vice President - Marketing & Communications	12-04-2014	-
9	Ms. Priyamvada Agarwal	Head - Curriculum & Marketing	15-09-2021	-

r) Code of Conduct Declaration:

In accordance with Regulation 34(3) of the Listing Regulations, we hereby confirm that all the members of the Board and senior management personnel of the Company have affirmed compliance with the Code of Conduct of Board of directors and senior management. We also confirm the compliance with corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the financial year ended March 31, 2023.

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Sd/-
Dinesh Kumar Jhunjhnuwala
Whole-time Director
DIN: 00282988

Place: New Delhi
Date: August 11, 2023

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To

The Board of Directors,
S Chand And Company Limited

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Regulation 17 and 26(3) and Para D of Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct so far as it is applicable to them and there is no non-compliance thereof during the year ended March 31, 2023.

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015
Address: A-27, 2nd Floor,
Mohan Co-operative Industrial
Estate, New Delhi-110044

Place: New Delhi
Date: August 11, 2023

COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To,
The Board of Directors
S Chand And Company Limited

We, (Mr. Himanshu Gupta) Managing Director and (Mr. Saurabh Mittal) Chief Financial Officer of S Chand And Company Limited hereby certify that:

(a) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2023 and based on our knowledge and belief, we state that:
   (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

(b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violate the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
   (i) Significant changes, if any, in the internal control over financial reporting during the year;
   (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
   (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: August 11, 2023

Sd/-
Himanshu Gupta
Managing Director

Sd/
Saurabh Mittal
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and sub clause (i) of clause 10 of
Para C of Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
S Chand And Company Limited
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of S Chand And Company Limited having CIN L22219DL1970PLC005400 and having registered office at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub-clause (i) of clause 10 of Para C of Schedule V of The Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities And Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. No.	Name of the Director	Designation	DIN	Date of appointment in the Company
1.	Mr. Desh Raj Dogra	Chairman, Non-Executive, Independent Director	00226775	10.11.2016
2.	Mr. Himanshu Gupta	Managing Director	00054015	21.04.2000
3.	Mr. Dinesh Kumar Jhunjhnuwala	Whole-time Director	00282988	11.12.2004
4.	Ms. Archana Capoor	Non-Executive, Independent Director	01204170	10.11.2016
5.	Mr. Rajagopalan Chandrashekar	Non-Executive, Independent Director	03634002	23.07.2018
6.	Ms. Savita Gupta	Non-Executive, Non-Independent Director	00053988	20.10.1989
7.	Mr. Gaurav Kumar Jhunjhnuwala	Non-Executive, Non-Independent Director	03518763	11.04.2011

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
R. S. Bhatia
Practicing Company Secretary
CP No: 2514
UDIN: F002599E000774700
Peer Review No.: 1496/2021

Place: New Delhi
Dated: August 10, 2023

CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
S Chand And Company Limited
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044
CIN: L22219DL1970PLC005400

I have examined the compliance of conditions of Corporate Governance by **S Chand And Company Limited ("the Company")** for the year ended 31st March, 2023, as stipulated in Regulations 17-27 and clause (b) to (i) and (t) of Regulation 46(2) and paragraphs C, D and E of Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility

The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the terms and conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the working of the Company. I have examined the Statutory Records and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In my opinion, and to the best of our information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Sd/-
R. S. Bhatia
Practicing Company Secretary
CP No: 2514
UDIN: F002599E000774733
Peer review no.: 1496/2021

Place: New Delhi
Dated: August 10, 2023

ANNEXURE-I

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
CHHAYA PRAKASHANI LIMITED
CIN: U22122WB2006PLC111821
1, Bidhan Sarani, College Street,
Kolkata, WB-700073

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHHAYA PRAKASHANI LIMITED** (Formerly known as CHHAYA PRAKASHANI PRIVATE LIMITED) (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the Company during the Audit Period**);

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(**Not applicable to the Company during the Audit Period**); and

  (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

(vi) Other Laws applicable specifically to the Company, identified and confirmed by the Company and relied upon by us are as under:

  (a) The Press and Registration of Books Act, 1867;

  (b) The Copyright Act, 1957 read with The Copyrights Rules, 2013;

  (c) The Trade Marks Act, 1999 read with The Trade Marks Rules, 2017;

  (d) The Information Technology Act, 2000;

  (e) The Legal Metrology Act, 2009;

(f) Delivery of Books and Newspapers (Public Libraries) Act, 1954; and

(g) The Child Labour (Prohibition and Regulation) Act, 1986

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India

(ii) The Listing Agreements entered into by the Company with the following Stock Exchange(s) (**Not applicable to the Company during the Audit Period**);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable on the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.

Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and wherever short notice of the meeting was given, compliance of relevant provisions of the Companies Act, 2013 read with secretarial standards on Board meeting as issued by Institute of Company Secretaries of India with respect to attendance of Independent Directors in the meeting was adhered. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. During the year under review, the Company has obtained approval of the members by way of passing the Special Resolution at Extra Ordinary General Meeting held on 14th November, 2022 for the following purposes:

   a) Approval of fixation of borrowing power of Company upto Rs. 150 Crores (Rupees One Hundred Fifty crores only) under section 180 (1) (c) of the Companies Act, 2013;

   b) Approval of fixation of limits towards creation of charge on assets of Company upto Rs. 150 Crores (Rupees One Hundred Fifty crores only) under section 180 (1) (a) of the Companies Act, 2013;

2. The Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated April 21, 2022 approved the Scheme of Amalgamation of Eurasia Publishing House Private Limited ("Transferor Company") with the Company. The said scheme of Amalgamation is effective from the appointed date (i.e. April 01, 2020) but operative with effect from May 04, 2022 (i.e. the date of filing the certified copy of NCLT order by Transferor and Transferee Company with Registrar of Companies). Accordingly, the Transferor Company has been amalgamated with and into the Company and dissolved with effect from May 04, 2022.

3. Pursuant to Amalgamation of Eurasia Publishing House Private Limited with and into the Company and in accordance with the Scheme of Amalgamation approved by NCLT, the Company allotted 8,335 equity shares of face value of Rs. 100/- each to the existing shareholders of Eurasia Publishing House Private Limited.

For Suresh Gupta & Associates
Company Secretaries

Sd/-
Suresh Gupta (Proprietor)
FCS No: 5660
CP No: 5204
Peer Review Cert. No. 740/2020
UDIN: F005660E000759138

Date: August 08, 2023
Place: Noida

This report is to be read in conjunction with my letter of even date which is marked as '**Annexure A**' and forms an integral part of this report.

ANNEXURE A

To,
The Members
Chhaya Prakashani Limited
CIN: U22122WB2006PLC111821
1, Bidhan Sarani, College Street,
Kolkata, WB-700073

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company and our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Suresh Gupta & Associates
Company Secretaries

Sd/-
Suresh Gupta (Proprietor)
FCS No: 5660
CP No: 5204
Peer Review Cert. No. 740/2020
UDIN: F005660E000759138

Date: August 08, 2023
Place: Noida

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
VIKAS PUBLISHING HOUSE PRIVATE LIMITED
CIN: U74899DL1971PTC005766
A-27, 2nd Floor, Mohan Co-operative Industrial Estate,
New Delhi-110044

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIKAS PUBLISHING HOUSE PRIVATE LIMITED** (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (**Not applicable to the Company during the Audit Period**)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the Company during the Audit Period**);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

(vi) Other Laws applicable specifically to the Company, identified and confirmed by the Company and relied upon by us are as under:

- (a) The Press and Registration of Books Act, 1867;
- (b) The Copyright Act, 1957 read with The Copyrights Rules, 2013;
- (c) The Trade Marks Act, 1999 read with Trade Marks Rules, 2017;
- (d) The Information Technology Act, 2000;
- (e) The Legal Metrology Act, 2009;
- (f) The Delivery of Books and Newspapers (Public Libraries) Act, 1954; and
- (g) The Child Labour (Prohibition and Regulation) Act, 1986

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) (**Not applicable to the Company during the Audit Period**);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable on the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and wherever short notice of the meeting was given, compliance of relevant provisions of the Act read with secretarial standard on Board Meeting as issued by The Institute of Company Secretaries of India with respect to attendance of Independent Directors in the meeting was adhered. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there was no specific event / action which would have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines, etc.

For Suresh Gupta & Associates
Company Secretaries

Sd/-
Suresh Gupta (Proprietor)
FCS No: 5660
CP No: 5204
Peer Review Cert. No. 740/2020
UDIN: F005660E000766596

Date: August 09, 2023
Place: Noida

This report is to be read in conjunction with my letter of even date which is marked as '**Annexure A**' and forms an integral part of this report.

ANNEXURE A

To,
The Members
Vikas Publishing House Private Limited
CIN: U74899DL1971PTC005766
A-27, 2nd Floor, Mohan Co-operative Industrial Estate,
New Delhi-110044

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company and our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Suresh Gupta & Associates
Company Secretaries

Sd/-
Suresh Gupta (Proprietor)
FCS No: 5660
CP No: 5204
Peer Review Cert. No. 740/2020
UDIN: F005660E000766596

Date: August 09, 2023
Place: Noida

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
NEW SARASWATI HOUSE (INDIA) PRIVATE LIMITED
CIN: U22110DL2013PTC262320
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NEW SARASWATI HOUSE (INDIA) PRIVATE LIMITED** (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the Company during the Audit Period**);

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit Period**); and

  (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

(vi) Other Laws applicable specifically to the Company, identified and confirmed by the Company and relied upon by us are as under:

  (a) The Press and Registration of Books Act, 1867;

  (b) The Copyright Act, 1957 read with The Copyrights Rules, 2013;

  (c) The Trade Marks Act, 1999 read with The Trade Marks Rules, 2017;

  (d) The Information Technology Act, 2000;

  (e) The Legal Metrology Act, 2009;

  (f) The Delivery of Books and Newspapers (Public Libraries) Act, 1954; and

  (g) The Child Labour (Prohibition and Regulation) Act, 1986

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) (**Not applicable to the Company during the Audit Period**);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable on the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Director. No change in the composition of the Board of Directors took place during the period under review.

Ms. Varsha Maheshwari, had resigned from the position of Company secretary of the Company with effect from 28.02.2023 and the Company is in search of a suitable candidate to fill the vacancy caused by such resignation and the same will be filled within a period of Six months from date of such vacancy in order to comply with the Section 203(4) of the Companies Act, 2013.

Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and wherever short notice of the meeting was given, compliance of relevant provisions of the Companies Act, 2013 read with secretarial standard on Board Meeting as issued by The Institute of Company Secretaries of India with respect to attendance of independent director in the meeting or ratification of minutes by Independent Director was adhered. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affair₹s in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. During the year under review, the members of the Company has approved the following, by way of passing Ordinary Resolution:

   Alteration of Memorandum of the Company by increasing its Authorised Share Capital from Rs. 20,10,00,000/- to Rs. 23,10,00,000/- divided into 31,00,000 equity shares of Rs. 10 each and 2,00,00,000 preference shares of Rs. 10 each at the Extra Ordinary General Meeting of shareholders held on May 10, 2022

2. During the year under review, the members of the Company has approved the following, by way of passing Special Resolution:

   a) Renewal and Consolidation of the optionally convertible loans of Rs 4,79,29,724/- due to S Chand and Company Limited, holding company for further period of 1(One) year with effect from January 31, 2023 at an Extra Ordinary General Meeting held on 02nd March, 2023

   b) The Board of Directors by passing resolution by circulation on 06th June , 2022 has issued, allotted 5,53,403 equity Shares of Rs.10/- each for consideration other than cash against Conversion of Optionally Convertible Loan to S Chand And Company Limited, holding company.

For RKS & Associates
Company Secretaries

Sd/-
Raj Kumar Sehgal
Partner
Membership No: F5213
COP No: 4017
Peer review certificate no. 2997/2023
UDIN: F005213E000733655

Date: August 03, 2023
Place: New Delhi

This report is to be read in conjunction with my letter of even date which is marked as '**Annexure A**' and forms an integral part of this report.

ANNEXURE A

To,
The Members
NEW SARASWATI HOUSE (INDIA) PRIVATE LIMITED
CIN: U22110DL2013PTC262320
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate
New Delhi-110044

My report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company and my responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whereever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RKS & Associates
Company Secretaries

Sd/-
Raj Kumar Sehgal
Partner
Membership No: F5213
COP No: 4017
Peer review certificate no. 2997/2023
UDIN: F005213E000733655

Date: August 03, 2023
Place: New Delhi

Management Discussion & Analysis

India's Economic Overview

Despite global uncertainties which can weigh in, it is expected that India is poised to grow by over 6% in the medium term. The last three years have seen the global economy face multiple challenges with overlapping crises. However, despite this gloom, many market analysts believe that this could well be India's decade. Recent data revisions by India suggest the Indian economy has fared better than what was previously believed despite continuing global uncertainties. India's young and large, middle-income population, has a propensity to spend. Consumption-led growth will give India the momentum that it needs to record sustained domestic growth. Analysts expect India to grow between 6.0%-6.5% over the medium term. Overall the outlook for Indian economy remains bullish with a strong resilience to external shocks. *(Source: Strategic Investment Research Unit)*

India stands out as an inspiration with her highly qualified personnel, very strong technological prowess, and infrastructure. The country therefore offers attractive investment opportunities and sustainable development in the times to come.

Education Sector in India

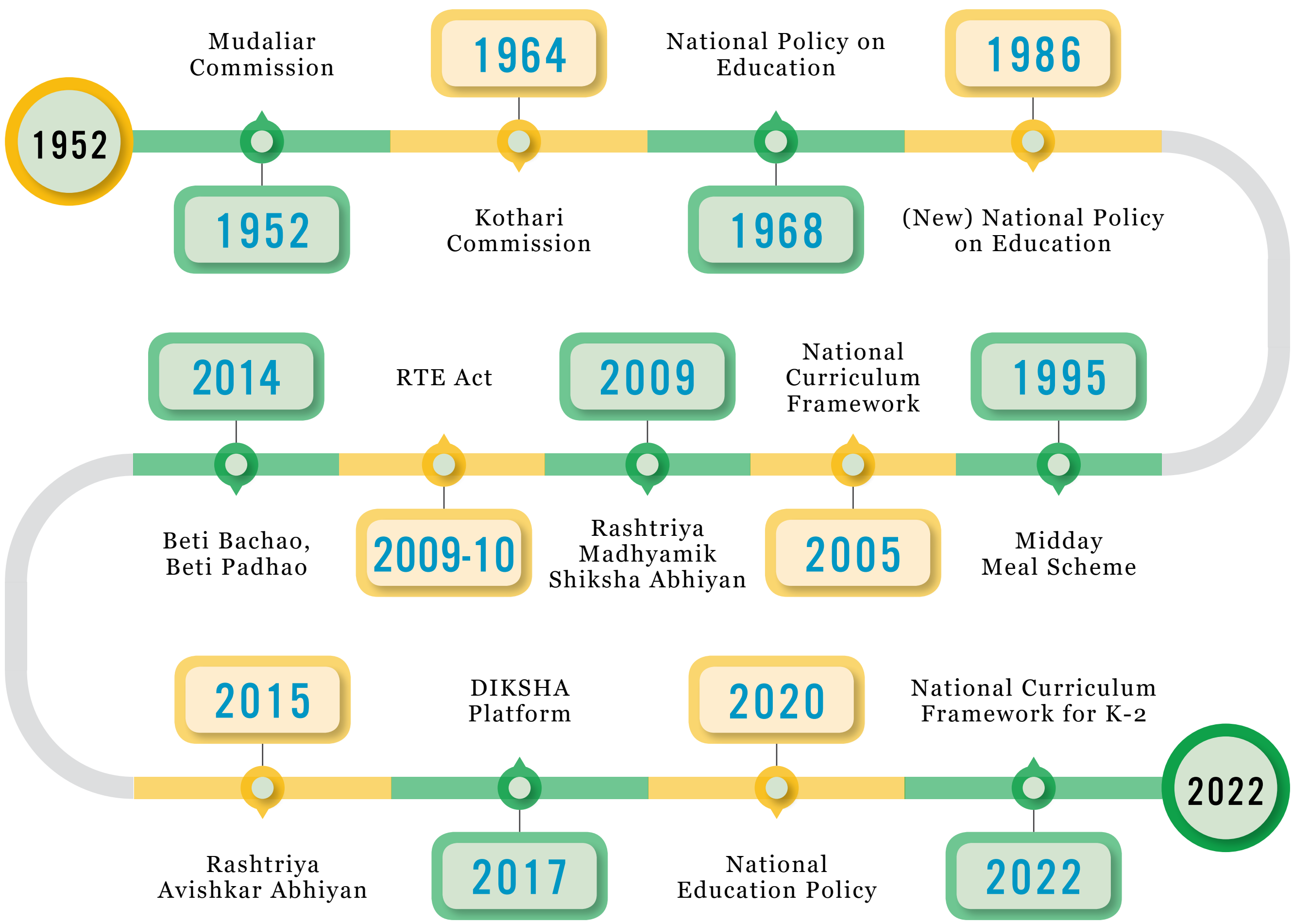
As per IBEF Report (May 2023), the Indian education system is one of the largest in the world with about 1.5 million schools, 9.7 million teachers, and about 260 million students. India's large population in the age bracket of 5-24 years (580 million people) presents a huge opportunity in the education sector. Private sector players are increasingly collaborating with international universities to offer attractive options for the students. This has substantially increased the urge for specialized degrees and industry focused qualifications.

Science, Technology, Engineering and Mathematics (STEM) based edtech companies are partnering with Niti Aayog and the government to build a STEM ecosystem by establishing Atal Tinkering Labs (ATL) to spread knowledge about STEM, 'Science, Technology, Engineering, Arts and Mathematics' (STEAM) and Robotics for K-12 students. With cutting-edge technologies such as AI, ML, IoT and blockchain, India's education sector will redefine itself in the years to come.

Online education has powerfully contributed to accelerating the accessibility of education across Bharat.

Key Milestones since Independence

India has accomplished several milestones in the school education system with NCF for K-2 in 2022 being the latest development.



Mudaliar Commission (1952): Also known as the Secondary Education Commission; the members were tasked with examining the existing secondary education system and presenting recommendations for its re-organization and improvement

Kothari Commission (1964): The Mudaliar Commission was followed by the Kothari Commission, also known as the National Education Commission, which made recommendations to reform and develop the Indian education system.

National Policy on Education (1968): On the basis of the Kothari Commission, the government announced the first National Policy on Education. It called for mandatory education up to the age of 14, the "three language formula", and improved teacher education.

(New) National Policy on Education (1986): The new education policy laid a greater emphasis on integrating women, SCs and STs. There was also a focus on a "child-centred" approach in primary education. The policy also expanded the open university system with IGNOU.

Midday Meal Scheme (1995): School meal programme to improve the nutritional levels of students in primary grades. In 2021, the Ministry of Education renamed the policy to PM-POSHAN and extended it to 24 lakh pre-primary grade students.

National Curriculum Framework (NCF) (2005): Published in 2005 by the National Council of Educational Research and Training (NCERT), NCF is quite significant for bringing reforms in the education system by creating constructive learning through developing a learner-centric curriculum, that fosters autonomy to the learner.

Rashtriya Madhyamik Shiksha Abhiyan (RMSA) (2009): Initiative launched by the government to develop secondary education in public schools throughout India. It aimed to increase the enrolment rates at the secondary level.

RTE Act (2009-10): The landmark act made education free and compulsory for students between the age of 6 to 14 years in India. RTE Act also specified recommended student-teacher ratios, teacher working hours and school working days.

Beti Bachao, Beti Padhao (2014): Campaign launched to ensure the safety and education of the girl child, including commitments to building more girls' toilets to reduce the number of female dropouts.

Rashtriya Avishkar Abhiyan (2015): Convergent framework launched to encourage children towards learning Science and Mathematics.

DIKSHA Platform (2017): Launch of the Digital Infrastructure for Knowledge Sharing (DIKSHA), an open-source technology platform, for school students and teachers providing e-content, teacher training, mentorship, etc.

National Education Policy (NEP) (2020): The first education policy of the 21st century, the NEP 2020 proposes numerous reforms in school education and higher education. The policy aims to transform India's education ecosystem by 2030.

National Curriculum Framework (NCF) for K-2 (2022): The government announced the NCF for the Foundation Stage, i.e. Classes K-2, on 20th October, 2022. More announcements are expected to come regarding the NCF of the Preparatory, Middle and Secondary Stages as well during the year 2023.

Opportunities in K-12 education in India

NEP 2020 aims to revolutionize the Indian education system; the education sector is shifting towards experiential learning, supported by initiatives from the government and private players. Various teacher development initiatives have been proposed by NEP 2020, recognizing the inadequate teacher quality; the demand for international schools has risen on the back of rising disposable income.

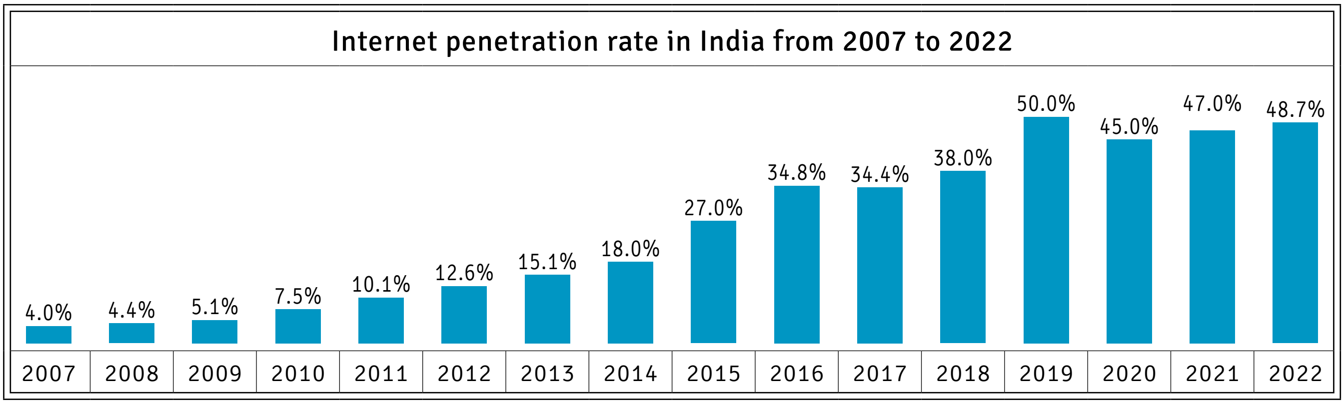
National Education Policy (NEP) 2020

The National Education Policy 2020 is the first education policy of the 21st century and it replaces the 34-year-old National Policy on Education of 1986. The NEP lays out an ambitious plan, seeking rehaul and transformation across the educational value chain in India including K-12 education, higher education and teacher training with a focus on critical and experiential thinking.

Increased Penetration of Digital Education

The education sector is undergoing a digital revolution, hastened by the onset of the pandemic. India in particular is seeing a dramatic uptick in the adoption of digital education initiatives, with UNESCO listing it among nine countries likely to shift towards digital education. The push towards a digitally enabled education has been helped by improving internet penetration and digital infrastructure in the country. Private players have launched advanced platforms and apps, enhancing the learning of school students. The government has also launched numerous initiatives to bolster e-learning for school students. These include PM e-VIDYA, DIKSHA, SWAYAM, ePathshala, among others.

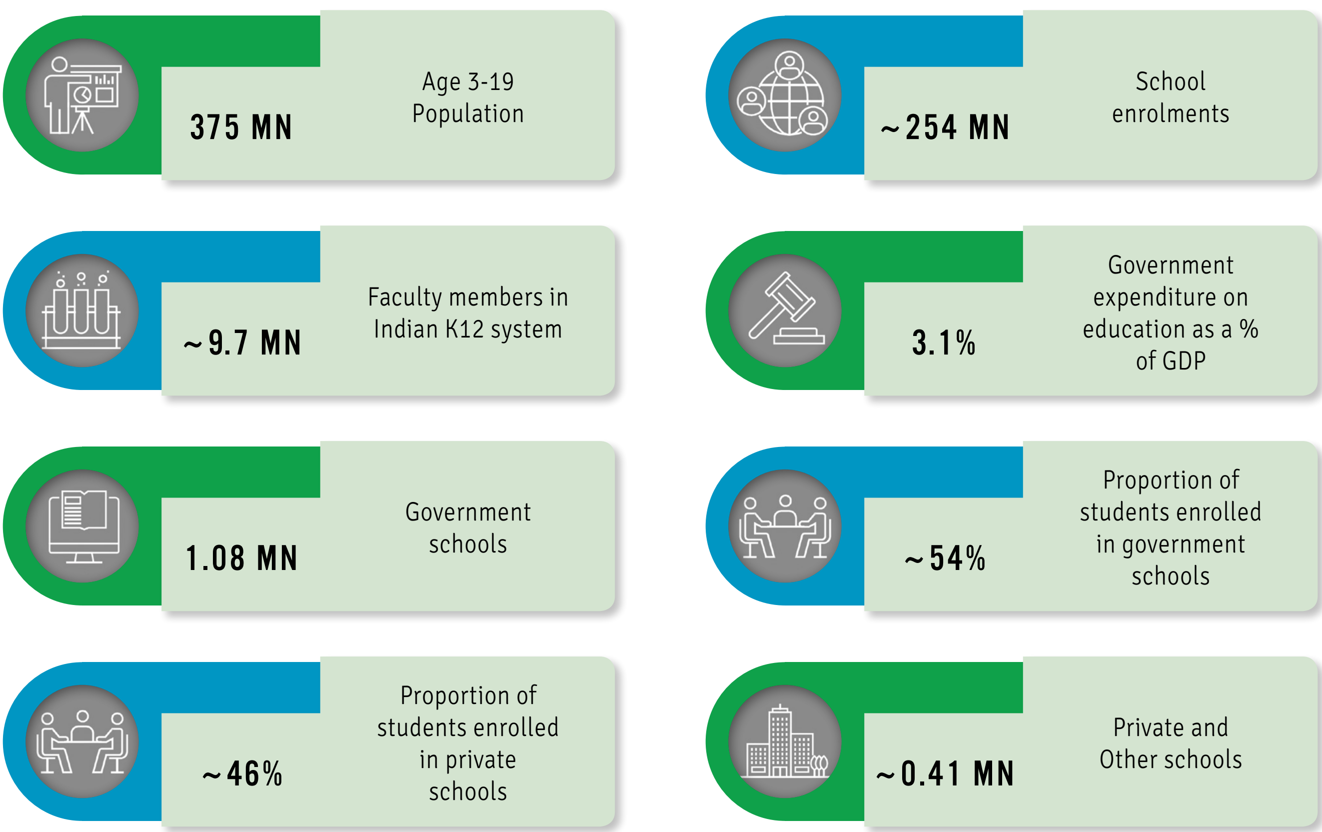
Some schools have adopted the hybrid learning model, which combines in-person and online learning while making education more accessible.



Demographics for K-12 education in India

According to FICCI (K-12 Education in India: Vision 2047, December 2022), India, with close to 260 million enrolments and ~1.5 million schools, is one of the largest school education systems in the world due to a high proportion of younger population. It spans multiple affiliating boards, different modes of management and governance across state and central levels.

- K-12 schools in India are broadly of three types: Government schools, Private aided, Private unaided
- Of the ~260m students enrolled, ~46% students are enrolled in private schools (aided and unaided) whereas ~54% students are enrolled in government schools
- K-12 segment in India is witnessing a rise in faculty members with ~9.7 mn faculty members in 2020-21. The Student Teacher Ratio (STR) has improved to 26 (2019-20) from 30 (2014-15)



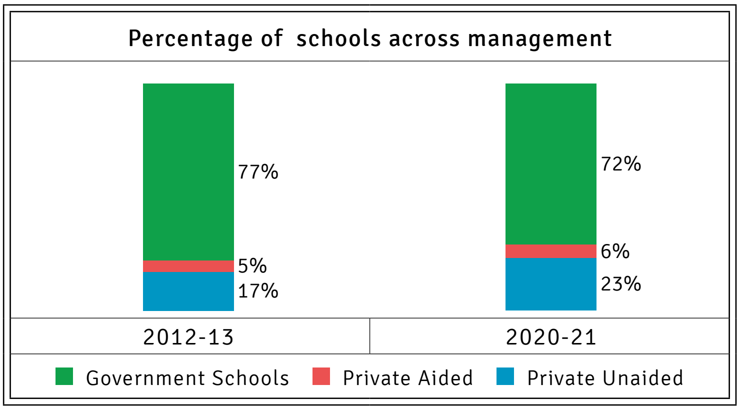
Source: Unified District Information System for Education (UDISE) 2020-21, Economic Survey of India 2021-22

The number of schools in India has remained flat, but there are trends of increased private sector participation and a gradual urban shift

Number of schools in India across management (2012-21)

The government schools are decreasing in number, largely due to consolidation. Those with low student numbers being merged with other larger schools in the vicinity.

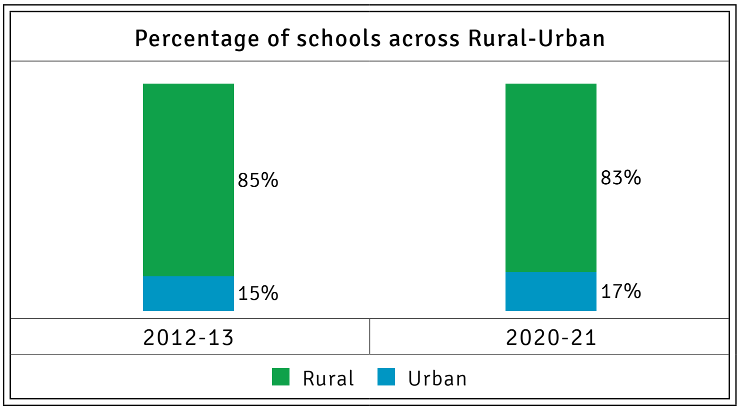
Source: UDISE



Number of schools in India across Rural-Urban

Even though the number of schools in India have remained stagnant, the share of urban schools have been grown.

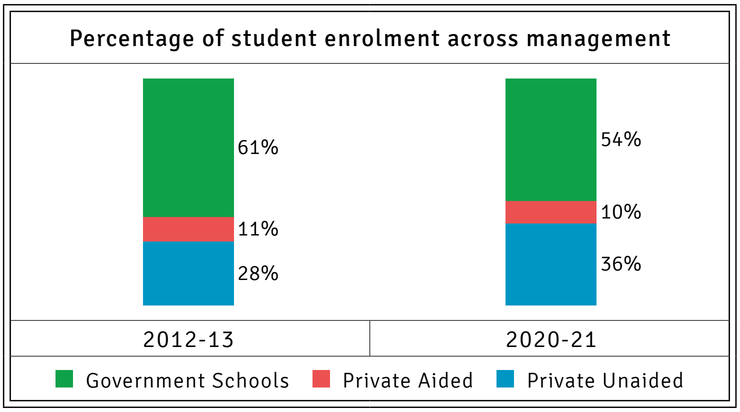
Source: UDISE



Student enrolment in India across management

Enrolments in private unaided schools have increased in the last eight years. In India, it is observed that 73% of parents who chose a private school did so because they perceived it as offering a better learning environment, 12% for English medium education and 10% because of lack of availability of a government institution.

Source: UDISE

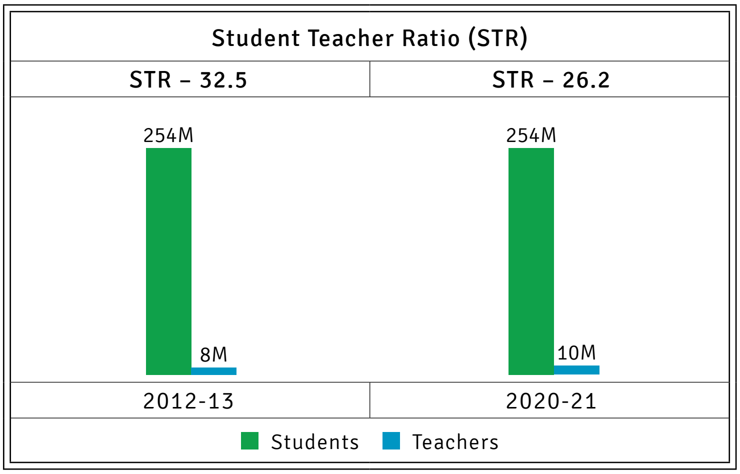


Over the years, Student Teacher Ration (STR) has improved on the back of a rising number of teachers; Gross Enrolment Ratio (GER) in primary grades is falling and GER in higher grades is increasing

Student Teacher Ratio (2012-21)

There has been a notable improvement in the Student Teacher Ratio (STR) due to a rapid growth in the number of teachers (~7.8m in 2012-13 to ~9.7m in 2020-21). However, there is segmental disparity as the STR in senior secondary school is ~47:1, as opposed to ~26:1 of the overall school system, as per UNESCO.

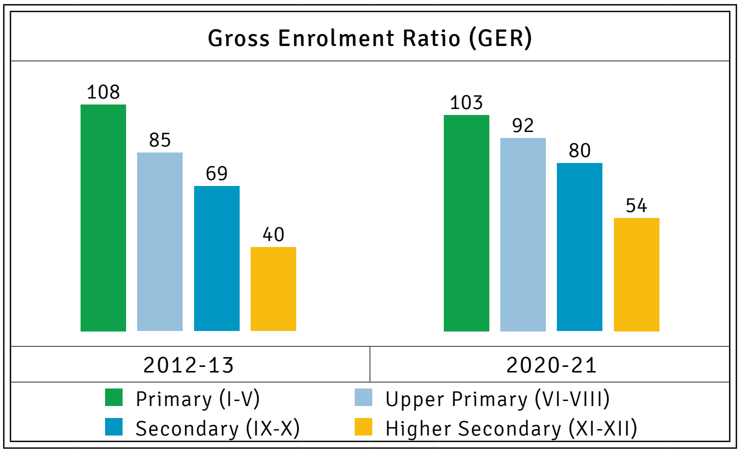
Source: UDISE



Gross Enrolment Ratio (2012-21)

The GER in primary grades has declined over the years; on the other hand, the GER in the higher grades has increased. In absolute number terms, the enrolment for lower grades is likely to fall (and enrolment for higher grades are likely to rise) due to a fall in population growth with a decline in total fertility rates.

Source: UDISE



EdTech in India

As per IBEF Report (May 2023), the Indian edtech market size is expected to reach US$ 30 billion by 2031, from US$ 700-800 million in 2021. According to KPMG, India has also become the second largest market for e-learning after the US.

The key categories in the India edtech market are Pre K, K-12, higher education and corporate. Pre K and K-12 was the largest segment of the edtech market in India in 2021.

Edtech in India has grown phenomenally in the last couple of years, making India the edtech capital of the world. The private sector is playing a key role with the public sector acting as a facilitator. India's education sector saw a boom in edtech funding during the pandemic. There are certainly some advantages of edtech over conventional learning that should be considered.

Educators, parents, and students have long complained about the one-size-fits-all model of conventional schooling. Edtech provides specially tailored classes and access to content at a pace students are comfortable with.

Edtech provides access to education on demand: students who were not compatible with the traditional school system's rigid timetables can get access to quality education. Edtech complements traditional schooling, with better navigation of resources, multimedia graphics and interactive elements, allowing for a more engaging educational experience.

Edtech, which uses IT tools for inclusive, engaging and personalized learning, could potentially bridge the gap for socially disadvantaged segments in India. India's edtech boom also stems from facts like the prevalence of enthusiastic entrepreneurs adopting a multicultural approach to suit the needs of a diverse country. It is interesting that learners from abroad are enrolling with Indian edtech companies not just for affordability but also because they deliver world-class content.

Various Indian edtech companies are slowly upping their global presence by collaborating with international universities or acquiring foreign firms. These collaborations have been given an impetus by the new National Education Policy, 2020, which encourages education through foreign universities to help establish India as a global education hub. These partnerships are expected to provide students with an excellent learning environment as well as access to inter-disciplinary programmes.

Company Overview

S Chand is a trusted quality education content company for over 8 decades. The Group has a suite of products which offers complete solutions for learners across K-12. Higher Education, Competitive examinations and digital platforms. The Company's strength is founded on its capacity to develop and nurture relationships with customers who trust the quality and authenticity of the quality content and innovations that S Chand develops. The Company has invested and focused on digital offerings in recent years. The Company has more than 10,000 book titles. The pan India distribution and distributor network has resulted in deep market reach, consisting of approximately 3,000 distributors and channel partners. S Chand aspires to be a leader in hybrid learning solutions to cater to the changing and dynamic needs of schools, higher educational institutions, professional colleges, and vocational training institutes.

Key Performance Highlights

The S Chand 3.0 implementation starting from FY 19 was the breakthrough that helped deliver a strong turnaround, the full benefits of which are now evident in FY23. With a focus on cash flow improvement, the Company launched a strategic plan to right size employee headcount, rationalize the number of offices and warehouses, evaluate and eliminate dispensable internal spends, optimize paper and freight costs.

The results of the S Chand 3.0 are seen in the working capital metrics:

- Inventory days down by 37% since FY19
- Receivable days down by 49% since FY19
- Net Working capital days down by 41% since FY19

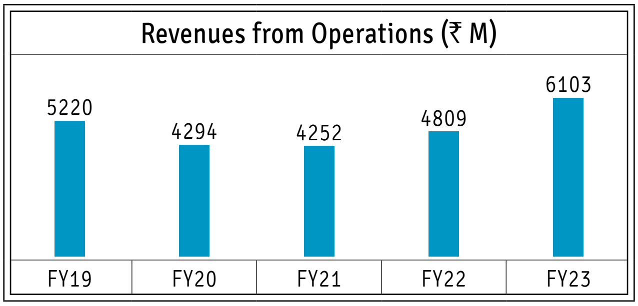
There was solid improvement in FY23 in working capital metrics:

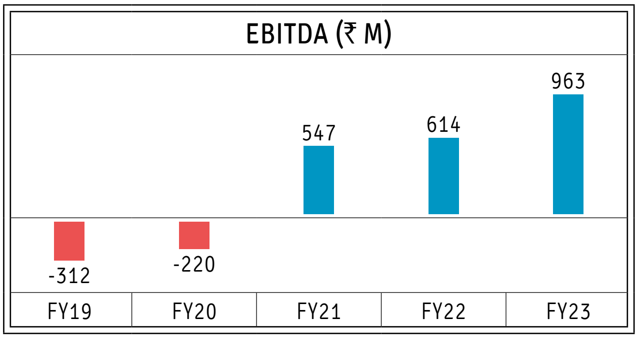
- Trade Receivables: Reduced to Rs 2,653m during FY23 vs. Rs 2,921m during FY22. This is a Rs 268m decrease in receivables in spite of achieving incremental sales of Rs 1,294m over last year. In terms of receivable days, it stood at 159 days (vs. 222 days in FY22), a reduction of 63 days during FY23. This is the lowest receivable days in Q4 in the Company's history.
- Inventory: Increased to Rs 1,562m (vs FY22: Rs 1,276m). This increase in inventory is due to the un precedented price hike seen in the raw paper prices during the year. Additionally, this inventory level includes raw material paper inventory of Rs 436m (vs FY22: Rs 277m). In terms of inventory days, we improved over last year at 208 days (vs. 216 days in FY22), a reduction of 8 days during FY23.
- Net Working Capital: Reduced to 188 days (vs. 226 days in FY22) which is a reduction of 38 days during FY23. This is the lowest Q4 net working capital days in the Company's history.
- Debt: Net Debt was Rs 60m (vs. Rs 721m in FY22) and Gross Debt was Rs 1,268m (vs. Rs 1,572m in FY22). We have turned Net Debt Free in April, 2023 on back of strong collections.

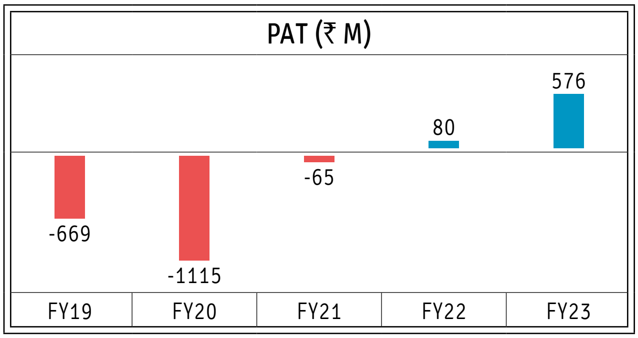
The reduction in operating cash flow vs. FY22 is attributed to the higher inventory value at the end of the year which is on back of increased purchase of paper during the year.

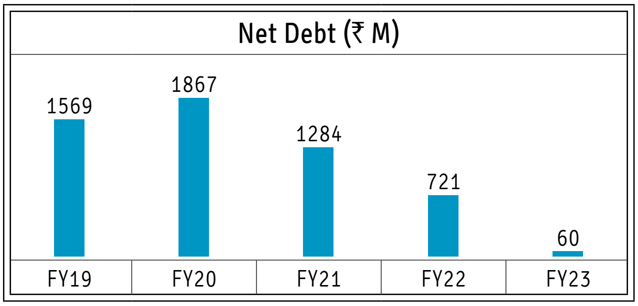
Transformation in Metrics Since FY19

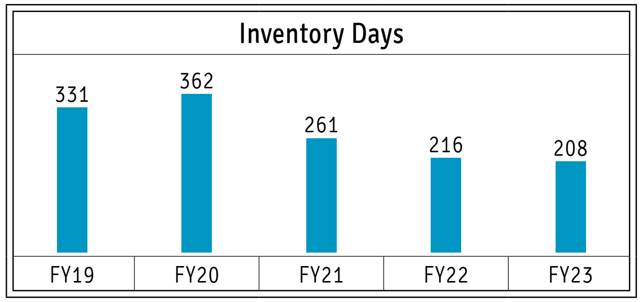
The SChand 3.0 initiative was a stringent exercise in enhancing operational efficiencies. This has netted a huge benefit in terms of higher cash flows and lower inventory resulting in better financial strength and return to profitability. Since FY20 the net debt has reduced by 61%.

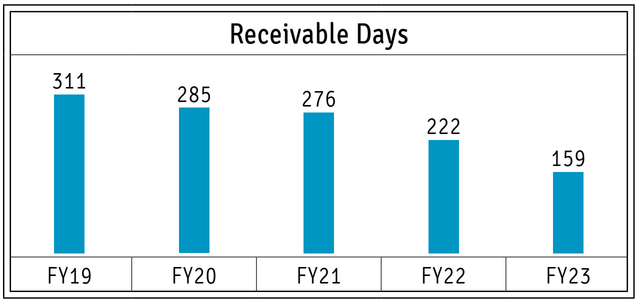


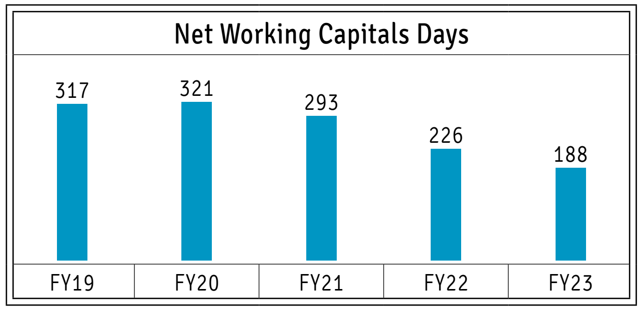


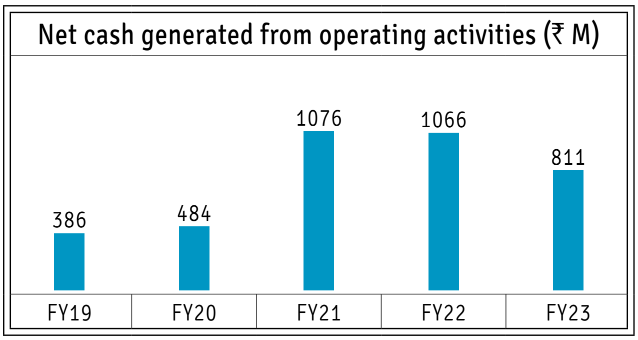


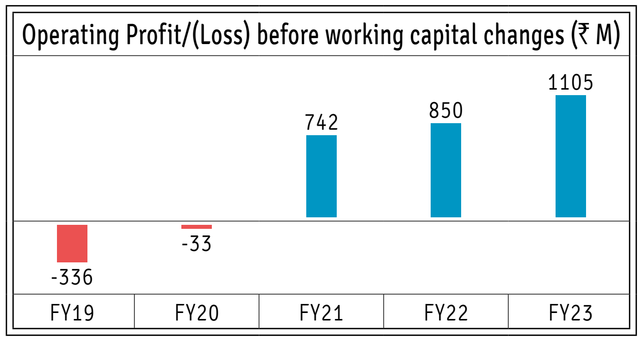












Impact of the New NEP

The New Education Policy (NEP) was formally adopted by the Union Government in July, 2020. The release of the new National Curriculum Framework (NCF) is expected during CY2023E. The Company expects a strong runway of growth for at least 2-3 years, since the New Curriculum is being developed after a gap of 15 years. Consequently, the second-hand book sale is expected to reduce which augurs well for increase in market share.

During the 2005 NCF announcement, the new syllabus was rolled out over a period of 3 years with 5 grades moving to the new syllabus in Year 1, another 5 grades moving to new syllabus in year 2 and 2 grades moving to new syllabus in year 3. Impact of NCF on the company financials is dependent on the timing of the complete NCF announcement by the government.

Potential opportunities from the new NEP

Digital Business

- The Company launched S Chand Academy channel on Youtube during FY22. The channel houses modules comprising of over 1,400 videos that have been prepared supplementing our S Chand Test Prep & College Content. The channel has showed strong growth reaching ~170k subscribers and over 15 million views so far.

- The Company has launched a revised and updated TestCoach app. The app has been downloaded over 170K times. The mock tests provided by the app covers over 50 national and state level exams in English and Hindi. Given the uptick in the number of test prep exams and government job openings, we expect strong adoption for TestCoach during the year.
- Mylestone: Digitally enabled School Curriculum Solution for the K-8 segment. Affordable Private Schools would be enabled with this one stop solution for all their curriculum, content, teacher trainings and assessment needs. We have changed our strategy and are focusing on larger adoptions with the rebrand of it as “S Chand Mylestone”. Further the Company is also developing another integrated curriculum product for the more progressive schools.
- Madhubun Educate360 is a K-12 Blended learning solution for enabling schools to conduct online classes, student assessments, e-book support etc. This product is NEP 2020 compliant supporting the recommended pedagogies.
- SmartK: Our Early Years curriculum, SmartK caters to the age group of 2.5 to 6 years. Following the ‘preschool in a box’ approach, SmartK is a balanced play and activity-based program that provides a stimulating environment for the language, socio-emotional and physical development of the children. Designed on the guidelines recommended by the NCERT, SmartK lays the foundation for the holistic development of the children in their early learning years. SmartK provides a smooth transition from home to preschool to formal schooling.

Our Investee Companies

The hidden value in our balance sheet comes from our investee companies.

Smartivity (https://www.smartivitv.in/) was founded in 2015 with focus on S.T.E.M. Learning and DIY Kits. Smartivity has become cash flow positive and is almost EBITDA break even in FY23. They have shown revenue growth of 39% YoY and strong Gross margin expansion in FY23. We hold approx. 16% stake in the company.

ixamBee (https://www.ixambee.com/) was founded by Chandraprakash Joshi, Arunima Sinha and Sandeep Singh in December 2016 in Delhi NCR. The company’s objective is to help graduates and undergraduates prepare effectively for Government examinations like banks, insurance companies, Railways etc. We have invested Rs30m for ~4.3% stake in the company in April, 2023.

Prepare 50% Faster

iNeuron (https://ineuron.ai/) was founded in 2019 with the focus on offering affordable online courses for College students and working professionals in the field of Data Sciences, Artificial Intelligence, Machine Learning, Cloud etc. We exited from our minority stake in December, 2022 for approx. Rs138m translating into a return of 2.1x over our initial investment.

[EXITED in Dec. 2022]

Testbook was founded in 2014 with focus on online test preparation for government competitive exams like Civil services, Banks etc. We exited from our minority stake in July. 2022 for approx. Rs180m translating into a return of 7.8x over our initial investment.

[EXITED in Jul. 2022]

Looking Ahead

Looking ahead to FY24, we will focus on working capital metrics and free cash flow. We expect the operating revenues to be in the range of Rs 720cr to Rs 750cr. Gross margins can increase if paper prices decline during the year. We are targeting EBITDA margin to be in the band of 16%-18%. We expect strong growth in S Chand Academy Youtube channel. We look forward to the announcement of NCF for more classes in CY23 which will help in volume expansion.

Human Resources

As of March 2023, the Company at a group level has approximately 1800 employees, including the product/ services sales and marketing team of over 700 spread across the country and a content development team of subject matter experts, instructional designers, graphic designers of approximately 200 employees.

In addition, the rewards and recognition program and adequate growth opportunities help to ensure that employees are motivated and performance oriented. The Company also offers an incentive program to its employees, pursuant to which executives and managers receive additional financial remuneration if the Company achieves a defined percentage of their annual sales targets and budget.

S Chand has established extensive requirements relating to workplace safety. To ensure that the Company adheres to all statutory laws and regulations on environment, health and safety, it has implemented an environmental, health and safety program. In addition, S Chand has implemented programs related to electrical safety, the handling of equipment and materials, the handling of hazardous chemicals, fire safety, monitoring of the work environment (including air quality, ambient noise and the quality of drinking water), first aid, hazardous waste disposal and housekeeping.

The Company has a system of accident reporting and investigation, pursuant to which all accidents, both fatal and non-fatal are reportable to health and safety authorities. Employees are also encouraged to report on “near miss” accidents.

Post Covid-19, the company has been very careful in implementing all MHA guidelines for safety of its employees and has also offered work from home wherever possible and required.

Risks and Concerns

S Chand is closely linked to the central curriculum academic cycle of April to March school cycle, which is seasonal in nature. The seasonality in the K-12 market has a direct impact on S Chand’s operating revenues, margins and cash flows on a quarterly basis. The company has also diversified its revenue stream by focusing on digital solutions which are focused both on educational institutions and students. In addition, the company is present in the Higher Education, Test Preparation, Distance Learning and Skill education segments which have different sales cycles.

The rapid advancement of EdTech can potentially be a threat for the Company’s print division. But, we believe that the NEP will open up many opportunities give a big fillip to the Company’s print business.

The Company can face other external challenges like circulars from State Governments on reducing bag weight for students, pressure for adoption of NCERT books and reduction of certain non-core subjects in junior classes etc. The Company has mitigated some of these threats by developing monthly/semester books, digital products and value-added services and also focused on workshops and seminars with schools to enhance engagement with schools.

A significant portion of the Company's revenues are dependent on the titles of a few top authors. To maintain on-going harmonious relationships, the Company ensures that its authors are compensated well. It believes in maintaining mutually beneficial relationships and having a strong feedback mechanism to ensure longevity of the S Chand's various brands.

In parallel, the Company continues to widen and expand its content and author base on a continuous basis. To protect its content ownership and dissemination, S Chand has a dedicated legal team that strongly manages its Intellectual Property Rights on an ongoing basis. The Company views the advent of disruptive digital technologies and the development of open-source content, more as a business opportunity, rather than a threat.

Piracy (physical and online) continue to be a large risk for all publishing companies. The key titles being pirated across various locations for which the company continues to conduct raids through Government agencies. Further, online piracy in the form of internet based applications, use of content by various education aggregators and individuals on platforms like Youtube etc. without permission and uploading of content through various sharing sites are regularly scanned and action taken to protect copyright of company and its authors from infringement.

Internal Risk Control

The following list highlights S Chand's comprehensive Internal Control Framework:

1. Key Policies are formulated, circulated, approved and reviewed annually, in addition to being published online.
2. The Authorization Matrix is clearly defined with segregation of duties to ensure internal controls.
3. Internal Control Testing is conducted by Internal Auditors, with low failures under the Risk Control Matrix process.
4. Application authorization are given to employees based on level and work profile
5. Regular Internal Audit is conducted for the company and subsidiaries throughout the year
6. External Software to track Statutory Compliances.
7. A robust Corporate Governance approach is followed, with Independent Directors in the Company and all material subsidiaries.
8. Related Party Transactions are approved by Audit Committee and Board wherever required
9. An arm's length approach is followed, even between subsidiaries/associates and the holding company
10. Formulation of a Risk Management Committee to oversee risks and measures to mitigate them.

Cautionary Statement

This document contains statements about expected future events, financial and operating results of S Chand, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions and predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned to not place undue reliance on forward-looking statements. A number of factors could cause assumptions and actual future results and events, to differ materially from those expressed in the forward-looking statement. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of S Chand's Annual Report, FY2023.

S Chand And Company Limited
Standalone financial statements for the year ended 31 March 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of S Chand And Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of S Chand And Company Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
a) **Assessment of the realisability of investments made in a subsidiary company:** As at 31 March 2023, the Company has investments in New Saraswati House (India) Private Limited (herein referred as "NSH") amounting to INR 1,564.32 million. NSH has incurred losses during the previous years. Since, the recoverability of the aforesaid amounts is largely dependent on the operational performance of NSH, therefore, there is a risk that NSH may not achieve the anticipated business performance, leading to an impairment charge that has not been recognised by the management. Management has assessed the realisability of the aforesaid amounts by carrying out a valuation of the subsidiary's business using the discounted cashflow method ("the Model"). The Model involves estimates pertaining to expected business and earnings forecasts and key assumptions including those related to discount and long-term growth rates. These estimates require high degree of management judgement and is inherently subjective. Considering the materiality of the above matter to the standalone financial statements, complexities and judgement involved, and the	Our audit procedures included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Company to determine recoverability of the amounts receivable from its subsidiary company including design and implementation of controls. We have tested the design and operating effectiveness of these controls; b) Obtained the valuation model from the management and reviewed their conclusions, including reading the report provided by an independent valuation expert for investments engaged by the management; c) Assessed the professional competence, objectivity and capabilities of the third party expert used by the management for performing the required valuations to estimate the recoverable value of the amounts receivable from the subsidiary; d) Tested the inputs used in the Model by examining the underlying data and validating the future projections by comparing past projections with actual results, including discussions with management relating to these projections;

Key audit matter	How our audit addressed the key audit matter
significant auditor attention required to test such management's judgement, we have identified this as a key audit matter for current year audit.	e) Assessed the reasonableness of the key assumptions used and appropriateness of the valuation methodology applied by engaging auditor's valuation specialists. Tested the discount rate and terminal growth rates used in the forecast including comparison to economic and industry forecasts, where appropriate; f) Evaluated sensitivity analysis performed by the management and performed independent sensitivity analysis on these key assumptions to assess potential impact of downside in the underlying cash flow forecasts and assessed the possible mitigating actions identified by management; g) Evaluated the appropriateness and adequacy of disclosures made in the standalone financial statements in accordance with the applicable accounting standards.
b) Estimation of sales returns and discounts: Refer accounting policies in note 2.5 to the standalone financial statements. The Company is involved in publishing and distribution of educational books. Due to the nature of business, the Company offers an option to the customers to return unsold inventory. Significant amount of sales returns are received in the year subsequent to the year when books are sold. Discount comprises of turnover, cash and additional discount. Turnover discount is offered to the customers in the period subsequent to the reporting date based on parameters for a specified period. Cash discount is offered based on the cash discount schemes applicable to certain months. Further, at the time of annual settlement, which may not coincide with the financial year, with respective debtors additional discounts are offered based on their negotiations agreed with respective customers. Provision for such sales returns and discounts are estimated, deducted from revenue and accounts receivables. Estimates of sales returns and discounts are required to be made at the time of sale. When determining the appropriate allowance, management considers historical trends, present changes in policies for the academic season, as a basis for the estimate as well as all other known factors, which could significantly influence the level of future sales returns and discount claims. Significant judgement is required in assessing the appropriate level of the provision for sales return and discounts. Measuring provisions for sales return and discounts is a key audit matter as it requires significant estimates made by Management. Such judgements include management's expectation of sales returns and discounts and historical estimates of sales returns and discounts vis a vis the sales returns and discounts received during the year.	Our audit procedures included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Company to determine provision for sales return and discount including design and implementation of controls. We have tested the design and operating effectiveness of these controls; b) Obtained management's calculations for provision for sales returns and discounts, recalculated the amounts for mathematical accuracy and evaluated the assumptions used by reference to internal sources (i.e. management budgets and schemes offered to customers); c) Considered the accuracy of management's estimates in previous years by comparing historical provisions to the actual amounts to assess the management ability to accurately estimate their sales returns and discounts; d) Tested the actual sales return and discounts passed to customers after the balance sheet date and upto 10 days prior to approval of financials to determine whether the revenue has been recognized in the appropriate period; e) Assessed the disclosures in respect of sales returns and discounts included in the standalone financial statements.
c) Deferred tax assets: As on 31 March 2023, the Company has recognised deferred tax assets (net) amounting to INR 247.87 million. The recognition of deferred tax liabilities includes all taxable temporary differences, while deferred tax assets are only recorded to the extent it is probable that sufficient deferred tax liabilities or taxable profit will be available in the future against which the deductible temporary differences can be used. Management has recognised deferred tax asset on the unabsorbed losses basis the reasonable certainty that sufficient taxable profits, based on forecast of business operations, will be available with the Company in future.	Our audit procedures included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Company to compute and assess realisability of deferred tax assets including design and implementation of controls. We have tested the design and operating effectiveness of these controls; b) Obtained the management's calculation for the computation of deferred taxes and performed re-computation to test arithmetical accuracy; c) Traced inputs used in the deferred tax calculation from source documents;

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the standalone financial statement for the year ended 31 March 2023 *(cont'd)*

Key audit matter	How our audit addressed the key audit matter
Since, the recognition of deferred tax assets relies on the significant application of judgement by the management in respect of assessing the probability and sufficiency of future taxable profits and future reversals of existing taxable temporary differences, it is considered as key audit matter.	d) Analysed the future projections of the Company, as approved by the Board of Directors of the Company and assumptions used as to when it would be certain that Company would earn future taxable income; e) Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes; f) Assessed the sensitivity of the outcomes in the above scenario to reasonably possible changes in assumptions and evaluated the realisability of deferred tax asset as to when the Company would earn future taxable profits; g) Assessed the disclosures in respect of deferred tax included in the standalone financial statements.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the standalone financial statement for the year ended 31 March 2023 *(cont'd)*

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
    - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    c) The standalone financial statements dealt with by this report are in agreement with the books of account;
    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and
    g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
        i. The Company, as detailed in note 54 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the standalone financial statement for the year ended 31 March 2023 *(cont'd)*

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 59(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 59(vi) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. As stated in note 61 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWE5249

Place: New Delhi
Date: 30 May 2023

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of S Chand And Company Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment and right of use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment and right of use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the standalone financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) As disclosed in note 23 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 50.00 million by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were subject to audit/review, except for the following:

Name of the Bank	Working capital limit sanctioned (Amounts in million)	Nature of current assets offered as security	Quarter	Information disclosed as per return (Amounts in million)	Information as per books of accounts (Amount in million)	Difference (Amount in million)
1. HDFC Bank 2. State Bank of India 3. Indian Bank 4. RBL Bank (from September 2022 onwards)	1. 200.00 2. 400.00 3. 200.00 4. 200.00	Inventories	June 2022	460.22	461.34	(1.12)
		Trade receivables		923.85	965.26	(41.41)
		Trade payables		344.23	549.43	(205.20)
		Inventories	September 2022	668.26	668.26	-
		Trade receivables		791.25	829.77	(38.52)
		Trade payables		298.98	533.13	(234.15)
		Inventories	December 2022	815.60	815.60	-
		Trade receivables		734.02	771.75	(37.73)
		Trade payables		352.83	563.35	(210.52)
		Inventories	March 2023	485.48	514.46	(28.98)
		Trade receivables		1,195.32	1,199.63	(4.31)
		Trade payables		417.98	605.61	(187.63)

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of S Chand And Company Limited on the standalone financial statements for the year ended 31 March 2023 *(cont'd)*

(iii) (a) The Company has made investments in and provided loans, and guarantee to Subsidiaries during the year as per details given below:

Amounts in million

Particulars	Guarantees	Loans#
Aggregate amount provided/granted during the year:		
– Subsidiaries	100.00	119.80*
Balance outstanding as at balance sheet date in respect of above cases:		
– Subsidiaries	61.68	122.68#

* excluding loans extended during the year

\# including interest accrued

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company. The Company has not given any security or granted any advances in the nature of loans during the year.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) There is no overdue amount in respect of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loans which had fallen due during the year and such loans were renewed/extended during the year. The details of the same has been given below:

Amounts in million

Name of the party	Total loan amount granted during the year (A)	Aggregate amount of overdues of existing loans renewed or extended or settled by fresh loans (B)	Nature of extension (i.e. renewed/ extended/fresh loan provided)	Percentage of the aggregate to the total loans granted during the year (C=B/Total A)
DS Digital Private Limited	-	142.38	Extension of loan tenure	118.85%
Safari Digital Education Initiatives Private Limited	-	51.05		42.61%
S Chand Edutech Private Limited	100.00	-	NA	NA
Convergia Digital Education Private Limited	19.80	-		
Total	**119.80**	**193.43**		**161.46%**

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act and section 186 of the Act in respect of security.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of S Chand And Company Limited on the standalone financial statements for the year ended 31 March 2023 *(cont'd)*

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in million)	Amount paid under Protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	4.44	-	AY 2015-16	CIT(A)	NA
		4.93	-	AY 2017-18	CIT(A)	NA

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associate.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of S Chand And Company Limited on the standalone financial statements for the year ended 31 March 2023 *(cont'd)*

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWE5249

Place: New Delhi
Date: 30 May 2023

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of S Chand And Company Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWE5249

Place: New Delhi
Date: 30 May 2023

S Chand And Company Limited
Standalone Balance Sheet as at 31 March 2023

CIN:L22219DL1970PLC005400

(₹ in millions)

	Notes	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	3	140.46	113.23
Right-of-use assets	4	136.52	139.45
Capital work-in-progress	5	10.11	4.14
Goodwill	6	-	23.83
Other intangible assets	6	163.08	105.82
Intangible assets under development	7	4.44	1.67
Financial assets			
- Investments	8	6,166.73	6,163.29
- Loans	9	150.45	150.38
- Other financial assets	10	6.00	9.52
Deferred tax assets (net)	11	247.87	249.92
Other non-current assets	12	19.69	35.28
Total non-current assets		**7,045.35**	**6,996.53**
Current assets			
Inventories	13	514.46	393.61
Financial assets			
- Investments	14	79.39	81.00
- Trade receivables	15	1,199.63	1,177.38
- Cash and cash equivalents	16	339.26	253.18
- Bank balances other than cash and cash equivalents	17	35.22	32.32
- Loans	9	216.63	290.99
- Other financial assets	10	139.68	178.36
Other current assets	12	36.49	35.64
Total current assets		**2,560.76**	**2,442.48**
Total assets		**9,606.11**	**9,439.01**
Equity and liabilities			
Equity			
Equity share capital	18	175.78	175.22
Other equity	19	7,932.91	7,788.33
Total equity		**8,108.69**	**7,963.55**
Non-current liabilities			
Financial liabilities			
- Borrowings	20	60.68	285.33
- Lease liabilities	21	13.93	8.52
Provisions	22a	36.90	16.79
Total non-current liabilities		**111.51**	**310.64**
Current liabilities			
Financial liabilities			
- Borrowings	23	575.91	427.63
- Lease liabilities	21	20.46	26.62
- Trade payables	24		
Total outstanding dues of micro enterprises and small enterprises		31.89	23.32
Total outstanding dues of creditors other than micro enterprises and small enterprises		573.73	558.28
- Other financial liabilities	25	102.04	69.97
Other current liabilities	26	47.27	57.48
Provisions	22a	2.35	1.52
Current tax liabilites (net)	22b	32.26	-
Total current liabilities		**1,385.91**	**1,164.82**
Total equity and liabilities		**9,606.11**	**9,439.01**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-	Sd/-	Sd/-	Sd/-
Himanshu Gupta	**Dinesh Kumar Jhunjhnuwala**	**Saurabh Mittal**	**Jagdeep Singh**
Managing Director	Director	Chief Financial Officer	Company Secretary
DIN: 00054015	DIN: 00282988		
Place : New Delhi	Place : New Delhi	Place : New Delhi	Place : New Delhi
Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023

S Chand And Company Limited
Standalone Statement of Profit and Loss for the year ended 31 March 2023

CIN:L22219DL1970PLC005400

(₹ in millions)

		Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
I	**Income**			
II	Revenue from operations	27	2,235.23	1,699.66
III	Other income	28	343.99	190.08
IV	**Total Income**		**2,579.22**	**1,889.74**
V	**Expenses**			
	Cost of published goods/material consumed	29	1,001.09	548.62
	Purchase of stock-in-trade	30	49.07	38.86
	(Increase)/decrease in inventories of finished goods and stock-in-trade	31	(79.21)	115.50
	Employee benefits expense	32	505.41	407.74
	Finance costs	33	89.74	121.61
	Depreciation and amortisation expense	34	86.77	81.12
	Other expenses	35	562.35	459.03
	Total expenses		**2,215.22**	**1,772.48**
VI	**Profit before exceptional item and tax (IV-V)**		**364.00**	**117.26**
	Exceptional items	36	152.84	-
VII	**Profit before tax**		**211.16**	**117.26**
VIII	**Tax expenses:**			
	Current tax	37	60.03	5.51
	Tax relating to earlier years		(1.00)	(10.00)
	Deferred tax		6.96	33.05
	Total tax expenses		**65.99**	**28.56**
IX	**Profit for the year (VII - VIII)**		**145.17**	**88.70**
X	**Other comprehensive income**			
	Items that will not be reclassified to profit or (loss)			
	Re-measurement gains or (loss) on defined benefit plans		(16.85)	4.40
	Income tax effect		4.91	(1.28)
XI	**Total comprehensive income for the year (IX+X)**		**133.23**	**91.82**
XII	**Earnings per equity share:**	38		
	(1) Basic		4.14	2.53
	(2) Diluted		4.13	2.53
	Summary of significant accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Place : New Delhi
Date : 30 May 2023

Sd/-
Dinesh Kumar Jhunjhnuwala
Director
DIN: 00282988

Place : New Delhi
Date : 30 May 2023

Sd/-
Saurabh Mittal
Chief Financial Officer

Place : New Delhi
Date : 30 May 2023

Sd/-
Jagdeep Singh
Company Secretary

Place : New Delhi
Date : 30 May 2023

S Chand And Company Limited
Standalone Cash Flow Statement for the year ended 31 March 2023

CIN:L22219DL1970PLC005400 (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities		
Profit before tax	**211.16**	**117.26**
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	86.77	81.12
Unrealised foreign exchange loss/(gain) (net)	(5.24)	2.73
Net gain on sale of investments	(32.74)	(2.46)
Loss on sale of property, plant and equipment (net)	1.77	0.64
Provision for expected credit loss, advances and bad debts written-off	4.64	10.68
Finance costs	89.74	121.61
Interest income	(65.08)	(76.41)
Fair value loss/(gain) on financial instruments at fair value through profit or loss	0.83	(2.32)
Fair value gain on investment at fair value through profit or loss	(127.34)	-
Provision for diminution in value of investments	152.84	-
Interest income on securities measured at amortised cost	(0.67)	(0.64)
Unwinding financial guarantee obligation	(1.01)	(2.32)
Rent concession and gain on de-recognition of lease liability	-	(0.86)
Reversal of financial guarantee given on loans for subsidiary	(6.75)	-
Miscellaneous balances written back	(1.25)	(3.15)
Assets written off	23.83	-
Employee stock option expense	1.55	4.46
Operating profit before working capital changes	**333.05**	**250.34**
Adjustments for movement in:		
Trade payables	24.01	19.83
Other assets	(2.50)	(56.13)
Other liabilities	23.78	(13.77)
Provisions	10.99	4.54
Inventories	(120.85)	57.73
Trade receivables	(19.64)	163.29
Loans and advances	-	(0.88)
Cash generated from operations	**248.84**	**424.95**
Direct taxes paid (net of refunds)	(12.32)	10.43
Net cash generated form operating activities (A)	**236.52**	**435.38**
B. Cash flows from investing activities		
Purchase of property, plant and equipment including intangible assets and capital work-in-progress	(107.73)	(33.48)
Purchase of non-current investments	-	(24.86)
Proceeds from non-current investments	92.16	-
Purchase of current investments	(76.45)	(122.32)
Proceeds from sale of current investments	82.68	95.00
Proceeds from sale of property, plant and equipment	1.55	12.28
Interest received	51.68	56.04
Investment in bank deposits	(3.35)	-
Loans to related parties (net)	(6.03)	36.27
Net cash (used in)/generated from investing activities (B)	**34.51**	**18.93**

S Chand And Company Limited
Standalone Cash Flow Statement for the year ended 31 March 2023 *(Continued)*

CIN:L22219DL1970PLC005400

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
C. Cash flows from financing activities		
Proceeds from issue of equity shares	9.06	5.45
Proceed from non-current borrowings	13.50	103.50
Repayment of non-current borrowings	(238.56)	(246.23)
Repayment of current borrowings (net)	148.69	(79.83)
Payment for principal portion of lease liabilities	(27.76)	(34.14)
Payment for interest portion of lease liabilities	(3.75)	(7.43)
Interest paid on borrowings	(86.13)	(113.96)
Net cash used in financing activities (C)	**(184.95)**	**(372.64)**
Net increase in cash and cash equivalents (A + B + C)	**86.08**	**81.67**
Cash and cash equivalents at the beginning of the year	253.18	171.51
Cash and cash equivalents at the end of the year	**339.26**	**253.18**
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	275.98	205.80
- Cheques in hand	12.65	46.11
- Deposits with original maturity of less than three months	50.00	0.84
Cash in hand	0.63	0.43
Total cash and cash equivalents (note 16)	**339.26**	**253.18**

Notes:

1. Reconciliation of liabilities arising from financing activities

Particulars	As at 31 March 2022	Cash flows	Non cash changes	As at 31 March 2023
Non-current borrowings (including current maturities)	315.18	(225.06)	-	90.12
Current borrowings (excluding current maturities)	397.79	148.69	-	546.47
Lease liabilities (refer note 41)	35.14	(31.51)	30.76	34.39
	748.11	**(107.88)**	**30.76**	**670.98**

Particulars	As at 31 March 2021	Cash flows	Non cash changes	As at 31 March 2022
Non-current borrowings (including current maturities)	457.91	(142.73)	-	315.18
Current borrowings (excluding current maturities)	477.61	(79.83)	-	397.79
Lease liabilities (refer note 41)	102.68	(41.57)	(25.97)	35.14
	1,038.20	**(264.12)**	**(25.97)**	**748.11**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-	Sd/-	Sd/-	Sd/-
Himanshu Gupta	**Dinesh Kumar Jhunjhnuwala**	**Saurabh Mittal**	**Jagdeep Singh**
Managing Director	Director	Chief Financial Officer	Company Secretary
DIN: 00054015	DIN: 00282988		
Place : New Delhi	Place : New Delhi	Place : New Delhi	Place : New Delhi
Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023

S Chand And Company Limited
Standalone statement of changes in equity for the year ended 31 March 2023
CIN:L22219DL1970PLC005400

A. Equity share capital:

Issued, subscribed and fully paid up	No. of shares	₹ in millions
As at 31 March 2021	**3,49,75,287**	**174.88**
Issued during the year	68,049	0.34
As at 31 March 2022	**3,50,43,336**	**175.22**
Issued during the year	1,13,000	0.56
As at 31 March 2023	**3,51,56,336**	**175.78**

B. Other equity (₹ in millions)

	Reserves and surplus				
	Capital reserve	Security premium	Retained earnings	Employee stock options outstanding	Total
As at 31 March 2021	**0.51**	**6,606.35**	**1,064.27**	**11.52**	**7,682.65**
Profit for the year	-	-	88.70	-	88.70
Other comprehensive income for the year (net)	-	-	3.12	-	3.12
Share based payments/charge during the year	-	-	-	8.75	8.75
Issue of equity share capital (refer note 19)	-	5.11	-	-	5.11
As at 31 March 2022	**0.51**	**6,611.46**	**1,156.08**	**20.27**	**7,788.33**
Profit for the year	-	-	145.17	-	145.17
Other comprehensive income for the year (net)	-	-	(11.94)	-	(11.94)
Share based payments/charge during the year	-	-	-	2.86	2.86
Issue of equity share capital (refer note 19)	-	8.50	-	-	8.50
As at 31 March 2023	**0.51**	**6,619.96**	**1,289.32**	**23.13**	**7,932.91**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Place : New Delhi
Date : 30 May 2023

Sd/-
Dinesh Kumar Jhunjhnuwala
Director
DIN: 00282988

Place : New Delhi
Date : 30 May 2023

Sd/-
Saurabh Mittal
Chief Financial Officer

Place : New Delhi
Date : 30 May 2023

Sd/-
Jagdeep Singh
Company Secretary

Place : New Delhi
Date : 30 May 2023

1. Corporate information

S Chand and Company Limited ('the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 applicable in India. The Company had become a Public Limited Company w.e.f. 8 September 2016 and consequently the name of the Company had changed from S Chand And Company Private Limited to S Chand And Company Limited. Its shares are listed on NSE and BSE in India. The registered office of the Company is located at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044. These are standalone financial statements and, accordingly, these Indian Accounting Standard (Ind AS) financial statements incorporate amounts and disclosures related to the Company only.

The Company is principally engaged in publishing and trading of educational books.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements (standalone financial statement) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) and the guidelines issued by Securities and Exchange Board of India, as applicable to the financial statements.

The standalone financial statements have been prepared on a historical cost convention, except for the following assets and liabilities:

i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

ii) Equity settled employee share-based payment plan measured at fair value.

iii) Defined benefit liabilities are measured at present value of defined benefit obligation

iv) Certain financial assets and liabilities at amortised cost.

The financial statements have been prepared on accrual and going concern basis

The financial statements are presented in INR "(Indian Rupees)" or "₹". All values are rounded to the nearest million, and two decimals thereof, except when otherwise indicated.

2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset as current when it is:

i. Expected to be realised or intended to sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period, or

iv. There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

S Chand And Company Limited

Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

CIN:L22219DL1970PLC005400

2.3 Foreign currencies

Functional and presentational currency

The Company's financial statements are presented in INR, which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

2.4 Fair value measurement

The Company measures certain financial instruments and equity settled employee share based payment plan at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. in the principal market for the asset or liability, or

ii. in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, unquoted financial assets, and significant liabilities, such as valuation of unquoted investments and equity settled employee share based payment plan. Involvement of external valuers is decided upon annually by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Company's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company's management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company's management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

i. Disclosures for significant estimates and assumptions (refer note 2.20A (ii))
ii. Disclosures of fair value measurement hierarchy (refer note 46)
iii. Investment in unquoted and quoted equity shares (refer note 8 and 14)
iv. Equity settled employee share based payment plan (refer note 43)

2.5 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

To determine whether to recognize revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

Sale of goods

Revenue from sale of books is recognised at the point in time when control of the asset is transferred to the customer, i.e. upon delivery of the goods to the transporter or to the customer whichever is earlier.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of books, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Job work

Revenue from job work services is recognised at the point in time when control of the asset is transferred to the customer, i.e. at the time of handing over goods to the carrier for transportation or to the customer as per the terms of the contract.

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

- **Rights of return**

  Certain contracts provide a customer with a right to return the goods within a specified period. The provision for anticipated returns is made primarily on the basis of historical return rates as this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price.

- **Turnover discounts**

  The Company provides turnover discounts to certain customers once the value of products purchased during the period exceeds a threshold specified in the contract. Discounts are offset against amounts payable by the customer. To estimate the variable consideration for the expected future discounts, the Company applies the most likely amount method for contracts with a single-turnover threshold and the expected value method for contracts with more than one turnover threshold. The

S Chand And Company Limited

Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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selected method that best predicts the amount of variable consideration is primarily driven by the number of turnover thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.

- **Cash discounts**

  The Company provides cash discounts to certain customers if customers make the payment within the stipulated time given in the contract. The provision for cash discount is made on estimated basis based on historical trends. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.

- **Additional discounts**

  Further, at the time of annual settlement with customers, which may not coincide with the financial year, additional discounts are offered based on the negotiations agreed with respective customers. The provision for additional discount is made on estimated basis based on historical trends. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Other income

Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Cross charges for shared services

The Company provides various administrative and management services through shared resources to its subsidiary companies to facilitate day to day operations. The Company recognises revenue over time, because the subsidiaries receive and consume the service provided by the Company over that period.

2.6 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity) are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries and associates , deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.7 Property, plant and equipment

Plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Property, plant and equipments which are not ready for intended use as on the date of balance sheet are disclosed as capital work-in-progress.

Depreciation

Depreciation on property, plant and equipment, other than leasehold improvements, have been provided on pro-rata basis, on the straight line method, using rates determined based on management's technical assessment of useful economic lives of the asset.

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of buildings, plant and equipments, vehicles and computers over estimated useful lives which are different from useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Followings are the estimated useful lives of various category of assets used.

Category of assets	Useful life as adopted by management	Useful life as per Schedule II
Buildings	40 -60 years	30 years
Plant and equipments	15 -25 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	10 years	8 years
Office equipments	5 years	5 years
Computers	6 years	3 years

Leasehold improvements are amortised over economic useful life or unexpired period of lease whichever is less.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.8 Intangible assets

Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the statement of profit and loss when it is incurred.

Amortisation and useful lives

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project are recognised as an intangible asset when the Company can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale. Its intention to complete the asset
- Its ability to use or sell the asset

- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset
- The ability to measure reliably the expenditure attributable to the intangible asset during development

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

A summary of the policies applied to the Company's intangible assets is as follows:

Intangible assets	Useful lives	Amortization method used	Internally generated or acquired
Goodwill	Indefinite	No amortisation	Acquired
Trademark	Finite (10 years)	Amortised on straight line basis over the period of useful lives	Acquired
Computer software	Finite (5 -10 years)	Amortised on straight line basis over the period of useful lives	Acquired
Copyrights	Finite (10 years)	Amortised on straight line basis over the period of copyright	Acquired
Content development	Finite (10 years)	Amortised on straight line basis over the period of content	Internally generated

2.9 Investment in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of these investments, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

2.10 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.11 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.
- Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.
- Stock-in-trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale

2.12 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2.13 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The general terms of the payment is between 180-270 days. Refer to the accounting policies in section Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A "financial asset" is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A "financial asset" is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's standalone balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables under Ind-AS 115.
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

The balance sheet presentation for various financial instruments is described below:-

a) For financial assets measured as at amortised cost: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
b) Financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
c) Debt instruments measured at FVTOCI: Since, financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

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Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to the statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Re-classification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.14 Employee benefits

Employee benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund, National Pension Scheme (NPS) and Employee's State Insurance Corporation (ESIC). The Company recognizes contribution payable to the provident fund, NPS and ESIC scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

Entitlements to annual leave are recognised when they accrue to employees. Leave entitlements may be availed while in service or encashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

2.15 Share based payments

Employees (including senior executives) of the Company receive remuneration in the form of share based payments, whereby employer render services as consideration for equity instruments (equity-settled transactions).

Equity settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

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That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly with in the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made. Therefore, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. In case of provision for litigations, the judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Company, and requires interpretation of laws and past legal rulings.

Possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

2.17 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

2.18 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

2.19 Dividend

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.20 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Judgement

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

i) Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

For the lease contracts that includes extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

ii) Revenue from contracts with customers

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of books include cash discounts and turnover discounts and a right to return the goods that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

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Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Deferred tax assets

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

ii) Defined employee benefits plans

The cost of the defined employee benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates for the respective countries.

Further details about defined employee benefit plans are given in note 40.

iii) Provision for expected credit losses of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. For details of allowance for expected credit loss, please refer note 15.

iv) Impairment of financial and non-financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

v) Useful lives of depreciable/amortisable assets

Management reviews the estimated useful lives and residual value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's Managing Director assesses the financial performance and position of the Company, and makes strategic decision and has been identified as the chief operating decision maker. The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Company operates in one reportable business segment i.e., publishing of books. The geographical information analyses the Company's revenue and trade receivables from such revenue in India and other countries. The Company primarily operates in India. Refer note 50 for segment reporting.

2.22 Accounting Standards (Ind AS) and interpretations effective during the year

a) Ind AS 103 Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The amendment did not have any material impact on the standalone financial statements of the Company.

b) Ind AS 16 Proceeds before intended use

The amendment specify that an entity shall deduct from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The amendment did not have any material impact on the standalone financial statements of the Company.

c) Ind AS 37 Onerous Contracts – Costs of Fulfilling a Contract

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The amendment did not have any material impact on the standalone financial statements of the Company.

d) Ind AS 109 Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment did not have any material impact on standalone financial statements of the Company.

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2.23 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA, vide its circular dated 31 March 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 to further amend the Companies (Indian Accounting Standards) Rules, 2015 as below:

a) **Ind AS 1 Presentation of Financial Statement**

Requirement to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance included to determine whether the policy is material or not.

b) **Ind AS 8 Accounting Policies, Change in Accounting Estimates and Errors**

Definition of 'accounting estimates' now included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

c) **Ind AS 12 Income Taxes**

Transactions that does not give rise to equal taxable and deductible temporary differences at the time of initial transaction have now been included in the exemptions for recognition of deferred tax liability and deferred tax assets in case of taxable temporary differences.

The Company is currently evaluating the impact of amendments to the aforementioned accounting standards on its standalone financial statements.

3. Property, plant and equipment

(₹ in millions)

	Buildings	Plant and equipments	Furniture and fixtures	Vehicles	Office equipments	Leasehold improvement	Computers	Total
Gross block								
As at 31 March 2021	**56.54**	**25.19**	**15.66**	**48.49**	**16.81**	**6.99**	**13.63**	**183.31**
Additions	1.64	1.79	0.09	8.74	0.23	-	4.06	16.55
Disposals	-	(7.99)	(0.60)	(7.09)	(3.84)	(0.22)	(3.12)	(22.86)
As at 31 March 2022	**58.18**	**18.99**	**15.15**	**50.14**	**13.20**	**6.77**	**14.57**	**177.00**
Additions	0.28	2.14	-	33.11	0.37	0.51	8.06	44.47
Disposals	-	(0.43)	(0.58)	(3.36)	(1.87)	(1.04)	(0.56)	(7.85)
As at 31 March 2023	**58.46**	**20.69**	**14.57**	**79.89**	**11.70**	**6.24**	**22.07**	**213.62**
Accumulated depreciation								
As at 31 March 2021	**2.85**	**5.35**	**8.99**	**20.52**	**10.70**	**4.31**	**8.75**	**61.47**
Charge for the year	1.95	1.26	1.08	4.41	1.27	0.92	1.35	12.24
Disposals	-	(0.90)	(0.36)	(4.21)	(2.04)	(0.04)	(2.39)	(9.94)
As at 31 March 2022	**4.80**	**5.71**	**9.71**	**20.72**	**9.93**	**5.19**	**7.71**	**63.77**
Charge for the year	2.10	1.37	1.01	6.15	0.59	0.94	2.19	14.36
Disposals	-	(0.18)	(0.41)	(2.27)	(1.18)	(0.43)	(0.49)	(4.96)
As at 31 March 2023	**6.90**	**6.90**	**10.31**	**24.61**	**9.35**	**5.70**	**9.40**	**73.17**
Net block								
As at 31 March 2022	**53.38**	**13.28**	**5.44**	**29.42**	**3.27**	**1.58**	**6.86**	**113.23**
As at 31 March 2023	**51.56**	**13.79**	**4.26**	**55.29**	**2.35**	**0.54**	**12.67**	**140.46**

Notes:

1. The Company has not revalued its Property, plant and equipment during the year.

4. Right-of-use assets (ROU)

(₹ in millions)

	Leasehold land	Buildings	Plant & equipments	Total
Gross block				
As at 31 March 2021	**111.73**	**121.83**	**40.05**	**273.61**
Additions	-	34.87	-	34.87
Disposals	-	(78.69)	(40.05)	(118.74)
As at 31 March 2022	**111.73**	**78.01**	**-**	**189.74**
Additions	-	32.42	-	32.42
Disposals	-	(38.24)	-	(38.24)
As at 31 March 2023	**111.73**	**72.18**	**-**	**183.91**
Accumulated amortisation				
As at 31 March 2021	**3.76**	**58.85**	**12.78**	**75.39**
Amortisation for the year	1.95	31.58	4.01	37.54
Disposals	-	(45.85)	(16.79)	(62.64)
As at 31 March 2022	**5.71**	**44.58**	**-**	**50.29**
Amortisation for the year	1.96	28.47	-	30.43
Disposals	-	(33.32)	-	(33.32)
As at 31 March 2023	**7.67**	**39.72**	**-**	**47.39**
Net block				
As at 31 March 2022	**106.02**	**33.43**	**-**	**139.45**
As at 31 March 2023	**104.06**	**32.46**	**-**	**136.52**

Notes

1. The Company has not revalued its Right-of-use assets during the year.

5. Capital work-in-progress

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	4.14	1.18
Additions during the year	10.11	2.96
Capitalised/adjusted during the year	(4.14)	-
Balance at the end of the year	**10.11**	**4.14**

Notes:
1. Capital work-in-progress includes property, plant and equipment under construction/installation and which are not ready for use as at year end.
2. Capital work-in-progress ageing schedule as at 31 March 2023 and 31 March 2022:

(₹ in millions)

	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023	10.11	-	-	-	10.11
As at 31 March 2022	2.96	1.18	-	-	4.14

3. There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2023 and 31 March 2022.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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6. Goodwill and other intangible assets

(₹ in millions)

	Goodwill	Trade mark	Computer software	Copy-right	Content development	Total
As at 31 March 2021	**23.83**	**0.12**	**55.51**	**26.58**	**169.33**	**275.37**
Additions	-	-	0.03	2.71	10.74	13.48
Disposals	-	-	(17.00)	-	-	(17.00)
As at 31 March 2022	**23.83**	**0.12**	**38.54**	**29.29**	**180.07**	**271.85**
Additions	-	-	1.20	77.99	20.49	99.69
Disposals/write offs	(23.83)	-	(0.71)	-	-	(24.54)
As at 31 March 2023	**-**	**0.12**	**39.03**	**107.28**	**200.57**	**347.00**
Accumulated amortisation						
As at 31 March 2021	**-**	**0.03**	**40.57**	**20.08**	**66.91**	**127.59**
Amortisation for the year	-	0.01	4.45	3.61	23.27	31.34
Disposals	-	-	(16.73)	-	-	(16.73)
As at 31 March 2022	**-**	**0.04**	**28.29**	**23.69**	**90.18**	**142.20**
Amortisation for the year	-	0.01	4.53	4.27	33.17	41.98
Disposals	-	-	(0.27)	-	-	(0.27)
As at 31 March 2023	**-**	**0.06**	**32.56**	**27.96**	**123.36**	**183.92**
Net block						
As at 31 March 2022	**23.83**	**0.08**	**10.25**	**5.60**	**89.89**	**129.65**
As at 31 March 2023	**-**	**0.06**	**6.48**	**79.32**	**77.21**	**163.08**

Notes:

1. **Impairment testing of goodwill**

   The Company performs test for goodwill impairment at least annually on 31 March or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce the fair value below its carrying amount. When determining the fair value, we utilize various assumptions, including operating results, business plans and projections of future cash flows.

   For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Company at which goodwill is monitored for internal management purposes and which is not higher that the Company's operating segment. During the year, test for goodwill impairment was performed on 31 March 2023 and the same was written off considering the recoverable value determined by the Company was assessed to be lower than the carrying value of cash generating unit due to the effect of obsolescence, demand, competition and other economic factors.

2. The Company has not revalued its intangible assets during the year.

7. Intangible assets under development

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	1.67	0.89
Additions during the year	4.44	1.67
Capitalised/adjusted during the year	(1.67)	(0.89)
Balance at the end of the year	**4.44**	**1.67**

Notes:

1. Intangible assets under development includes expenses incurred on content development not ready for use as at year end.
2. Intangible assets under development ageing schedule as at 31 March 2023 and 31 March 2022:

(₹ in millions)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023	4.44	-	-	-	4.44
As at 31 March 2022	1.67	-	-	-	1.67

3. There are no such project related intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2023 and 31 March 2022.

8. Non-current investments

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
i)	**Investment in unquoted equity shares, valued at cost**		
	Investment in subsidiaries		
	111,437 (31 March 2022: 111,437) shares of ₹ 100 each fully paid up in M/s Chhaya Prakashani Limited (refer note c below)	1,773.52	1,773.44
	39,339 (31 March 2022: 39,339) shares of ₹ 100 each fully paid up in M/s Vikas Publishing House Private Limited (refer note c below)	1,536.04	1,535.30
	575,739 (31 March 2022: 22,336) shares of ₹ 10 each fully paid up in M/s New Saraswati House (India) Private Limited (refer note c below)	1,508.62	1,428.29
	26,584,168 (31 March 2022: 26,584,168) shares of ₹ 10 each fully paid up in M/s Safari Digital Education Initiatives Private Limited (refer note c below)	269.33	269.18
	17,686,750 (31 March 2022: 17,686,750) shares of ₹ 10 each fully paid up in M/s DS Digital Private Limited (refer note c below) (refer note 62)	142.78	142.78
	4,758,215 (31 March 2022: 4,758,215) shares of ₹ 10 each fully paid up in M/s S. Chand Edutech Private Limited	67.04	67.04
	149 (31 March 2022: 149) shares of ₹ 1,000 each fully paid up in M/s Blackie & Son (Calcutta) Private Limited	62.79	62.79
	12,000 (31 March 2022: 12,000) shares of ₹ 10 each fully paid up in M/s Nirja Publishers & Printers Private Limited (refer note c below)	17.04	17.04
	10,000 (31 March 2022: Nil) shares ₹ 15 each fully paid up in M/s Convergia Digital Education Private Limited	0.15	-
	Less : Impairment of investment (refer note d below)	(277.84)	(125.00)
		5,099.47	**5,170.86**
	Investment in associate		
	Nil (31 March 2022: 50) share of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	-	0.52
		-	**0.52**
ii)	**Investment in unquoted equity shares, valued at fair value through profit and loss**		
	Nil (31 March 2022: 1) share of ₹ 10 each fully paid up in iNeuron Intelligence Private Limited (refer note b below)	-	0.00
	50 (31 March 2022: Nil) share of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	1.36	-
		1.36	**0.00**
iii)	**Investment in unquoted preference shares, valued at cost**		
	Investment in subsidiaries		
	16,000,000 (31 March 2022: 16,000,000) shares of ₹ 10 each fully paid up in M/s DS Digital Private Limited (refer note 62)	160.00	160.00
	5,570,007 (31 March 2022: 5,570,007) 0.01% Non Cumulative, Non-Participating, Compulsorily Convertible Preference Shares of ₹ 10 each fully paid up in M/s New Saraswati House (India) Private Limited	55.70	55.70
		215.70	**215.70**
	Investment in associate		
	Nil (31 March 2022: 5,414) 0.001% compulsorily convertible cumulative preference shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	-	21.10
		-	**21.10**
iv)	**Investment in unquoted preference shares, valued at fair value through profit and loss**		
	Nil (31 March 2022: 3,107) Series A compulsarily convertible preference share of ₹ 10 each fully paid up in iNeuron Intelligence Private Limited (refer note b below)	-	24.86
	5,414 (31 March 2022: 5,414) 0.001% compulsorily convertible cumulative preference shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	147.60	-
		147.60	**24.86**

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		As at 31 March 2023	As at 31 March 2022
v)	**Investments in unquoted debentures, valued at cost**		
	Investment in subsidiary		
	6,916 (31 March 2022: 6,916) 2% optionally convertible redeemable debentures of ₹ 100,000 each fully paid up in M/s Chhaya Prakashani Limited (refer note a below)	702.60	730.25
		702.60	**730.25**
	Total	**6,166.73**	**6,163.29**
	Aggregate value of unquoted investments	6,166.73	6,163.29
	Aggregate value of impairment in value of investments	277.84	125.00

Notes:

a. Investment in debentures includes total deemed investment of ₹ 51.06 millions (31 March 2022: ₹ 38.65 millions).

b. During the previous year, the Company has acquired 2.62% of shareholding in iNeuron Intelligence Private Limited by acquiring 3,107 compulsorily convertible preference shares and 1 equity share, both at ₹ 8,000 per share. During the current year, the Company has disposed off its investments in iNeuron Intelligence Private Limited and has recognised a gain amounting to ₹ 27.26 million.

c. Investment in equity shares in such subsidiaries include deemed investments of ₹ 48.82 millions (31 March 2022: ₹ 47.52 millions) due to ESOP granted to employees of subsidiary companies and corporate guarantee given by Holding Company on behalf of subsidiary companies.

d. Refer note 55.

9. Loans

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non-current:		
Loans to related parties (refer note 42)	150.45	150.38
Current:		
Loans to related parties (refer note 42)	216.63	290.99
Total loans	**367.08**	**441.37**
Considered good, unsecured	367.08	441.37
Recoverable which have significant increase in credit risk	-	-
	367.08	**441.37**

Notes:

1. Disclosure required under Sec 186(4) of the Companies Act 2013:

Included in loans and advance are certain loans the particulars of which are disclosed below as required by Sec 186(4) of Companies Act 2013:

Name of the entity*	Rate of Interest	Tenure	Secured/ Unsecured	As at 31 March 2023	As at 31 March 2022
Safari Digital Education Initiatives Private Limited	9.70% - 10.65% p.a. (previous year 9.70% - 10.10% p.a.)	1 Year	Unsecured	53.02	141.43
D S Digital Private Limited (refer note 62)		1 Year		163.61	149.56
New Saraswati House (India) Private Limited		3 Years		-	125.00
S Chand Edutech Private Limited		3 Years		48.36	25.38
Convergia Digital Education Private Limited		3 Years		102.09	-
Total				**367.08**	**441.37**

* The loan have been given to the subsidiary companies for general business purpose.

2. There are no loan or advances in the nature of loans, granted to promoters, directors, KMPs and related parties, either severally or jointly with any other person, that are either repayable on demand or without specifying any terms or period of repayment.

3. During the year, loan amounting to ₹ 142.38 million (31 March 2022: ₹ 128.31 millions) to DS Digital Private Limited and loan amounting to ₹ 51.05 milliion (31 March 2022: ₹ 150.83 millions) to Safari Digital Education Initiatives Private Limitedhas been extended for a period of 1 year.

4. In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
5. There is no amount which is overdue for more than 90 days in respect of loans and advances in the nature of loans granted to such companies.

10 Other financial assets

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non-current:		
(Unsecured, considered good)		
Security deposits	4.93	8.39
Deposits with maturity for more than 12 months from the reporting date	0.22	0.68
Interest accrued but not due on fixed deposits (on non-current deposits)	0.74	0.34
Margin money*	0.11	0.11
	6.00	**9.52**
Current:		
(Unsecured, considered good)		
Security deposits	7.97	9.19
Interest accrued but not due on fixed deposits (on current deposits)	0.54	0.69
Receivables from related parties (refer note 42)#	125.84	164.16
Other receivables	5.33	4.32
	139.68	**178.36**
Total	**145.68**	**187.88**
Non-current	**6.00**	**9.52**
Current	**139.68**	**178.36**

* Margin money deposit with a carrying amount of ₹ 0.11 million (31 March 2022: ₹ 0.11) has been deposited with government authority.

Receivables from related parties pertains to receivables from group companies for management cross charges, reimbursments and other recoveries.

11. Deferred taxes

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Items leading to creation of deferred tax assets		
Impact of non deductible expenses	21.69	6.78
Provision for doubtful debt and advances	37.71	48.63
Impact of right of use assets and lease liabilities	0.56	0.49
Impact of provision for inventory	21.10	21.10
Impact of business loss to carry forward to next years	117.64	179.16
Total deferred tax assets	**198.70**	**256.16**
Items leading to creation of deferred tax liabilities		
Property, plant and equipment: impact of differences between tax depreciation and depreciation/ amortisation charged in the financial statements	10.14	10.88
Impact of fair value gain on current investment	0.73	0.87
Total deferred tax liabilities	**10.87**	**11.75**
MAT credit entitlement	60.03	5.51
Net deferred tax assets	**247.87**	**249.92**

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Note:

Movement of deferred tax assets tax assets/liabilities presented in balance sheet (₹ in millions)

	As at 31 March 2022	Recognised in		As at 31 March 2023
		Profit and loss	OCI	
Items leading to creation of deferred tax assets				
Impact of non deductible expenses	6.78	10.00	4.91	21.69
Provision for doubtful debt and advances	48.63	(10.92)	-	37.71
Impact of fair value gain on current investment	-	-	-	-
Impact of right of use assets and lease liabilities	0.49	0.07	-	0.56
Impact of provision for inventory	21.10	-	-	21.10
Impact of business loss to carry forward to next years	179.16	(61.52)	-	117.64
MAT credit entitlement	5.51	54.52	-	60.03
Total deferred tax assets	**261.67**	**(7.85)**	**4.91**	**258.73**
Items leading to creation of deferred tax liabilities				
Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements	10.88	(0.74)	-	10.14
Impact of fair value gain on current investment	0.87	(0.14)	-	0.73
Total deferred tax liabilities	**11.75**	**(0.88)**	**-**	**10.87**
Net deferred tax assets	**249.92**	**(6.97)**	**4.91**	**247.86**

Movement of deferred tax assets tax assets/liabilities presented in balance sheet

	As at 31 March 2021	Recognised in		As at 31 March 2022
		Profit and loss	OCI	
Items leading to creation of deferred tax assets				
Impact of non deductible expenses	5.67	2.39	(1.28)	6.78
Provision for doubtful debt and advances	55.80	(7.17)	-	48.63
Impact of fair value gain on current investment	-	-	-	-
Impact of right of use assets and lease liabilities	3.62	(3.13)	-	0.49
Impact of provision for inventory	17.55	3.55	-	21.10
Impact of business loss to carry forward to next years	212.15	(32.99)	-	179.16
MAT credit entitlement	-	5.51	-	5.51
Total deferred tax assets	**294.79**	**(31.84)**	**(1.28)**	**261.67**
Items leading to creation of deferred tax liabilities				
Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements	10.20	0.68	-	10.88
Impact of fair value gain on current investment	0.34	0.53	-	0.87
Total deferred tax liabilities	**10.54**	**1.21**	**-**	**11.75**
Net deferred tax assets	**284.25**	**(33.05)**	**(1.28)**	**249.92**

Note - Refer note 37 for effective tax reconciliation.

12 Other assets

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non-current		
(Unsecured, considered good)		
Prepaid expenses	2.05	3.19
Tax receivable (net of provision)	17.64	32.09
	19.69	**35.28**
Current		
(Unsecured, considered good)		
Advances to vendors	6.23	0.96
Advances to employee *	6.45	7.98
Prepaid expenses	16.28	18.90
Balance with government authorities	1.44	1.70
Others	6.09	6.10
	36.49	35.64
Total	**56.18**	70.92
Non-current	**19.69**	35.28
Current	**36.49**	35.64

* Includes advances to KMP, refer note 42.

13 Inventories

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Raw materials (at cost)	135.14	93.50
Finished goods (at lower of cost and net realisable value)	365.99	279.70
Finished goods - stock-in-trade (at lower of cost and net realisable value)	13.33	20.41
Total	**514.46**	**393.61**

14 Current investments

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Investment valued at fair value through profit and loss		
Investment in equity instruments (quoted)		
1,000 (31 March 2022: 1,000) shares of ₹ 10 each fully paid up in M/s Freshtop Fruits Limited	0.10	0.10
42,564 (31 March 2022: 42,564) shares of ₹ 10 each fully paid up in M/s Mahaan Foods Limited	1.12	0.98
200 (31 March 2022: 200) shares of ₹ 10 each fully paid up in M/s Zee Entertainment Enterprises Limited	0.04	0.06
	1.26	**1.14**
Investment valued at fair value through profit and loss		
Investment in mutual funds (quoted)		
112,261 (31 March 2022: 108,740) units in Principal Monthly Income Plan - Dividend Reinvestment	1.68	1.51
Nil (31 March 2022: 548,679) units in HDFC Liquid Fund - Regular Plan Growth option	-	25.69

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	As at 31 March 2023	As at 31 March 2022
Nil (31 March 2022: 441,766) units in HDFC Ultra Short Term Fund - Regular Growth	-	5.42
Nil (31 March 2022: 1,319) units in HDFC Liquid Fund - Regular Plan - Growth	-	5.48
Nil (31 March 2022: 78,321) units in Nippon India Floating Rate Fund - Growth Plan-Growth Option	-	2.84
Nil (31 March 2022: 8,531) units in Nippon India Low Duration Fund - Growth Plan Growth Option	-	25.99
Nil (31 March 2022: 302,243) units in Nippon India Short Term Fund - Growth Plan	-	12.93
5,826 (31 March 2022: Nil) units in Nippon India Money Market Fund - Growth Plan Growth Option	20.46	-
228,606 (31 March 2022: Nil) units in Nippon India Short Term Fund - Growth Plan Growth Option	10.14	-
934,035 (31 March 2022: Nil) units in HDFC Low Duration Fund - Regular Plan - Growth	45.84	-
	78.12	**79.86**
Total	**79.39**	**81.00**
Aggregate book value of quoted investments	80.22	78.68
Aggregate market value of quoted investments*	79.38	81.00
Aggregate value of impairment in value of investments	-	-

* fair value loss recognised ₹ 0.83 million in 31 March 2023 (fair value gain recognised 31 March 2022: ₹ 2.32 million).

15 Trade receivables

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	1,199.63	1,177.38
Receivable which have significant increase in credit risk	129.51	159.87
Receivable credit impaired	-	-
	1,329.14	**1,337.25**
Less: Allowance for expected credit loss		
Secured, considered good	-	-
Unsecured, considered good	-	-
Receivable which have significant increase in credit risk	(129.51)	(159.87)
Receivable credit impaired	-	-
	(129.51)	(159.87)
Secured, considered good	-	-
Unsecured, considered good	1,199.63	1,177.38
Receivable which have significant increase in credit risk	-	-
Receivable credit impaired	-	-
	1,199.63	**1,177.38**
Trade receivables from related parties (refer note 42)	**39.02**	**37.61**

The movement in impairment of trade receivables as follow:

	As at 31 March 2023	As at 31 March 2022
Opening balance	159.87	184.62
Additions/(write-back) (net)	(30.36)	(24.75)
Closing balance	**129.51**	**159.87**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

Trade receivables ageing schedule as at 31 March 2023 and 31 March 2022: (₹ in millions)

Particulars	As at 31 March 2023					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables						
considered good	1,106.96	61.87	-	11.50	19.30	1,199.63
which have significant increase in credit risk	-	14.82	17.79	14.60	82.29	129.51
credit impaired	-	-	-	-	-	-
Disputed trade receivables						
considered good	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-
Total trade receivables	**1,106.96**	**76.69**	**17.79**	**26.10**	**101.59**	**1,329.14**
Less: Loss allowance	-	(14.82)	(17.79)	(14.60)	(82.29)	(129.51)
Total	**1,106.96**	**61.87**	**-**	**11.50**	**19.30**	**1,199.63**

Particulars	As at 31 March 2022					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables						
considered good	1,082.69	57.03	18.35	-	19.31	1,177.38
which have significant increase in credit risk	-	12.56	23.86	34.23	89.22	159.87
credit impaired	-	-	-	-	-	-
Disputed trade receivables						
considered good	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-
Total trade receivables	**1,082.69**	**69.59**	**42.21**	**34.23**	**108.53**	**1,337.25**
Less: Loss allowance	-	(12.56)	(23.86)	(34.23)	(89.22)	(159.87)
Total	**1,082.69**	**57.03**	**18.35**	**-**	**19.31**	**1,177.38**

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

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16 Cash and cash equivalents

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balances with banks:		
- On current accounts	275.98	205.80
- Cheques on hand	12.65	46.11
- Deposits with original maturity of less than three months	50.00	0.84
Cash on hand	0.63	0.43
Total	**339.26**	**253.18**

17 Bank balances other than cash and cash equivalents

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Deposits with original maturity more than 3 months and less than 12 months	35.22	32.32
Total	**35.22**	**32.32**

18 Equity share capital

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Authorised		
40,000,000 (31 March 2022: 40,000,000) equity shares of ₹ 5/- each	200.00	200.00
Issued, subscribed and fully paid equity capital		
35,156,336 (31 March 2022: 35,043,336) equity shares of ₹ 5/- each	175.78	175.22
	175.78	**175.22**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

Authorised share capital	No. of shares	₹ in millions
As at 31 March 2021	**4,00,00,000**	**200.00**
Increase/(decrease) during the year	-	-
As at 31 March 2022	**4,00,00,000**	**200.00**
Increase/(decrease) during the year	-	-
As at 31 March 2023	**4,00,00,000**	**200.00**

Issued equity capital	No. of shares	₹ in millions
Equity share of ₹ 5/- each issued, subscribed and fully paid (31 March 2022: Equity share of ₹ 5 each)		
As at 31 March 2021	**3,49,75,287**	**174.88**
Issued during the year	68,049	0.34
As at 31 March 2022	**3,50,43,336**	**175.22**
Issued during the year	1,13,000	0.56
As at 31 March 2023	**3,51,56,336**	**175.78**

b. **Terms/rights attached to equity shares**

The Company has only one class of equity shares having par value of ₹ 5 per share (31 March 2022: ₹ 5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. The Company has not issued any shares pursuant to a contract without payment being received in cash in the current year and preceding five years. There has not been any buy-back of shares in the current year and preceding five years. The Company has not issued any bonus shares during the year.

d. **Details of shareholders holding more than 5% shares in the Company**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% of holding	No. of shares	% of holding
Mr. Himanshu Gupta	59,94,038	17.05%	59,94,038	17.10%
Mrs. Neerja Jhunjhnuwala	40,08,345	11.40%	40,08,345	11.44%
Mr. Dinesh Kumar Jhunjhnuwala	38,46,854	10.94%	38,46,854	10.98%
International Finance Corporation	28,05,784	7.98%	28,05,784	8.01%

e. **Details of shares held by promoters in the Company**

	As at 31 March 2023		As at 31 March 2022		% change in shareholding
	No. of shares	% of holding	No. of shares	% of holding	
Mr. Himanshu Gupta	59,94,038	17.05%	59,94,038	17.10%	(0.29%)
Mrs. Neerja Jhunjhnuwala	40,08,345	11.40%	40,08,345	11.44%	(0.35%)
Mr. Dinesh Kumar Jhunjhnuwala	38,46,854	10.94%	38,46,854	10.98%	(0.36%)
Ms. Savita Gupta	12,18,617	3.47%	12,18,617	3.48%	(0.29%)
Ms. Ankita Gupta	9,14,078	2.60%	9,14,078	2.61%	(0.38%)
Mr. Gaurav Kumar Jhunjhnuwala	5,92,000	1.68%	5,92,000	1.69%	(0.59%)
	1,65,73,932	**47.14%**	**1,65,73,932**	**47.30%**	

f. **Shares reserved for issue under options**

For details of shares reserved for issue under the employee stock options (ESOPs) plan of the Company, please refer note 43.

19 Other equity

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
a.	**Capital reserve**		
	Balance as the beginning of reporting year	0.51	0.51
	Balance as the end of reporting year	**0.51**	**0.51**
b.	**Securities premium**		
	Balance as the beginning of reporting year	6,611.46	6,606.35
	Add: increase on account of issue of equity share capital (refer note 43)	8.50	5.11
	Balance as the end of reporting year	**6,619.96**	**6,611.46**

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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		As at 31 March 2023	As at 31 March 2022
c.	**Retained earnings**		
	Balance as the beginning of reporting year	1,156.08	1,064.27
	Add: Profit for the year	145.17	88.70
	Add: Other comprehensive income for the year (net)	(11.94)	3.12
	Balance as the end of reporting year	**1,289.31**	**1,156.08**
d.	**Employee stock options reserve**		
	Balance as the beginning of reporting year	20.27	11.52
	Add: compensation option granted during the year - charge for the year (refer note 43)	2.86	8.75
	Balance as the end of reporting year	**23.13**	**20.27**
	Total	**7,932.91**	**7,788.33**

Nature and purpose of reserves:

Capital reserve
During the financial year 2015-16, the Company cancelled its 149,900 forfeited equity shares pursuant to resolution passed at Board Meeting dated 22 September 2015 and the amount was transferred to capital reserve.

Securities premium
Securities premium comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

Retained earnings
Retained earnings refer to the net profit/(loss) retained by the Company for its core business activities. Also includes re-measurement gains on defined benefit plans.

Employee stock options reserve
Employee stock options have been issued under Equity Settled ESOP Scheme 2012 (Scheme 2012) and Equity Settled ESOP Scheme 2018 (Scheme 2018) to the eligible employees and subsequent to that various grants were issued. The reserve has been created for the various ESOP grants issued by the Company thereafter.

20 Non-current borrowings

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Term loans		
Indian rupee loan from financial institutions (refer note a and b below)	73.12	304.73
Vehicle loans		
Indian rupee loan from bank (refer note c below)	11.90	6.52
Indian rupee loan from financial institutions (refer note d below)	5.10	3.93
	90.12	**315.18**
Less: Current maturities of non-current borrowings (refer note 23)		
Term loans		
Indian rupee loan from financial institutions (refer note a and b below)	24.49	24.49
Vehicle loans		
Indian rupee loan from bank (refer note c below)	2.77	2.12
Indian rupee loan from financial institutions (refer note d below)	2.18	3.24
	29.44	**29.85**
Total	**60.68**	**285.33**
Secured	**60.68**	**285.33**
Unsecured	**-**	**-**

	Nature of Security	Terms of repayment
a.	**Term loan** Term loan from Axis Finance Limited had been obtained during the year ended 31 March 2019. The facility had been secured against: (i) Pledge of 29% (31 March 2022: 29%) of unlisted shares of Chhaya Prakashani Limited ('Chhaya'); (ii) 2nd parri passu charge on both present and future current and fixed moveable assets of S Chand And Company Limited; (iii) Security cheques for the scheduled repayments of interest and principal amount. The same has been repaid during the year.	Repayable in 78 equal monthly installments of ₹ 8.33 millions beginning from August 2019. Rate of interest at 13% p.a. (31 March 2022: 13% p.a.)
b.	**Term loan** Term loan from TATA Capital Financial Services Limited had been obtained during the year ended 31 March 2022. The facility had been secured against: (i) Pledge of 50% of unlisted shares of Chhaya Prakashani Limited. (ii) 2nd parri passu charge on both present and future current and fixed moveable assets of S Chand And Company Limited; (iii) Personal Guarantee by Directors of the Company Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Corporate Guarantee of Eurasia Publishing House Private Limited (amalgamated into Chhaya Prakashani Limited w.e.f. 1 April 2020, refer note 48). The loan has been raised for the partial takeover of Axis Finance Loan.	Repayable in 49 equal monthly installments of ₹ 2.04 millions beginning from March 2022. Rate of interest at 9.75% to 11.55% p.a. (31 March 2022: 9.75% to 10.05% p.a)
	Vehicle loans from bank/financial institutions	
c.	**Vehicle loan from banks** Vehicle loans have been obtained from ICICI Bank, Yes Bank and Axis Bank the same are secured by hypothecation of respective vehicles. Two of the vehicle loans from Yes Bank have been fully repaid during the year.	Repayable in 36 to 60 equal monthly installment of ₹ 0.01 to ₹ 0.15 millions. Rate of interest at 8.25% to 12.00% (31 March 2022: 8.25% to 12.00%)
d.	**Vehicle loans from financial institutions** Vehicle loans have been obtained from Daimler Financial Services India Private Limited and Kotak Mahindra Prime limited is secured by hypothecation of respective vehicles. One of the vehicle loans from Daimler Financial Services India Private Limited have been fully repaid during the year.	The loan is repayable in 36 to 48 equal monthly instalment of ₹ 0.20 million to ₹ 0.10 millions. Rate of interest at 9.81% to 11.00% (31 March 2022: 9.81% to 11.00%)

e. The Company is required to comply with certain debt covenants as mentioned in the loan agreement for term loans, failure of which makes the loan to be repaid on demand at the discretion of the bank. During the current financial year, there have been no default in repayment and no breaches in the financial covenants of any borrowings.

f. The money raised by way of term loans were applied for the purposes for which these were obtained.

21 Lease liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Lease liability - non-current (refer note 41)	13.93	8.52
Lease liability - current (refer note 41)	20.46	26.62
Total	**34.39**	**35.14**

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22a Provisions

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non-current		
Provision for gratuity (refer note 40)	24.09	9.82
Provision for compensated absence	12.81	6.97
	36.90	**16.79**
Current		
Provision for compensated absence	2.35	1.52
	2.35	**1.52**
Total	**39.25**	**18.31**
Non current	**36.90**	**16.79**
Current	**2.35**	**1.52**

22b Current tax liability

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Provision for income-tax (net of advance tax)	32.26	-
	32.26	**-**

23 Current borrowings

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Cash credit from banks (secured) (refer note a below)	446.47	397.79
Indian rupee working capital demand loan from banks (secured) (refer note b below)	100.00	-
Current maturities of non-current borrowings (refer note 20)	29.44	29.85
Total current borrowings	**575.91**	**427.63**
Secured	**575.91**	**427.63**
Unsecured	**-**	**-**

Notes:

a. Cash credit from State Bank of India is secured by way of first pari passu charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders), personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company.The loan carry interest rate of 8.15% to 11.15% p.a. (31 March 2022: 8.15% to 13.00% p.a.).

During the current year, the Company availed dropline overdraft from RBL Bank, secured by way of subservient charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders), charge on immovable property of the Company situated at plot no. 40/2 A, site no. IV, UPSIDC industrial estate, Sahibabad and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company and cash credit from Indian Bank, secured by way of first pari passu charge on the entire existing and future current assets and fixed assets of the Company (excluding assets which are specifically charged to other lenders), personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company and corporate guarentee of Nirja Publishers & Printers Private Limited.These loans carry interest rate of 8.65% to 10.65% p.a. (31 March 2022: Nil).

b. Working capital demand loan/cash credit from HDFC Bank was availed during the current year and carries interest rate of 8% to 8.75% p.a (31 March 2022: Nil). The loan is secured by way of first pari passu charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders) and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company. Working capital demand loan/cash credit from HDFC Bank is also secured by corporate guarantee of Nirja Publishers & Printers Private Limited.

c. The Company is required to comply with certain debt covenants as mentioned in the loan agreement for term loans, failure of which makes the loan to be repaid on demand at the discretion of the bank. During the current financial year, there has been no covenant breach.

d. The funds raised by the Company on short term basis have not been utilised for long term purposes.

e. Refer note 57 for summary of quarterly statements submitted to banks and its reconciliation with amounts as per books of accounts.

24 Trade payables

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Trade payables of micro enterprises and small enterprises (refer note 51)	31.89	23.32
Trade payables of related entities (refer note 42)	152.59	114.74
Trade payables other than micro enterprises and small enterprises	421.13	443.54
	605.61	**581.60**

Trade payables ageing schedule as at 31 March 2023 and 31 March 2022:

Particulars	As at 31 March 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables					
outstanding due to micro enterprises and small enterprises	31.89	-	-	-	31.89
others	552.45	19.41	1.46	0.40	573.72
Disputed trade payables					
outstanding due to micro enterprises and small enterprises	-	-	-	-	-
others	-	-	-	-	-
Total	**584.34**	**19.41**	**1.46**	**0.40**	**605.61**

Particulars	As at 31 March 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables					
outstanding due to micro enterprises and small enterprises	23.32	-	-	-	23.32
others	512.00	45.00	1.07	0.21	558.28
Disputed trade payables					
outstanding due to micro enterprises and small enterprises	-	-	-	-	-
others	-	-	-	-	-
Total	**535.32**	**45.00**	**1.07**	**0.21**	**581.60**

There are no unbilled trade payables, hence the same is not disclosed in the ageing schedule.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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25 Other financial liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due	0.60	0.74
Employee related liabilities	79.37	41.90
Security deposits received	4.02	1.52
Financial guarantee obligation	17.96	25.72
Others	0.09	0.09
	102.04	**69.97**
Current	**102.04**	**69.97**
Non current	**-**	**-**

26 Other current liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Advance from customers	13.73	21.40
Statutory dues payable	33.54	36.08
Total	**47.27**	**57.48**

27 Revenue from operations

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of products		
Finished goods (net of returns)	2,879.29	2,035.98
Traded goods (net of returns)	68.23	75.17
Less: Discount	(716.95)	(423.14)
Sale of services		
Job work	-	3.96
Other operating revenue		
Scrap sale	3.38	7.69
Paper sale	1.28	-
Total	**2,235.23**	**1,699.66**
India	2,232.82	1,694.08
Outside India	2.41	5.58
Total	**2,235.23**	**1,699.66**
Timing of revenue recognition		
Goods transferred at a point in time	2,235.23	1,695.70
Services transferred at a point in time	-	3.96
Total	**2,235.23**	**1,699.66**

Contract balances

	As at 31 March 2023	As at 31 March 2022
Contract liabilities		
Advance from customers (refer note 26)	13.73	21.40
Opening balance of contract liabilities	21.40	11.95
Less: Amount of revenue recognised against opening contract liabilities	(21.40)	(11.95)
Add: Addition in balance of contract liabilities for current year (net of refunds)	13.73	21.40
Closing balance of contract liabilities	13.73	21.40

Right to return asset and refund liability

	As at 31 March 2023	As at 31 March 2022
Refund liabilities		
Arising from discounts	363.30	203.60
Arising from rights of return	317.30	292.00
	680.60	**495.60**

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue as per contracted price	3,380.13	2,629.58
Adjustments		
Sales return	(427.95)	(506.78)
Discount	(716.95)	(423.14)
	2,235.23	**1,699.66**

Performance obligation

Information about the Company's performance obligations are summarised below:

Finished goods/Traded goods

The performance obligation is satisfied upon delivery of the goods to the transporter or to the customer whichever is earlier.

The customer has a right to return material to an extent as may be agreed upon with each customer or within the limits as may be determined by the Company.

The customer is also eligible for discounts based on achievement of revenue targets as may be agreed.

Services

The performance obligation is satisfied as per terms of each contract with the customer.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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28 Other incomes

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income on:		
- Bank deposits *	2.12	1.99
- Income tax refund *	1.30	8.50
- Interest income on loans to related parties *	61.66	65.93
Management cross charge (refer note 39)	64.80	53.55
Reversal of allowance for doubtful debts	30.36	24.75
Fair value gain on investment at fair value through profit or loss	127.34	2.32
Gain on sale of current investments (net)	32.74	2.46
Others	23.67	30.58
	343.99	**190.08**

* underlying assets on which income is recognised are carried at amortised cost.

29 Cost of published goods/material consumed

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventory at the beginning of the year	93.50	35.73
Add: Purchases	1,042.73	606.39
	1,136.23	**642.12**
Less: Inventory at the end of the year	135.14	93.50
Cost of published goods/material consumed	**1,001.09**	**548.62**

30 Purchase of stock-in-trade

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchase of stock-in-trade	49.07	38.86
Total	**49.07**	**38.86**

31 (Increase)/Decrease in inventories of finished goods and stock-in-trade

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventory at the end of the year		
Finished goods	379.32	300.11
Inventory at the beginning of the year		
Finished goods	(300.11)	(415.61)
Changes in inventories	**(79.21)**	**115.50**

32 Employee benefits expense

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, bonus and allowances	452.36	358.57
Contribution to provident and other funds (refer note 40)	35.04	33.29
Employee stock option expense	1.55	4.46
Staff welfare expenses	16.46	11.42
Total	**505.41**	**407.74**

33 Finance costs

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense		
- On borrowings	61.40	95.06
- On lease liability	3.75	7.43
- On other liabilities	16.74	13.20
Others	7.85	5.92
Total	**89.74**	**121.61**

34 Depreciation and amortisation expense

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on property, plant and equipment (refer note 3)	14.36	12.24
Amortisation on intangible assets (refer note 6)	41.98	31.34
Amortisation on right-of-use assets (refer note 4)	30.43	37.54
Total	**86.77**	**81.12**

35 Other expenses

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Publication expense		
Royalty	216.24	182.36
Factory manpower expenses	-	5.23
Other publication expenses	22.86	17.30
Total publication expenses (A)	**239.10**	**204.89**
Rent	2.73	4.59
Repairs and maintenance		
- Plant and equipments	0.23	0.16
- Buildings	0.21	-
- Others	16.07	12.03
Insurance	6.31	6.28

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*
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	For the year ended 31 March 2023	For the year ended 31 March 2022
Rates and taxes	3.21	6.12
Communication cost	5.09	5.91
Legal and professional fee	20.96	18.91
Donations	9.40	3.72
Payment to auditor (refer details below)	6.64	5.23
Water and electricity charges	4.77	5.95
Bad debt written off	37.02	35.31
Provision for advances	-	0.12
Outsourced employee cost	8.03	15.20
Loss on sale of property, plant and equipment (net)	1.77	0.64
Corporate social responsibility expenses (refer note 49)	-	0.19
Director sitting fees	2.09	2.24
Fair value loss on financial instruments at fair value through profit or loss	0.83	-
Foreign exchange fluctuation loss (net)	-	2.73
Goodwill writen off	23.83	-
Advertisement, publicity and exhibition	36.33	26.86
Freight and cartage outward	53.67	44.30
Travelling and conveyance	56.47	31.88
Vehicle running and maintenance	7.48	4.89
Packing and dispatch expenses	7.76	7.68
Miscellaneous expenses	12.35	13.20
Total other expenses (B)	**323.25**	**254.14**
Total other expenses (A+B)	**562.35**	**459.03**

Payment to auditors:

	For the year ended 31 March 2023	For the year ended 31 March 2022
As auditor:		
- Audit fee	4.00	3.80
- Limited review	1.40	1.20
- GST on invoices	1.00	-
- Out of pocket expenses	0.24	0.23
Total	**6.64**	**5.23**

36 Exceptional items

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Provision for diminution in value of investments (refer note 55)	152.84	-
Total	**152.84**	**-**

37 Income tax

Tax expense recognised in Statement of Profit and Loss (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax:		
Current income tax charge	60.03	5.51
Tax relating to earlier years	(1.00)	(10.00)
Deferred tax:		
Relating to origination and reversal of temporary differences	6.96	33.05
	65.99	**28.56**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2023 and 31 March 2022:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Accounting profit before tax	**211.16**	**117.26**
Tax at India's statutory income tax rate of 29.12% (31 March 2022: 29.12%)	**61.49**	**34.15**
Adjustments in respect of tax related to previous years	(1.00)	(10.00)
Tax impact of non-deductible expenses	3.31	0.23
Impact of items charged at lower tax rate	1.59	-
Other adjustments	0.60	4.18
Income tax expense reported in the statement of profit and loss	**65.99**	**28.56**
At the effective income tax rate of 31.25% (31 March 2022: 24.36%)	**65.99**	**28.56**

38 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

The following reflects the income and share data used in the basic and diluted EPS computations (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity holders of the Company	145.17	88.70
Weighted average number of equity shares used for computing Earning per Share (Basic)	35.08	35.04
Add: Adjustment for options related to ESOP	0.05	0.07
Weighted average number of equity shares used for computing Earning per Share (Diluted)	35.13	35.11
Basic EPS	**4.14**	**2.53**
Diluted DPS	**4.13**	**2.53**

39 The Company renders various administrative and management services to its subsidiaries to facilitate its day to day operations. Accordingly, the Company has charged ₹ 62.94 million (31 March 2022 ₹ 50.64 million) towards such services rendered during the year ended 31 March 2023.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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40 Employee benefits

a. Defined contribution plan

An amount of ₹ 26.30 million (31 March 2022 : ₹ 24.05 million) for the year has been recognised as an expense in respect of the Company's contributions towards Provident Fund, an amount of ₹ 0.80 million (31 March 2022 : ₹ 0.83 million) for the year has been recognised as an expense in respect of Company's contributions towards Employee State Insurance which are deposited with the government authorities/approved pension funds and an amount of ₹ 1.51 million (31 March 2022 : ₹ 1.42 million) for the year has been recognised as an expense in respect of the Company's contributions towards National Pension Scheme, which are deposited with the National Pension System Trust have been included under employee benefit expenses in the Statement of Profit and Loss.

b. Gratuity

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employement. The level of benefit provided depends on the member's length of service and salary at the time of retirement/ termination age.

Under the Company's gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of ₹ 2.00 million. The scheme is funded with two insurance companies in the form of qualifying insurance policies.

The following tables summarize the components of net benefit expense recognised in the profit and loss account and amounts recognised in the balance sheet for Gratuity Plan.

Statement of profit and loss account

Net employee benefit expense recognised in employee cost:

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	5.78	6.17
Interest cost on defined obligation	3.44	3.29
Expected return on plan assets	(2.79)	(2.46)
	6.43	**7.00**

Amount recognised in Other comprehensive income:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial gains on obligation	15.61	(2.86)
Actuarial gains on assets	(1.24)	1.54
	16.85	**(4.40)**

Balance sheet

Changes in the present value of the defined benefit obligation are as follows:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening defined benefit obligation	48.10	49.12
Current service cost	5.78	6.17
Interest cost	3.44	3.29
Benefits paid from plan assets	(4.83)	(7.48)
Benefits paid directly by employer	-	(0.14)
Actuarial gains on obligation	15.61	(2.86)
Closing defined benefit obligation	**68.10**	**48.10**
Non - Current	**68.10**	**48.10**
Current	**-**	**-**

Changes in the fair value of plan assets are as follows: (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening fair value of plan assets	38.29	35.53
Expected return	2.79	2.46
Contributions by employer	9.00	6.24
Benefits paid	(4.83)	(7.48)
Actuarial gain	(1.24)	1.54
Closing fair value of plan assets	**44.01**	**38.29**
Provision for gratuity (net of plan assets)		
Non-current	**24.08**	**9.81**
Current	-	-

The expected contribution to the defined benefit plan in future years ₹ 9.79 millions (31 March 2022: ₹ 1.74 millions).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Investments with insurer	100%	100%

The economic and demographic assumptions used in determining gratuity obligations for the Company's plans are shown below:

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Discount rate	7.49%	7.30%
Expected rate of salary increase	8.00%	6.00%
Retirement age (in years)	60 years	60 years
Employee turnover :-		
- For service upto 5 years	5.00%	5.00%
- For service more than 5 years	1.00%	1.00%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The impact of sensitivity analysis due to changes in the significant actuarial assumptions on the defined benefit obligations is given in below table:

	Change in assumptions	For the year ended 31 March 2023	For the year ended 31 March 2022
Discount rate	+ 1%	60.99	43.29
	- 1%	76.48	53.70
Expected rate of salary increase	+ 1%	75.50	53.32
	- 1%	61.40	43.51

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*
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The above defined benefit plan exposes the Company to following risks:

Investment risk:
For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Market risk (interest risk):
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Longevity risk:
The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material.

Actuarial risk:

Salary increase assumption
Actual salary increase that are higher than the assumed salary escalation, will result in increase to the obligation at a rate that is higher than expected.

Attrition/withdrawal assumption
If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the company and the financials assumptions.

Regulatory risk:
Any changes to the current Regulations by the Government, will increase (in most cases) or decrease the obligation which is not anticapated. Sometimes, the increase is many fold which will impact the financials quite significantly.

The following are expected future cash flows to the defined benefit plan (undiscounted): (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Year 1	5.41	1.74
Year 2	3.35	4.38
Year 3	1.43	2.96
Year 4	4.99	1.23
Year 5	3.32	4.04
Year 6 to 10	24.62	18.87
Above 10 years	152.12	94.50

c **Other long-term employee benefits**
An amount of ₹ 6.65 millions (31 March 2022 : ₹ 3.37 millions) pertains to expense towards compensated absences and is included in "employee benefits expense".

41 Leases

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2023: (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of reporting year	**139.45**	**198.22**
Additions (note 4)	32.42	34.87
Deletions	(4.92)	(56.09)
Depreciation expense (note 34)	(30.43)	(37.54)
Balance at the end of reporting year	**136.52**	**139.45**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance as at the beginning of reporting year	**35.14**	**102.68**
Additions	32.42	34.87
Accretion of interest	3.75	7.43
Deletion during the year	(5.41)	(67.41)
Lease rent concession*	-	(0.86)
Payments	(31.51)	(41.57)
Balance as at the end of reporting year	**34.39**	**35.14**
Non-current	**13.93**	**8.52**
Current	**20.46**	**26.62**

* During the year ended 31 March 2023, the Company has received lease rent concession of ₹ Nil (31 March 2022 ₹ 0.86 millions) and the same has been recorded under the head other income in the Statement of Profit and Loss by using the practical expedient available as per para 46A of IND AS 116.

Contractual maturities of lease liabilities

	For the year ended 31 March 2023	For the year ended 31 March 2022
- Within one year	20.46	26.62
- 1-5 years	13.93	8.52
- More than 5 years	-	-
	34.39	**35.14**

The following are the amounts recognised in Statement of Profit or Loss:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation expense of right-of-use assets	30.43	37.54
Interest expense on lease liabilities	3.75	7.43
Expense relating to other than non-current leases (included in other expenses) #	2.73	4.59
Total amount recognised in Statement of Profit or Loss	**36.90**	**49.56**

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for current leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Total cash outflow for current leases and leases of low value for the year ended 31 March 2023 was ₹ 2.73 millions (31 March 2022 : ₹ 4.59 millions).

The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

	No of right-of-use assets leased	Range of remaining term (in years)	Average remaining lease term	No of leases with extension options
Buildings				
- 31 March 2023	17	0-3 years	1.30	None
- 31 March 2022	18	0-4 years	1.30	None
Land				
- 31 March 2023	1	51 years	50.45	None
- 31 March 2022	1	52 years	51.45	None

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The aggregate depreciation on Right-of-use assets has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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42 Related party disclosure

a Names of related parties and related party relationship

Subsidiary company	:	Chhaya Prakashani Limited *
	:	Vikas Publishing House Private Limited
	:	New Saraswati House (India) Private Limited
	:	Nirja Publishers & Printers Private Limited
	:	Safari Digital Education Initiative Private Limited
	:	DS Digital Private Limited
	:	Blackie & Son (Calcutta) Private Limited
	:	S. Chand Edutech Private Limited
	:	BPI (India) Private Limited (Step down subsidiary)
	:	Indian Progressive Publishing Co. Private Limited (Step down subsidiary)
	:	Edutor Technologies India Private Limited (Step down subsidiary)
	:	Convergia Digital Education Private Limited (Step down subsidiary) (with effect from 1 July 2021)

* Eurasia Publishing House Private Limited ("Eurasia") has been amalgamated into Chhaya Prakashani Limited ("Chhaya") w.e.f. 1 April 2020. Refer note 48.

Related parties with whom transactions have taken place during the year:

Enterprises over which Key Management personnel or their relatives exercise significant influence	:	Hotel Tourist (Partnership firm)
	:	SC Hotel Tourist Deluxe Private Limited
	:	Shaara Hospitalities Private Limited
	:	S Chand Properties Private Limited
	:	Shyam Lal Charitable Trust
	:	RKG Hospitalities Private Limited
Associate	:	Smartivity Labs Private Limited (upto 21 June 2022)

Key Management Personnel (KMP) & their relatives

Ms. Savita Gupta	:	Non-Executive Director
Mr. Himanshu Gupta	:	Managing Director
Mr. Dinesh Kumar Jhunjhnuwala	:	Whole-time Director
Mr. Gaurav Kumar Jhunjhnuwala	:	Non-Executive Director
Mr. Desh Raj Dogra	:	Non-Executive, Independent Director
Ms. Archana Capoor	:	Non-Executive, Independent Director
Mr. Sanjay Vijay Bhandarkar	:	Non-Executive, Independent Director (ceased to be Director with effect from 10 November 2021)
Mr. Rajagopalan Chandrashekar	:	Non-Executive, Independent Director
Mr. Saurabh Mittal	:	Chief Financial Officer
Mr. Jagdeep Singh	:	Company Secretary
Relatives of KMP	:	Mr. Ravindra Kumar Gupta (father of Mr. Himanshu Gupta)
	:	Mrs. Neerja Jhunjhnuwala (wife of Mr. Dinesh Kumar Jhunjhnuwala)

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*
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b. Details of related party transactions and balances (₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Nature of transactions		
Revenue from operations		
Sale of products		
BPI (India) Private Limited	-	0.06
Safari Digital Education Initiatives Private Limited	3.25	3.38
S. Chand Edutech Private Limited	1.01	-
Vikas Publishing House Private Limited	0.39	-
Sale of paper		
Vikas Publishing House Private Limited	1.28	-
Sale of services		
Vikas Publishing House Private Limited	-	0.16
Chhaya Prakashani Limited	-	0.32
New Saraswati House (India) Private Limited	-	3.47
Subtotal	**5.93**	**7.40**
Other income		
Management cross charge		
Vikas Publishing House Private Limited	20.32	12.63
New Saraswati House (India) Private Limited	20.39	13.68
Safari Digital Education Initiatives Private Limited	1.80	4.56
DS Digital Private Limited	1.88	4.18
S. Chand Edutech Private Limited	4.50	3.89
Chhaya Prakashani Limited	9.86	6.13
Convergia Digital Education Private Limited	3.77	4.04
Edutor Technologies India Private Limited	0.41	1.53
Interest income		
Chhaya Prakashani Limited	13.61	13.83
New Saraswati House (India) Private Limited	6.11	12.13
Safari Digital Education Initiatives Private Limited	8.11	15.67
DS Digital Private Limited	15.61	12.20
S. Chand Edutech Private Limited	3.54	1.29
Convergia Digital Education Private Limited	2.32	-
Miscellaneous income		
Vikas Publishing House Private Limited	0.46	12.06
New Saraswati House (India) Private Limited	0.03	0.09
Convergia Digital Education Private Limited	0.03	0.09
Safari Digital Education Initiatives Private Limited	-	0.83
Chhaya Prakashani Limited	0.39	-
Subtotal	**113.16**	**118.82**

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*
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(₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Expenses		
Purchase of stock-in-trade		
Vikas Publishing House Private Limited (books)	33.09	34.38
BPI (India) Private Limited (books)	11.24	3.58
Convergia Digital Education Private Limited	3.27	-
S. Chand Edutech Private Limited	0.28	-
New Saraswati House (India) Private Limited	0.10	-
Printing charges		
Vikas Publishing House Private Limited	280.68	164.42
Royalty expense		
Chhaya Prakashani Limited	4.05	3.37
Blackie & Son (Calcutta) Private Limited	1.11	0.67
Vikas Publishing House Private Limited	0.17	0.31
BPI (India) Private Limited	1.40	1.88
Purchase (printing charges and consumables)		
Vikas Publishing House Private Limited	0.05	2.59
SC Hotel Tourist Deluxe Private Limited	0.03	0.10
Hotel Tourist	-	0.01
Safari Digital Education Initiatives Private Limited	3.62	2.02
Convergia Digital Education Private Limited	0.21	-
Edutor Technologies India Private Limited	1.75	-
Rent paid (including lease liabilities payment)		
Safari Digital Education Initiatives Private Limited	7.08	11.03
S Chand Properties Private Limited	0.12	0.74
Nirja Publishers & Printers Private Limited (plant and machinery)	-	3.28
Vikas Publishing House Private Limited (plant and machinery)	-	0.57
Remuneration to KMP *		
Mr. Dinesh Kumar Jhunjhnuwala	18.18	14.68
Mr. Himanshu Gupta	23.92	18.67
Mr. Desh Raj Dogra	0.73	0.65
Ms. Archana Capoor	0.64	0.65
Mr. Sanjay Vijay Bhandarkar	-	0.35
Mr. Rajagopalan Chandrashekar	0.73	0.59
Mr. Saurabh Mittal	15.39	11.25
Mr. Jagdeep Singh	7.58	6.23
Other expenses		
S. Chand Edutech Private Limited	0.30	0.27
Vikas Publishing House Private Limited	0.67	0.28

(₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Safari Digital Education Initiatives Private Limited	0.79	1.29
DS Digital Private Limited	0.72	0.66
New Saraswati House (India) Private Limited	1.38	1.49
S Chand Properties Private Limited	0.49	0.69
Edutor Technologies India Private Limited	1.05	-
Subtotal	**420.81**	**286.69**
Purchase of property, plant and equipments		
Safari Digital Education Initiatives Private Limited (property, plant and equipments)	-	0.00
S. Chand Edutech Private Limited (computers)	-	0.08
Subtotal	**-**	**0.08**
Purchase of intangible assets		
S. Chand Edutech Private Limited (Test Coach)	45.17	-
BPI (India) Private Limited (Bright Kids)	25.01	-
Subtotal	**70.18**	**-**
Sale of property, plant and equipments		
DS Digital Private Limited	0.00	-
Convergia Digital Education Private Limited	0.03	-
Subtotal	**0.03**	**-**
Loans given		
DS Digital Private Limited	-	16.50
S. Chand Edutech Private Limited	19.80	22.10
Convergia Digital Education Private Limited	100.00	-
Subtotal	**119.80**	**38.60**
Loans repayment received		
Safari Digital Education Initiatives Private Limited	86.74	14.50
New Saraswati House (India) Private Limited	125.00	-
Subtotal	**211.74**	**14.50**
Investment made during the period (by conversion of loans)		
New Saraswati House (India) Private Limited (Preference shares)	80.00	-
Convergia Digital Education Private Limited	0.15	-
Subtotal	**80.15**	**-**
Financial guarantee given during the year		
New Saraswati House (India) Private Limited	100.00	-
Vikas Publishing House Private Limited	-	90.00
Subtotal	**100.00**	**90.00**

S Chand And Company Limited

Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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b. Details of related party balances (₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Balances outstanding		
Assets		
Investments		
Investment in unquoted equity shares, valued at cost		
Blackie & Son (Calcutta) Private Limited	62.79	62.79
Nirja Publishers & Printers Private Limited	17.04	17.04
Safari Digital Education Initiatives Private Limited	46.49	199.18
Vikas Publishing House Private Limited	1,536.04	1,535.30
New Saraswati House (India) Private Limited	1,508.62	1,428.29
DS Digital Private Limited	87.78	87.78
Chhaya Prakashani Limited	1,773.52	1,773.44
S. Chand Edutech Private Limited	67.04	67.04
Smartivity Labs Private Limited	-	0.52
Convergia Digital Education Private Limited	0.15	-
Subtotal	**5,099.47**	**5,171.37**
Investment in unquoted preference shares		
DS Digital Private Limited	160.00	160.00
New Saraswati House (India) Private Limited	55.70	55.70
Smartivity Labs Private Limited	-	21.10
Subtotal	**215.70**	**236.80**
Investment in unquoted debentures		
Chhaya Prakashani Limited	702.60	730.25
Subtotal	**702.60**	**730.25**
Security deposit		
Safari Digital Education Initiatives Private Limited	4.80	4.80
S Chand Properties Private Limited	-	0.24
Subtotal	**4.80**	**5.04**
Loans		
Safari Digital Education Initiatives Private Limited	53.02	141.43
DS Digital Private Limited	163.61	149.56
S. Chand Edutech Private Limited	48.37	25.38
New Saraswati House (India) Private Limited	-	125.00
Convergia Digital Education Private Limited	102.09	-
Subtotal	**367.08**	**441.37**
Receivables from related parties		
Safari Digital Education Initiatives Private Limited	1.00	4.26
DS Digital Private Limited	33.74	29.35
Convergia Digital Education Private Limited	6.65	4.45

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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(₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
S. Chand Edutech Private Limited	8.06	48.07
Hotel Tourist	-	0.16
New Saraswati House (India) Private Limited	62.92	68.64
BPI (India) Private Limited	-	0.47
RKG Hospitalities Private Limited	0.29	0.29
S Chand Properties Private Limited	-	0.71
Chhaya Prakashani Limited	10.86	4.96
Ravindra Kumar Gupta	0.18	0.18
Edutor Technologies India Private Limited	2.14	2.62
Subtotal	**125.84**	**164.16**
Advance to employees		
Mr. Saurabh Mittal	1.13	1.97
Subtotal	**1.13**	**1.97**
Trade receivables		
Convergia Digital Education Private Limited	11.50	11.50
Safari Digital Education Initiatives Private Limited	2.16	2.51
DS Digital Private Limited	19.30	19.30
S. Chand Edutech Private Limited	-	4.29
Edutor Technologies India Private Limited	6.06	-
Subtotal	**39.02**	**37.61**
Liabilities		
Trade payables		
Vikas Publishing House Private Limited	146.91	112.57
Blackie & Son (Calcutta) Private Limited	2.68	2.16
Edutor Technologies India Private Limited	0.63	-
BPI (India) Private Limited	2.37	-
SC Hotel Tourist Deluxe Private Limited	-	0.01
Subtotal	**152.59**	**114.74**
Financial guarantee (represents limits utilised by the subsidiary companies)		
Vikas Publishing House Private Limited	409.17	605.18
Chhaya Prakashani Limited	71.66	-
DS Digital Private Limited	0.22	4.70
BPI (India) Private Limited	29.76	43.13
Edutor Technologies India Private Limited	-	30.29
New Saraswati House (India) Private Limited	83.10	37.13
Subtotal	**593.91**	**720.43**
Employee related liabilities		
Mr. Dinesh Kumar Jhunjhnuwala	0.49	0.09
Mr. Himanshu Gupta	0.99	0.24

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Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*

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(₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Mr. Saurabh Mittal	0.76	0.29
Mr. Jagdeep Singh	0.43	0.38
Subtotal	**2.67**	**1.00**

Key managerial remuneration

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Short term employee benefits	67.17	53.08
Post-employment benefits*	-	-
Other long-term benefits*	-	-
	67.17	**53.08**

* Does not include gratuity and compensated absences, since the provision is based upon actuarial for the Company as a whole.

Terms of conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. The settlement of outstanding balances as at year end occurs in cash.

(Figures in brackets represents previous year figures.)

Refer note 54 for guarantees given to banks on behalf of subsidiaries.

Refer notes 20 and 23 which describes borrowings that are secured against the personal guarantees from certain directors.

43 Employee stock option plans

The Company provides share-based payment schemes to its employees. During the year ended 31 March 2023, Equity Settled ESOP Scheme 2012 (Scheme 2012) and Equity Settled ESOP Scheme 2018 (Scheme 2018) were in existence. The relevant details of the schemes and the grant are as below.

Equity Settled ESOP Scheme 2012 (Scheme 2012) :

On 30 June 2012, the board of directors approved the Equity Settled ESOP Scheme 2012 (Scheme 2012) for issue of stock options to the eligible employees. According to Scheme 2012, two types of options were granted by the Company to the eligible employees viz Growth and Thankyou option and were entitled to 2,194 and 292 options respectively. The options were subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the Company. However in case of Growth options, in addition to this the board may also specify the certain corporate, individual or a combination performance parameters subject to which the option would vest.

Equity Settled ESOP Scheme 2018 (Scheme 2018) :

Equity Settled ESOP Scheme 2018 (Scheme 2018) was approved by shareholders on 25 September 2018, for issue of stock options to the eligible employees. According to Scheme 2018, eligible employees will be granted 190,000 options. The options were subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the Company.

The other relevant terms of the grants in respect of both schemes outstanding as at 31 March 2023 (previous year 31 March 2022) are below:

	Scheme 2012 and Scheme 2018			
	Grant VI	Grant VIII	Grant IX	Grant X
Date of grant	16 August 2016	11 November 2020	9 June 2021	22 June 2021
Date of Board approval	05 August 2016	11 November 2020	9 June 2021	22 June 2021
Date of Shareholder's approval	05 August 2016	28 February 2021	25 September 2018	22 June 2021
Number of options granted	51,060	68,049	1,90,000	12,000
Method of settlement (Cash/Equity)	Equity	Equity	Equity	Equity

	Scheme 2012 and Scheme 2018			
	Grant VI	Grant VIII	Grant IX	Grant X
Vesting Period	Year 1-25% Year 2-25% Year 3-25% Year 4-25%	Year 1-100%	Year 1-100%	Year 1-100%
Exercise price	304.00	54.00	80.19	91.62
Fair value of shares at the time of grant (in INR)*	138.97	26.11	60.36	55.79

* The fair value of options granted has been determined as per the Black Scholes valuation model

The Company had granted 51,060 options during the year ended 31 March 2017. The details of activities under Grant VI are summarized below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	-	-	12,765	304
Granted during the year	-	-	-	-
Forfeited/expired during the year	-	-	12,765	304
Exercised during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Company had granted 68,049 options during the year ended 31 March 2021. The details of activities under Grant VIII are summarised below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	-	-	68,049	54
Granted during the year	-	-	-	-
Forfeited/expired during the year	-	-	-	-
Exercised during the year	-	-	68,049	54
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Company had granted 190,000 options during the year ended 31 March 2022. The details of activities under Grant IX are summarised below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	1,90,000	80	-	-
Granted during the year	-	-	1,90,000	80
Forfeited/expired during the year	-	-	-	-
Exercised during the year	1,13,000	80	-	-
Outstanding at the end of the year	77,000	80	1,90,000	80
Exercisable at the end of the year	77,000	80	1,90,000	80

The weighted average remaining contractual life for option outstanding under Grant IX as at 31 March 2023 is 1.19 years.

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The Company had granted 12,000 options during the year ended 31 March 2022. The details of activities under Grant X are summarised below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	12,000	92	-	-
Granted during the year	-	-	12,000	92
Forfeited/expired during the year	4,000	92	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	8,000	92	12,000	92
Exercisable at the end of the year	8,000	92	12,000	92

The weighted average remaining contractual life for option outstanding under Grant X as at 31 March 2023 is 1.23 years.

The expense recognised in the Statement of Profit and Loss arising from Scheme 2012 and Scheme 2018 amounting to ₹ 1.55 million (31 March 2022: ₹ 4.46 million)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant VI 31 March 2017	Grant VII 31 March 2017	Grant VIII 31 March 2022	Grant X 31 March 2023
Dividend yield (%)	0.00%	0.31%	0.31%	0.31%
Expected volatility	16.41%	64.83%	71.54%	70.90%
Risk-free interest rate	6.86%	4.13%	4.51%	4.43%
Weighted average fair market price (₹)	376.00	62.00	115.55	116.15
Exercise price (₹)	304.00	54.00	80.19	91.62
Expected life of options granted in years	3.50	1.00	2.00	2.00
Weighted average fair value of option at the time of grant (₹)	138.97	26.11	60.36	55.79

Each vest has been considered as a separate grant with weights assigned to each vesting as per the vesting schedule. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised. The expected life has been calculated as an average of minimum and maximum life.

The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Company's stock price on stock exchanges over these years has been considered.

44 Financial Instruments:- Financial risk management objectives and policies

The Company's principal financial liabilities, comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments in equity shares, advances to related party, trade and other receivables, security deposits, cash and short-term deposits that are derived directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The board provides assurance to the shareholders that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Company is exposed to following type of market risk:-

a) interest rate risk,

b) foreign currency risk and

c) other price risk

Financial instruments affected by market risk include borrowings and investments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2023.

The analyses exclude the impact of movements in market variables on: the carrying values of employee benefits provisions. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

a. Interest rate risk.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with fixed interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in millions)

	Increase/ decrease in basis points	Effect on profit before tax
As at 31 March 2023		
INR Borrowings	+0.50%	(2.73)
	-0.50%	2.73
As at 31 March 2022		
INR Borrowings	+0.50%	(1.99)
	-0.50%	1.99

b. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company does not hedge its foreign currency exposure, however the sensitivity analysis is given as below for the for the currencies, in which Company has foreign exposure:

(₹ in millions)

	Changes in foreign currency rates	Effect on profit before tax
For the year ended 31 March 2023		
USD	+5%	1.21
	-5%	(1.21)
For the year ended 31 March 2022		
USD	+5%	1.12
	-5%	(1.12)

Refer note 56 for unhedged foreign currency exposure.

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c. Other price risk

The Company's investments are susceptible to market price risk arising from uncertainties about future values of the investment securities.

The price risk related to investment in mutual fund schemes is not significant considering the relatively short tenure of underlying portfolio of the mutual fund schemes in which the Company has invested.

The price risk related to investment in quoted equity instruments is not significant since such investments are not material.

The following table summarises the sensitivity to change in the price of investment in unlisted equity securities (other than investment in subsidiaries and associate) held by the Company:

	Changes in prices	Effect on profit before tax
For the year ended 31 March 2023		
Unlisted equity instruments	+15%	22.34
	-15%	(22.34)
For the year ended 31 March 2022		
Unlisted equity instruments	+15%	3.73
	-15%	(3.73)

Commodity risk

Commodity price risk arises due to fluctuation in prices of papers. The Group has risk management framework aimed at prudently managing the risk arising from volatility in the commodity prices. The Group's commodity risk is managed centrally through well established control processes. Further the selling price of finished goods fluctuates due to fluctuation in price of papers and the Group expects that the net impact of such fluctuation would not be material.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is not exposed to any significant credit risk from its operating activities (primarily trade receivables), including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The carrying amount of financial assets represent the maximum credit risk exposure.

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of ₹ 129.51 millions (31 March 2022 ₹ 159.87 millions) as of the reporting date is as follows:

(₹ in millions)

Age Bracket	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023						
Trade receivables (gross)	1,106.96	76.69	17.79	26.10	101.60	**1,329.14**
Less: Allowance for expected credit loss	-	(14.82)	(17.79)	(14.60)	(82.29)	**(129.51)**
Trade receivables (net)	1,106.96	61.87	-	11.50	19.30	**1,199.63**
Expected credit loss %	0.00%	19.32%	100.00%	55.95%	81.00%	**9.74%**
As at 31 March 2022						
Trade receivables (gross)	1,082.69	69.59	42.21	34.23	108.53	**1,337.25**
Less: Allowance for expected credit loss	-	(12.56)	(23.86)	(34.23)	(89.22)	**(159.87)**
Trade receivables (net)	1,082.69	57.03	18.35	-	19.31	**1,177.38**
Expected credit loss %	0.00%	18.05%	56.52%	100.00%	82.21%	**11.96%**

The movement in the allowance for expected credit loss in respect of trade receivables is as follows:

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	**159.87**	**184.62**
Expected credit loss during the year (net of reversal)	(30.36)	(24.75)
Balance at the end of the year	**129.51**	**159.87**

C. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, and bank loans. The Company's approach to managing liquidity to ensure , as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company closely monitors its liquidity position and deploys a robust cash management system. The Company manages liquidity risk by maintaining adequate reserves, borrowing liabilities, by continuously monitoring forecast and actual cash flows, profile of financial assets and liabilities. It maintain adequate sources of financing including loans from banks at an optimised cost. The table below provides the details regarding contractual maturities of financial liabilities.

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
On demand		
- Borrowings (excluding current maturities of non-current borrowings)	546.47	397.79
	546.47	**397.79**
Less than 1 year		
- Borrowings (current maturities of non-current borrowings)	29.44	29.85
- Trade payables	605.61	581.60
- Lease liabilities	20.46	26.62
- Other financial liabilities	102.04	69.97
	757.54	**708.04**
More than 1 year		
- Borrowings	60.68	285.33
- Lease liabilities	13.93	8.52
	74.61	**293.85**

Details of undrawn facilities of the Company from banks and financial institutions (fund based as well as non fund based):

	As at 31 March 2023	As at 31 March 2022
Working capital demand loans and cash credit	220.14	302.22
Non-fund based	15.57	25.57
	235.71	**327.79**

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45 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio less than 30%. The Company measures underlying net debt as total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents. For the purpose of capital management, total capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company, as applicable.

Company's adjusted net debt to equity ratio as at 31 March 2023 is as follow: (₹ in millions)

Gearing Ratio	As at 31 March 2023	As at 31 March 2022
Borrowings (note 20 & 23) (including current maturities)	636.59	712.96
Less: cash and cash equivalents (note 16)	(339.26)	(253.18)
Adjusted net debt (A)	**297.32**	**459.78**
Equity	8,108.69	7,963.55
Total equity (B)	**8,108.69**	**7,963.55**
Total equity and net debt [C = (A+B)]	8,406.01	8,423.33
Gearing ratio (A/C)	**4%**	**5%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

46 Fair Values

The carrying values of financial instruments by categories is as under: (₹ in millions)

Particulars	31 March 2023			31 March 2022		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Assets						
Non-current financial assets						
- Investments*	-	148.96	-	-	24.86	-
- Loans	150.45	-	-	150.38	-	-
- Other financial assets	6.00	-	-	9.52	-	-
Current financial assets						
- Investments	-	79.39	-	-	81.00	-
- Trade receivables	1,199.63	-	-	1,177.38	-	-
- Cash and Cash equivalents	339.26	-	-	253.18	-	-
- Bank balances other than cash and cash equivalents	35.22	-	-	32.32	-	-
- Loans	216.63	-	-	290.99	-	-
- Other financial assets	139.68	-	-	178.36	-	-

Particulars	31 March 2023			31 March 2022		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Non-current financial liabilities						
- Borrowings	60.68	-	-	285.33	-	-
- Lease liabilities	13.93	-	-	8.52	-	-
Current financial liabilities						
- Borrowings	575.91	-	-	427.63	-	-
- Lease liabilities	20.46	-	-	26.62	-	-
- Trade payables	605.61	-	-	581.60	-	-
- Other financial liabilities	102.04	-	-	69.97	-	-

* excludes investments in subsidiaries and associates, valued at cost

The following assumptions/methods were used to estimate the fair values:

i) The fair values of trade receivables, cash and cash equivalents, other current financial assets, trade payable and other current financial liabilities are considered to be same as their carrying values due to their short term nature.

ii) Fair value of quoted financial instruments is based on quoted market price at the reporting date.

iii) The carrying amount of other items carried at amortized cost are reasonable approximation of their fair value.

iv) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of the quoted notes and bonds are based on price quotations at the reporting date.

Fair value measurement hierarchy for assets as at 31 March 2023: (₹ in millions)

	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:			
Investments	79.39	-	148.96

Fair value measurement hierarchy for assets as at 31 March 2022: (₹ in millions)

	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:			
Investments	81.00	-	24.86

Valuation inputs and relationships to fair value

Name of securities	Fair values		Valuation techniques/ methodology	Unobservable input
	As at 31 March 2023	As at 31 March 2022		
Investments in quoted financial instruments (Level 1)	79.39	81.00	The fair values are based on quoted market prices as at the reporting date.	Not applicable
Investments in unquoted equity instruments (Level 3)	148.96	24.86	Price of recent investment (PRI method).	This is the transaction price of investment made/disposed off near to year end.

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47. The Company had filed Draft Composite Scheme of Arrangement on 9 January 2018, amongst Blackie & Son (Calcutta) Private Limited ("Blackie"), Nirja Publishers & Printers Private Limited ("Nirja"), DS Digital Private Limited ("DS Digital"), Safari Digital Education Initiatives Private Limited ("Safari Digital") and S Chand And Company Limited ("S Chand") and their respective shareholders and creditors (Composite Scheme) with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 ("SEBI Circular"). The Scheme inter alia includes amalgamation of Blackie & Nirja with and into S Chand, demerger of the education business of DS Digital & Safari Digital with and into S Chand and amalgamation of residual business (after demerger) of DS Digital with and into Safari Digital. The Company had filed the Scheme with NCLT for approval. NCLT had directed to convene meetings of shareholders, secured & unsecured creditors of S Chand and meeting of secured & unsecured creditors of Nirja and DS Digital ("the meetings") for approval of the Scheme. These meetings were convened through video conferencing on 17 July 2020 and 18 July 2020. Respective creditors and shareholders have approved the Composite Scheme and thereafter Company has filed a second motion application with NCLT for approval of the Composite Scheme. NCLT vide its order dated 31 January 2023 has reserved its order in the aforesaid Composite Scheme and pronouncement of NCLT order is awaited.

48. The Board of Directors of Chhaya Prakashani Limited ("Chhaya"), in its meeting held on 25 June 2020 approved the scheme of amalgamation with Eurasia Publishing House Private Limited ("Eurasia"), both wholly owned subsidiaries of the Company. The scheme of amalgamation was approved by NCLT in April 2022 with an appointed date of 1 April 2020 and accordingly Eurasia has been amalgamated into Chhaya.

49. Corporate Social Responsibility (CSR)

(₹ in millions)

			As at 31 March 2023	As at 31 March 2022
(a)	Gross amount required to be spent by the Company during the year		-	-
(b)	Amount spent during the year			
	(i)	Construction/acquisition of any asset	-	-
	(ii)	On purposes other than (i) above *	-	0.19
(c)	Shortfall at the end of the year		-	-
(d)	Total of previous years shortfall		-	-
(e)	Reason for shortfall		Not applicable	Not applicable
(f)	Details of related party transactions		Not applicable	Not applicable
(g)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.		Not applicable	Not applicable

* Amount was spent for promoting education through implementing agencies.

50. Segment reporting

Basis of segmentation:

The Company's primary business segment is reflected based on principal business activities carried on by the Company.The Managing Director has been identified as being the Chief Operating Decision Maker ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit.As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Company operates in one reportable business segment i.e., publishing of books.

Geographical information:

The geographical information analyses the Company's revenue and trade receivables from such revenue in India and other countries. In presenting the geographical information, segment revenue and receivables has been based on the geographical location of the customer.

a) Revenue:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic	2,232.82	1,694.08
Overseas	2.41	5.58
	2,235.23	**1,699.66**

b) Trade receivables:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic	1,175.53	1,154.97
Overseas	24.10	22.41
	1,199.63	**1,177.38**

c) Non-current assets:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic#	6,785.84	6,724.04
Overseas	-	-
	6,785.84	**6,724.04**

excluding deferred tax assets, other financial assets and income tax assets

Information about major customers

Gross revenues from none of the customer (31 March 2022: Nil) exceed 10% or more of the Company's total gross revenue.

51. Dues to Micro, small and medium enterprises as defined under the MSMED Act, 2006

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	31.89	23.32
- Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

Note: The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company, which has been relied upon by the auditors.

52. The Government of India announced the New Education Policy (NEP) 2020 on 31 July 2020, to bring in various changes in the Education system. The National Curriculum Framework (NCF) that defines the curriculum to be taught in schools is yet to be comprehensively formulated based on NEP. The Government has approved the NCF for the foundation stage (i.e classes KG-2) on 20 October 2022 and for the remaining classes announcements are expected shortly. The management is continuously monitoring the impact of the policy and the curriculum on the business of the Company.

53. Disclosure required under Sec 186(4) of the Companies Act 2013

Particulars of loans given, investments made and guarantees provided as required by clause (4) of Section 186 of the Companies Act, 2013, have been given under following schedules –

- Loans schedule, refer note 9;
- Non current investments schedule, refer note 8; and
- Related party schedule, refer note 42b.

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54. Contingent liabilities

(i) Claims against the Company not acknowledged as debts

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Claims made by direct tax authorities:		
Income Tax demand (refer note 'a' below)	0.72	0.72
Others:		
Stamp duty (refer note 'b' below)	95.01	95.01
Registration fee (refer note 'b' below)	9.15	9.15
	104.89	**104.89**

Notes:

a In respect of Assessment Year 2015-16, a disallowance under section 36(1)(va) read with section 2(24)(x) of the Income Tax Act, a demand has been raised on account of disallowance of payment made towards employee's contribution to Provident Fund after the due date of payment but before the due date of filling return and disallowance of unexplained expenditure u/s 69 C of the Income Tax Act. The matter is pending with CIT (A). The amount involved is ₹ 0.72 million (31 March 2022: ₹ 0.72 million).

b During the year 2015-16, the Company received notice under Indian Stamp Act, 1899 for non-payment of stamp duty on transfer of property on amalgamation and demerger held in the financial year 2011-12. The district registrar contented that order of Hon'ble High Court for amalgamation and demerger does not grants exemption in respect of payment of stamp duty.

During the year 2017-18, the Company has also received a demand notice from the Sub-Registrar under section 80A of the Registration Act, 1908 wherein the authority has directed the Company to pay additional registration fee of ₹ 9.15 million (31 March 2022: 9.15 million).

As per the legal opinion obtained, management is of the view that no liability would accrue on the Company on account of such case. Accordingly, no provision has been made in the books of account for the same.

c The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company also believes that the above issues, when finally settled, are not likely to have any significant impact on the financial position of the Company. The Company does not expect any reimbursements in respect of the above contingent liabilities.

55. During the year, diminution in the carrying value of investment in respect of one of its subsidiary amounting to ₹ 152.84 million (represented by investment in equity shares) has been made to recognise a decline in the value of its investments in resultant business, other than temporary, in the value of the investment.

56. Unhedged foreign currency exposure

The amount of foreign currency exposure that are not hedged by derivative instrument or otherwise as on 31 March 2023 and 31 March 2022 are as under:

(₹ in millions)

	Foreign currency	Amount in foreign currency		Amount in INR	
		31 March 2023	31 March 2022	31 March 2023*	31 March 2022**
Trade receivables	USD	0.29	0.30	24.10	22.41

* Exchange Rate for 31 March 2023, 1 USD = Rs.82.18

** Exchange Rate for 31 March 2022, 1 USD = Rs.75.93

Refer Note 44 for sensitivity analysis.

57. Summary of quarterly statements to banks

The Company is regular in submission of monthly statements of current assets with banks for the borrowings sanctioned against security of such assets. Below table represents the summary of reconciliation of the quarterly statements filed by the Company with banks:

(₹ in millions)

Quarter	Name of Banks	Working capital limit	Nature of current assets offered as security	Amount as reported as per statements (A)	Amount as per books of accounts (B)	Differences (A) - (B) (refer note below)	Reference
June 2022	HDFC Bank	200.00	Inventories	460.22	461.34	(1.12)	Immaterial variance
	State Bank of India	400.00	Trade receivables	923.85	965.26	(41.41)	Refer note b below
	Indian Bank	200.00	Trade payables	344.23	549.43	(205.20)	Refer note c below
September 2022	HDFC Bank	200.00	Inventories	668.26	668.26	-	Not applicable
	State Bank of India	400.00	Trade receivables	791.25	829.77	(38.52)	Refer note b below
	Indian Bank	200.00	Trade payables	298.98	533.13	(234.15)	Refer note c below
	RBL Bank	200.00					
December 2022	HDFC Bank	200.00	Inventories	815.60	815.60	-	Not applicable
	State Bank of India	400.00	Trade receivables	734.02	771.75	(37.73)	Refer note b below
	Indian Bank	200.00	Trade payables	352.83	563.35	(210.52)	Refer note c below
	RBL Bank	200.00					
March 2023	HDFC Bank	200.00	Inventories	485.48	514.46	(28.98)	Refer note a below
	State Bank of India	400.00	Trade receivables	1,195.32	1,199.63	(4.31)	Refer note b below
	Indian Bank	200.00	Trade payables	417.98	605.61	(187.63)	Refer note c below
	RBL Bank	200.00					

The particulars of securities provided and amounts reported in the quarterly statements are in accordance with terms of sanction for borrowings with respective banks.

The above information has been determined to the extent information available with the Company, which has been relied upon by the auditors.

Note: Following are the nature of reconciling items between amounts reported as per quarterly statements and amounts as per books of accounts

a. Inventories - adjustments on account of sales returns and provision for slow moving/non-moving items

b. Trade receivables - on account of exclusion of related party balances, and adjustments related to provision for sales returns/discounts; and

c. Trade payables - on account of exclusion of payables towards royalty and expenses accrual other than creditors for printing and purchase of books.

58. Analytical ratios

(₹ in millions)

Ratio	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	(%) Variance	Reference
Current ratio	Current assets	Current liabilities	1.85	2.10	-11.88%	
Debt-equity ratio	Total debt	Shareholder's equity	0.08	0.09	-12.31%	
Debt service coverage ratio	Earnings available for debt sevice (Profit after taxes + Non-cash operating expenses like depreciation and other amortisation + Interest + other adjustments like loss on sale of property, plant and equipment etc.)	Debt service (Interest and lease payments + Principal repayments)	0.98	0.73	34.24%	Refer e.

S Chand And Company Limited
Notes to standalone financial statements for the year ended 31 March 2023 *(Continued)*
CIN:L22219DL1970PLC005400

(₹ in millions)

Ratio	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	(%) Variance	Reference
Return on equity ratio	Profit after taxes	Average shareholder's equity	1.81%	1.12%	61.10%	Refer a.
Inventory turnover ratio	Cost of goods sold	Average inventory	2.14	1.66	28.52%	Refer b.
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	1.88	1.34	40.06%	Refer c.
Trade payables turnover ratio	Net purchases	Average trade payables	1.84	1.13	62.96%	Refer d.
Net capital turnover ratio	Revenue from operations	Average working capital	1.82	1.33	37.10%	Refer f.
Net profit ratio	Profit after taxes	Revenue from operations	6.49%	5.22%	24.45%	
Return on capital employed	Earnings before interest and taxes	Capital employed (Tangible net worth + Total debt)	3.61%	2.88%	25.44%	Refer a.
Return on investment*	Change in fair value of quoted non-current investments	Opening value of quoted non-current investments	-	-	-	

* All non-current investments of the Company are in unquoted securities, thus reported as Nil.

Reasons for variance

a. Higher profitability on account of higher sales during the year and normalisation of business post COVID-19 pandemic.

b. Reduced inventory levels owing to planned inventory as per in hand orders, particulary during peak season.

c. Improved realisation due to normalisation of business post COVID-19 pandemic and impact of conservative approach in sales to credit worthy customers.

d. Impact of reduced inventory levels and better liquidity position as a result of improved realisation from customers.

e. Higher earnings available for debt service on account of better sales during the year leading to variance.

f. Increase on account of improved sales during the year on account of normalisation of business post COVID-19 pandemic.

59 Other statutory information

(i) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company does not have transactions with companies struck-off from Register of Companies.

(iii) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any funds from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company is not declared wilful defaulter by any bank or financial institution or government or any government authority.

60 Figures for the previous period/year have been regrouped /reclassified, wherever necessary, to correspond with the current period/ year classifications/ disclosures. The impact of such reclassification/regrouping is not material to the standalone financial statements.

61 The Board of Directors of the Company have recommended a dividend of INR 3.00 (60%) per equity share of INR 5.00/- each for the financial year ended 31 March 2023 subject to the approval of shareholders.

62 The Company has a non-current investment in DS Digital Private Limited ('DS Digital'), subsidiary of the Company amounting to ₹ 247.78 million (net of impairment of ₹ 55.00 million) in form of investment in equity shares and preference shares as at 31 March 2023. Further, there are loans and trade/ other receivables recoverable from DS Digital amounting to ₹ 163.61 million and ₹ 53.05 million respectively as at 31 March 2023. DS Digital has been incurring losses since earlier years which have eroded its net worth. Management, based on their internal assessment and based on the guarantee letter received from the principal promoters of the Company, has assessed that the aforesaid recoverable balances are fully recoverable as at 31 March 2023 and hence, no adjustments are required to be made to the standalone financial statements.

Further, the management has filed a composite Scheme of arrangement ('the Scheme') (refer note 7) having an appointed date as 1 April 2017. As per the Scheme, DS Digital would cease to exist as education business would get demerged into S Chand and the residual business of DS Digital would get merged into Safari Digital. Merger would bring synergies which will help the resulting entity (Safari Digital) to optimize the utilization of resources to exploit the anticipated business opportunities more efficiently leading to financial strengthening. The Scheme has been filed with NCLT and the order has been reserved by NCLT on the hearing conducted as at 31 January 2023.

63 The standalone financial statements were approved for issue by the board of directors on 30 May 2023.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Walker Chandiok & Co LLP Chartered Accountants Firm Registration No.: 001076N/N500013	**For and on behalf of the Board of Directors of S Chand And Company Limited**			
Sd/- **Tarun Gupta** Partner Membership No.: 507892	Sd/- **Himanshu Gupta** Managing Director DIN: 00054015	Sd/- **Dinesh Kumar Jhunjhnuwala** Director DIN: 00282988	Sd/- **Saurabh Mittal** Chief Financial Officer	Sd/- **Jagdeep Singh** Company Secretary
Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023

S Chand And Company Limited
Consolidated financial statements for the year ended 31 March 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of S Chand And Company Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of S Chand And Company Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its associate as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associate, as at 31 March 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
a) **Impairment of goodwill:** The Group's balance sheet includes ₹ 3,357.24 million of goodwill, representing significant composition of total Group assets. In accordance with Ind AS-36 "Impairment of assets", goodwill is allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow approach of each CGU's recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGU's net assets would result in impairment.	With respect to goodwill relating to material subsidiaries, our audit procedures included and were not limited to the following: a) Obtained an understanding from the management with respect to process and controls followed by the Group to ascertain impairment of goodwill including design and implementation of controls. We have tested the design and operating effectiveness of these controls. b) Assessing the valuation methodology used by the Group and testing the mathematical accuracy of the impairment models.

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the consolidated financial statement for the year ended 31 March 2023 *(cont'd)*

Key audit matter	How our audit addressed the key audit matter
The impairment test includes sensitivity testing of key assumptions, including revenue growth, operating margin and discount rate. The management has concluded that the recoverable value of all CGUs are higher than their respective carrying amounts and accordingly, no impairment provision has been recognised as at 31 March 2023. The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain.	c) Assessing the Group's methodology applied in determining the CGUs to which goodwill is allocated. d) Assessing the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used, including engaging valuation specialists in certain cases. e) Performing sensitivity analysis of key assumptions, future revenue growth rates, costs and the discount rates used in the valuation models. f) Evaluating the adequacy of the disclosure made in the consolidated financial statements.
b) Estimation of sales returns and discounts: Refer accounting policies in note 2.6 to the Consolidated Financial Statements. The Group is involved in publishing and distribution of educational books. Due to the nature of business, the Group offers an option to the customers to return unsold inventory. Significant amount of sales returns are received in the year subsequent to the year when books are sold. Discount comprises of turnover, cash and additional discount. Turnover discount is offered to the customers in the period subsequent to the reporting date based on parameters for a specified period. Cash discount is offered based on the cash discount schemes applicable to certain months. Further, at the time of annual settlement, which may not coincide with the financial year, with respective debtors additional discounts are offered based on their negotiations agreed with respective customers. Provision for such sales returns and discounts are estimated, deducted from revenue and accounts receivables. Estimates of sales returns and discounts are required to be made at the time of sale. When determining the appropriate allowance, management considers historical trends, present changes in policies for the academic season, as a basis for the estimate as well as all other known factors, which could significantly influence the level of future sales returns and discount claims. Significant judgement is required in assessing the appropriate level of the provision for sales return and discounts. Measuring provisions for sales return and discounts is a key audit matter as it requires significant estimates made by Management. Such judgements include management's expectation of sales returns and discounts and historical estimates of sales returns and discounts vis a vis the sales returns and discounts received during the year.	Our audit procedures included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Group to determine provision for sales return and discount including design and implementation of controls. We have tested the design and operating effectiveness of these controls b) Obtained management's calculations for provision for sales returns and discounts, recalculated the amounts for mathematical accuracy and evaluated the assumptions used by reference to internal sources (i.e. management budgets and schemes offered to customers). c) Considered the accuracy of management's estimates in previous years by comparing historical provisions to the actual amounts to assess the management ability to accurately estimate their sales returns and discounts. d) Tested the actual sales return and discounts passed to customers after the balance sheet date and upto 10 days prior to approval of financials to determine whether the revenue has been recognized in the appropriate period. e) Assessed the disclosures in respect of sales returns and discounts included in the consolidated financial statements.
c) Deferred tax assets: As on 31st March 2023, the Group has recognized deferred tax assets (net) amounting to ₹ 913.93 million. The recognition of deferred tax liabilities includes all taxable temporary differences, while deferred tax assets are only recorded to the extent it is probable that sufficient deferred tax liabilities or taxable profit will be available in the future against which the deductible temporary differences can be used. Management has recognised deferred tax asset on the unabsorbed losses basis the reasonable certainty that sufficient taxable profits, based on forecast of business operations, will be available with the Group in future. Since, the recognition of deferred tax assets relies on the significant application of judgement by the management in respect of assessing the probability and sufficiency of future taxable profits and future reversals of existing taxable temporary differences, it is considered as key audit matter.	Our audit procedures included, but were not limited to, the following procedures: a) Obtained an understanding from the management with respect to process and controls followed by the Group to compute and assess realisability of deferred tax assets including design and implementation of controls. We have tested the design and operating effectiveness of these controls. b) Obtained the management's calculation for the computation of deferred taxes and performed re-computation to test arithmetical accuracy. c) Traced inputs used in the deferred tax calculation from source documents . d) Analysed the future projections of the Group Companies, as approved by the Board of Directors/management of the respective companies and assumptions used as to when it would be certain that the respective Company would earn future taxable income.

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the consolidated financial statement for the year ended 31 March 2023 *(cont'd)*

Key audit matter	How our audit addressed the key audit matter
	e) Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes. f) Assessed the sensitivity of the outcomes in the above scenario to reasonably possible changes in assumptions and evaluated the realisability of deferred tax asset as to when the respective companies would earn future taxable profits. g) Assessed the disclosures in respect of deferred tax included in the consolidated financial statements.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of the auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information/financial statements of the entities or business activities within the Group and its associate, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of 10 subsidiaries, whose financial statements reflects total assets of ₹ 4,668.54 million and net assets of ₹ 1,547.06 million as at 31 March 2023, total revenues of ₹ 1,439.82 million and net cash inflows amounting to ₹ 8.08 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 1.11 million for the year ended 31 March 2023, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statement/financial information has not been audited by us. This financial information/financial statement is unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid associate, is based solely on such unaudited financial information/financial statements. In our opinion and according to the information and explanations given to us by the management, this financial information/financial statements not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the financial information/financial statements certified by management.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company and 6 subsidiary companies incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the consolidated financial statement for the year ended 31 March 2023 *(cont'd)*

the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 6 subsidiary companies incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies.

18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2023 and covered under the Act we report that:

A) Following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2023 for which such Order reports have been issued till date and made available to us:

S No	Name	CIN	Holding Company/ subsidiary	Clause number of the CARO report which is qualified or adverse
1	S Chand And Company Limited	L22219DL1970PLC005400	Holding Company	Clause- (iii)(e)
2	Chhaya Prakashini Limited	U22122WB2006PLC111821	Subsidiary Company	Clause- (iii)(e)
3	New Saraswati House (India) Private Limited	U22110DL2013PTC262320	Subsidiary Company	Clause- (vii)(a)
4	Edutor Technologies India Private Limited	U80904AP2009PTC064404	Subsidiary Company	Clause- (vii)(a)
5	Indian Progressive Publishing Company Private Limited	U22219WB1961PTC025317	Subsidiary Company	Clause- (iii)(b), (iii)(c), (iii)(d), (iii)(f) and (vii)(a)
6	DS Digital Private Limited	U72200DL2008PTC173250	Subsidiary Company	Clause- (i)(b) and (ix)(a)
7	Safari Digital Education Initiatives Private Limited	U80904DL2010PTC204512	Subsidiary Company	Clause- iii(b) and iii (e)

(B) Following is the company included in the consolidated financial statements for the year ended 31 March 2023 audited by other auditor, for which the reports under section 143(11) of such companies have not yet been issued by the respective other auditor, as per information and explanation given to us by the management in this respect:

S No	Name	CIN	Associate
1	Smartivity Labs Private Limited	U74140DL2015PTC277272	Associate

19. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and associate, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and its subsidiary Companies and the reports of the statutory auditors of its subsidiary companies, covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.

Independent Auditor's Report of even date to the members of S Chand And Company Limited, on the consolidated financial statement for the year ended 31 March 2023 *(cont'd)*

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and associate company, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries and associate incorporated in India whose financial statements have been audited under the Act:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate, as detailed in note 48 to the consolidated financial statements;

   ii. The Holding Company, its subsidiary companies and associate company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate company covered under the Act, during the year ended 31 March 2023.;

   iv. a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of their knowledge and belief , as disclosed in note 58 (iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

      b. The respective managements of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 58(v) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

   v. As stated in note 43 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

   vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWF8220

Place: New Delhi
Date: 30 May 2023

Annexure I

List of entities included in the Statement

S.No	Name of Holding Company
1.	S Chand And Company Limited

	Name of subsidiaries
1.	Vikas Publishing House Private Limited
2.	Chhaya Prakashani Limited
3.	New Saraswati House (India) Private Limited
4.	DS Digital Private Limited
5.	Safari Digital Education Initiatives Private Limited
6.	Blackie & Son (Calcutta) Private Limited
7.	BPI (India) Private Limited
8.	Edutor Technologies India Private Limited
9.	Nirja Publishers and Printers Private Limited
10.	S. Chand Edutech Private Limited
11.	Indian Progressive Publishing Co Private Limited
12.	Convergia Digital Education Private Limited (w.e.f. 1 July 2021)

	Name of associate
1.	Smartivity Labs Private Limited (upto 21 June 2022)

Annexure II

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of S Chand And Company Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate, as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company and its subsidiary companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. The audit of internal financial controls with reference to financial statements of associate, which is a company covered under the Act, and reporting under Section 143(3)(i) is exempted vide MCA notification no. G.S.R. 583(E) dated 13 June 2017 read with corrigendum dated 14 July 2017. Consequently, our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') *(cont'd)*

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 10 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 4,668.54 million and net assets of ₹ 1,547.06 million as at 31 March 2023, total revenues of ₹ 1,439.82 million and net cash inflows amounting to ₹ 8.08 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWF8220

Place: New Delhi
Date: 30 May 2023

S.CHAND
PUBLISHING

S Chand And Company Limited
Consolidated Balance Sheet as at 31 March 2023

CIN:L22219DL1970PLC005400

(₹ in millions)

	Notes	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	3	809.36	793.85
Right-of-use assets	4	385.80	380.24
Capital work-in-progress	5	10.11	4.13
Goodwill	6	3,357.24	3,381.07
Other intangible assets	6	905.58	1,133.77
Intangible assets under development	7	9.53	8.71
Investments accounted for using the equity method	8	-	31.34
Financial assets			
- Investments	9	152.52	59.21
- Other financial assets	10	83.49	44.03
Deferred tax assets (net)	11	913.93	844.80
Other non-current assets	12	46.26	64.66
Total non-current assets		**6,673.82**	**6,745.81**
Current assets			
Inventories	13	1,561.99	1,275.61
Financial assets			
- Investments	14	344.53	152.65
- Trade receivables	15	2,652.85	2,921.14
- Cash and cash equivalents	16	768.53	608.91
- Bank balances other than cash and cash equivalents	17	38.45	66.23
- Other financial assets	10	41.77	26.65
Other current assets	12	119.07	112.84
Total current assets		**5,527.19**	**5,164.03**
Asset held for sale	18	**-**	**23.06**
Total assets		**12,201.01**	**11,932.90**
Equity and liabilities			
Equity			
Equity share capital	19	175.78	175.22
Other equity	20	8,780.38	8,139.20
Non-controlling interests		83.55	158.64
Total equity		**9,039.71**	**8,473.06**
Non-current liabilities			
Financial liabilities			
- Borrowings	21	255.09	673.89
- Lease liabilities	22	167.08	145.15
Provisions	23	94.45	66.05
Total non-current liabilities		**516.62**	**885.09**
Current liabilities			
Financial liabilities			
- Borrowings	25	1,012.94	897.88
- Lease liabilities	22	80.43	104.21
- Trade payables	26		
- total outstanding dues of micro enterprises and small enterprises		213.91	189.24
- total outstanding dues of creditors other than micro enterprises and small enterprises		864.11	1,025.90
- Other financial liabilities	27	185.19	141.52
Other current liabilities	28	130.96	124.55
Provisions	23	38.69	42.49
Current tax liabilities (net)	24	118.45	48.96
Total current liabilities		**2,644.68**	**2,574.75**
Total equity and liabilities		**12,201.01**	**11,932.90**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015

Place : New Delhi
Date : 30 May 2023

Sd/-
Dinesh Kumar Jhunjhnuwala
Director
DIN: 00282988

Place : New Delhi
Date : 30 May 2023

Sd/-
Saurabh Mittal
Chief Financial Officer

Place : New Delhi
Date : 30 May 2023

Sd/-
Jagdeep Singh
Company Secretary

Place : New Delhi
Date : 30 May 2023

S Chand And Company Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2023

CIN:L22219DL1970PLC005400

(₹ in millions)

		Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
I	Revenue from operations	29	6,103.24	4,809.30
II	Other income	30	329.11	143.47
III	**Total income**		**6,432.35**	**4,952.77**
IV	**Expenses**			
	Cost of published goods/material consumed	31	2,331.53	1,342.30
	Purchase of stock-in-trade	32	13.28	146.34
	Decrease/(increase) in inventories of finished goods, work-in-progress and stock-in-trade	33	(137.64)	239.92
	Employee benefits expense	34	1,364.44	1,172.76
	Finance costs	35	206.71	273.59
	Depreciation and amortization expense	36	463.60	420.62
	Other expenses	37	1,568.93	1,294.26
	Total expenses		**5,810.85**	**4,889.79**
V	**Profit before exceptional item and share of loss of an associate**		**621.50**	**62.98**
VI	Share of loss in associates	38	(1.11)	(5.26)
VII	**Profit before exceptional items and tax**		**620.39**	**57.72**
VIII	Exceptional items	39	156.28	(12.08)
IX	**Profit before tax**		**776.67**	**45.64**
X	**Tax expense:**	40		
	Current tax		293.73	131.38
	Tax related to earlier years		(31.92)	7.09
	Deferred tax		(61.06)	(173.23)
XI	**Profit for the year**		**575.92**	**80.40**
XII	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	Re-measurement (losses)/gains on defined benefit plans		(29.24)	9.40
	Income tax effect		8.07	(2.51)
XIII	**Total comprehensive income for the year**		**554.75**	**87.29**
XIV	**Total comprehensive income attributable to:**			
	- Equity holders of the parent		**637.95**	**117.32**
	- Non- controlling interests		**(83.20)**	**(30.03)**
XV	**Out of total comprehensive income above, profit for the year attributable to:**			
	- Equity holders of the parent		**660.36**	**111.85**
	- Non-controlling interests		**(84.44)**	**(31.45)**
XVI	**Out of total comprehensive income above, other comprehensive income attributable to:**			
	- Equity holders of the parent		**(22.41)**	**5.47**
	- Non-controlling interests		**1.24**	**1.42**
XVII	**Earnings per equity share**			
	Basic	41	16.42	2.29
	Diluted	41	16.40	2.29
	Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-	Sd/-	Sd/-	Sd/-
Himanshu Gupta	**Dinesh Kumar Jhunjhnuwala**	**Saurabh Mittal**	**Jagdeep Singh**
Managing Director	Director	Chief Financial Officer	Company Secretary
DIN: 00054015	DIN: 00282988		
Place : New Delhi	Place : New Delhi	Place : New Delhi	Place : New Delhi
Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023

S Chand And Company Limited
Consolidated Cash Flow Statement for the year ended 31 March 2023

CIN:L22219DL1970PLC005400

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities		
Profit before tax	**776.67**	**45.64**
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation expenses	463.60	420.62
Loss on sale of property, plant and equipment (net)	9.33	12.52
Finance costs	206.71	273.59
Interest income	(7.70)	(26.36)
Net income on deemed disposal of associate	-	(14.57)
Amounts written back	(29.16)	(1.64)
Fair value loss on financial instruments at fair value through profit or loss	2.37	3.67
Fair value gain on investment at fair value through profit or loss	(126.93)	-
Rent concession and gain on de-recognition of lease liability	(10.35)	(0.86)
Net gain on sale of current investments	(81.97)	(8.72)
Gain on disposal of non-current investment	(156.28)	-
Share of loss in associate	1.11	5.26
Unrealised foreign exchange (gain)/loss (net)	(0.34)	2.79
Employee stock option expense	2.70	8.77
Provision for expected credit loss and advances	(11.20)	48.19
Loss on sale of investment	-	12.08
Assets written off	23.83	-
Bad debt written-off	42.89	68.84
Operating profit before working capital changes	**1,105.28**	**849.82**
Movement in working capital:		
Inventories	(286.38)	101.83
Trade receivable	236.94	180.75
Loans and advances	-	18.35
Other assets	0.83	(8.52)
Provisions	(4.50)	6.04
Trade payable	(107.96)	36.28
Other liabilities	49.52	(1.55)
Cash generated from operations	**993.73**	**1,183.00**
Direct taxes paid (net of refunds)	(183.01)	(117.48)
Net cash generated from operating activities (A)	**810.72**	**1,065.52**
B. Cash flows from investing activities		
Purchase of property, plant and equipment including intangible assets and capital work-in-progress	(161.76)	(159.42)
Proceeds from sale of property, plant and equipment	3.80	27.30
Purchase of current investments	(582.93)	(128.94)
Proceeds from sale of current investments	394.43	236.80
Purchase of non-current investments	-	(56.78)
Disposal of non-current investments	319.41	25.94
Investment in deposits with banks	(163.31)	-
Investment in deposits redeemed	137.79	-
Interest received	8.45	27.44
Net cash used in investing activities (B)	**(44.12)**	**(27.66)**

S Chand And Company Limited
Consolidated Cash Flow Statement for the year ended 31 March 2023 *(Continued)*

CIN:L22219DL1970PLC005400 (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
C. Cash flows from financing activities		
Proceed from issue of equity shares including securities premium	9.06	5.45
Proceed from non-current borrowings	24.00	203.50
Repayment of non-current borrowings	(430.94)	(391.37)
Proceeds/(repayment) of current borrowings (net)	103.20	(271.58)
Payment of lease liabilities for principal portion	(106.15)	(122.43)
Payment of lease liabilities for interest portion	(24.51)	(33.58)
Interest paid on borrowings	(181.64)	(238.11)
Net cash used in financing activities (C)	**(606.98)**	**(848.12)**
Net increase in cash and cash equivalents (A+B+C)	159.62	189.74
Cash and cash equivalents at the beginning of the year	608.91	419.17
Cash and cash equivalents at the end of the year	**768.53**	**608.91**
Components of cash and cash equivalents		
Cash on hand	4.71	3.49
With banks - On current accounts	568.61	498.54
Deposits with original maturity of less than three months	151.36	60.77
Cheques on hand	43.85	46.11
Total cash and cash equivalents (note 16)	**768.53**	**608.91**

Notes:

1. **Reconciliation of liabilities arising from financing activities** (₹ in millions)

	As at 1 April 2022	Cash flows	Non cash changes	As at 31 March 2023
Non-current borrowings (including current maturities)	786.57	(406.94)	-	379.63
Current borrowings (excluding current maturities)	785.20	103.20	-	888.40
Lease liabilities (refer note 46)	249.36	(130.66)	128.81	247.51
	1,821.13	**(434.40)**	**128.81**	**1,515.54**

	As at 1 April 2021	Cash flows	Non cash changes	As at 31 March 2022
Non-current borrowings (including current maturities)	974.44	(187.87)	-	786.57
Current borrowings (excluding current maturities)	1,056.78	(271.58)	-	785.20
Lease liabilities (refer note 46)	351.22	(156.01)	54.15	249.36
	2,382.44	**(615.46)**	**54.15**	**1,821.13**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 30 May 2023

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-	Sd/-	Sd/-	Sd/-
Himanshu Gupta	**Dinesh Kumar Jhunjhnuwala**	**Saurabh Mittal**	**Jagdeep Singh**
Managing Director	Director	Chief Financial Officer	Company Secretary
DIN: 00054015	DIN: 00282988		
Place : New Delhi	Place : New Delhi	Place : New Delhi	Place : New Delhi
Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023	Date : 30 May 2023

S Chand And Company Limited
Consolidated statement of changes in equity for the year ended 31 March 2023

CIN:L22219DL1970PLC005400

A. Equity share capital:

Issued, subscribed and fully paid up	No. of shares	₹ in millions
At 1 April 2021	**3,49,75,287**	**174.88**
Issued during the year	68,049	0.34
At 31 March 2022	**3,50,43,336**	**175.22**
Issued during the year	1,13,000	0.56
At 31 March 2023	**3,51,56,336**	**175.78**

B. Other equity

(₹ in millions)

	Reserve and surplus					Employee stock options reserve	Total	Non-controlling interests	Total other equity
	Capital reserve	Security premium	General reserve	Debenture redemption reserve	Retained earnings				
As at 1 April 2021	**(491.85)**	**6,606.35**	**404.19**	**22.96**	**1,454.84**	**11.51**	**8,008.00**	**188.58**	**8,196.58**
Profit for the period	-	-	-	-	111.85	-	111.85	(31.45)	80.40
Acquisition of subsidiary	-	-	-	-	-	-	-	0.09	0.09
Other comprehensive income for the year (net)	-	-	-	-	5.47	-	5.47	1.42	6.89
Issue of equity share capital (refer note 20)	-	5.11	-	-	-	-	5.11	-	5.11
Share based payments/charge during the year	-	-	-	-	-	8.77	8.77	-	8.77
As at 31 March 2022	**(491.85)**	**6,611.46**	**404.19**	**22.96**	**1,572.16**	**20.28**	**8,139.20**	**158.64**	**8,297.84**
Profit for the period	-	-	-	-	660.36	-	660.36	(84.44)	575.92
Other comprehensive income for the year (net)	-	-	-	-	(22.41)	-	(22.41)	1.24	(21.17)
Issue of equity share capital (refer note 20)	-	8.50	-	-	-	-	8.50	-	8.50
Transfered from debenture redemption reserve to retained earnings	-	-	-	(1.07)	1.07	-	-	-	-
Share based payments/charge during the year	-	-	-	-	-	2.85	2.85	-	2.85
Adjustment on acquition of non controlling interest	-	-	-	-	(8.11)	-	(8.11)	8.11	-
As at 31 March 2023	**(491.85)**	**6,619.96**	**404.19**	**21.89**	**2,203.06**	**23.13**	**8,780.38**	**83.55**	**8,863.93**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of S Chand And Company Limited

Sd/-
Tarun Gupta
Partner
Membership No.: 507892
Place : New Delhi
Date : 30 May 2023

Sd/-
Himanshu Gupta
Managing Director
DIN: 00054015
Place : New Delhi
Date : 30 May 2023

Sd/-
Dinesh Kumar Jhunjhnuwala
Director
DIN: 00282988
Place : New Delhi
Date : 30 May 2023

Sd/-
Saurabh Mittal
Chief Financial Officer
Place : New Delhi
Date : 30 May 2023

Sd/-
Jagdeep Singh
Company Secretary
Place : New Delhi
Date : 30 May 2023

S Chand And Company Limited
Notes to Consolidated financial statements for the year ended 31 March 2023

1. Corporate information

S Chand and Company Limited ('the Company' or 'the holding Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 applicable in India. The Company had become a Public Limited Company w.e.f. 8 September 2016 and consequently the name of the Company had changed from S Chand And Company Private Limited to S Chand And Company Limited. Its shares are listed on NSE and BSE in India. The registered office of the Company is located at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044. S Chand and Company Limited, its subsidiary Companies are collectively referred to as the 'Group'. These are consolidated financial statements and, accordingly, these Indian Accounting Standard (Ind AS) financial statements incorporate amounts and disclosures related to the Group only.

The Group is principally engaged in publishing and sales of educational books.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements (consolidated financial statement) of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) and the guidelines issued by Securities and Exchange Board of India, as applicable to the consolidated financial statements.

The consolidated financial statements have been prepared on a historical cost convention, except for the following assets and liabilities:

i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

ii) Equity settled employee share-based payment plan measured at fair value.

iii) Defined benefit liabilities are measured at present value of defined benefit obligation

iv) Certain financial assets and liabilities at amortised cost.

The financial statements have been prepared on accrual and going concern basis.

The financial statements are presented in INR "(Indian Rupees)" or "₹". All values are rounded to the nearest million, and two decimals thereof, except when otherwise indicated.

2.2 Principles of consolidation

The consolidated financial statement relates to S Chand And Company Limited, its subsidiary companies collectively referred to as 'the Group' and associate companies. The consolidated financial statements have been prepared on the following basis:

i. The financial statements of the Holding Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after eliminating intra-group balances/ transactions and resulting profits in full. Unrealized profit/losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group.

ii. Investment in associates (entity over which the Group exercises significant influence, which is neither a subsidiary nor joint venture) are accounted for using the equity method as per Ind AS 28 (Investment in Associates and Joint ventures) in Consolidated Financial Statements. The Consolidated Financial Statement include the share of profit/loss of associate companies, which are accounted under the 'Equity method' as per which the share of loss of the associate company has been adjusted to the carrying amount of investment till the date of cessation of significant influence. Further, for the purpose of consolidation, the proportionate share of loss of associates companies to the extent of investment in equity share has been considered till the date of cessation of significant influence.

iii. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Group entities separate financial statements.

iv. The difference between the cost to the Group of investment in subsidiaries and the proportionate share in the equity of the investee company as at the date of acquisition of stake, if any, is recognized in the consolidated financial statements as Goodwill or Capital reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date.

v. Non-controlling interest in net profits of consolidated subsidiaries for the period is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Group. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately.

S Chand And Company Limited

Notes to consolidated financial statements for the year ended 31 March 2023 *(Continued)*

CIN:L22219DL1970PLC005400

vi. The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Group i.e. year ended 31 March 2023.

S. No.	Name of the Company	Country of Incorporation	Relationship as at 31 March 2023	Percentage of effective ownership interest held (directly or indirectly)	
				31 March 2023	31 March 2022
1.	Chhaya Prakashani Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
2.	Vikas Publishing House Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
3.	New Saraswati House (India) Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
4.	Safari Digital Education Initiatives Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
5.	D S Digital Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
6.	S Chand Edutech Private Limited	India	Subsidiary of Safari Digital Education Initiatives Private Limited	100.00%	100.00%
7.	Blackie & Son (Calcutta) Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
8.	Nirja Publishers and Printers Private Limited	India	Subsidiary of S Chand And Company Limited	100.00%	100.00%
9.	Indian Progressive Publishing Co. Private Limited	India	Wholly owned subsidiary of Chhaya Prakashani Limited	100.00%	100.00%
10.	Convergia Digital Education Private Limited	India	Subsidiary of Safari Digital Education Initiatives Private Limited	100%	90%
11.1	Edutor Technologies India Private Limited	India	Subsidiary of Safari Digital Education Initiatives Private Limited	54.86%	54.86%
12.1	BPI (India) Private Limited	India	Subsidiary of Blackie & Son (Calcutta) Private Limited	51.00%	51.00%
13.	Smartivity Labs Private Limited	India	Associate of S Chand And Company Limited (upto 21 June 2022) #	16.24%	18.31%

The Group lost significant influence in its associate- Smartivity Labs Private Limited., hence it ceased to be an associate w.e.f. 21 June 2022.

vii. **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share - based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset as current when it is:

i. Expected to be realised or intended to sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

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A liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period, or

iv. There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.4 Foreign currencies

Functional and presentational currency

The Group's financial statements are presented in INR, which is also the Group's functional currency. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

2.6 Fair value measurement

The Group measures certain financial instruments and equity settled employee share based payment plan at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. in the principal market for the asset or liability, or

ii. in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, unquoted financial assets, and significant liabilities, such as valuation of unquoted investments and equity settled employee share based payment plan. Involvement of external valuers is decided upon annually by the Group's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Group's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group's management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group's management, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

i. Disclosures for significant estimates and assumptions (refer note 2.22B)

ii. Disclosures of fair value measurement hierarchy (refer note 52)

iii. Investment in unquoted and quoted equity shares (refer note 9 and 14)

iv. Equity settled employee share based payment plan (refer note 45)

2.6 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

To determine whether to recognize revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

Sale of goods

Revenue from sale of books is recognised at the point in time when control of the asset is transferred to the customer, i.e. upon delivery of the goods to the transporter or to the customer whichever is earlier.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of books, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

- **Rights of return**
  Certain contracts provide a customer with a right to return the goods within a specified period. The provision for anticipated returns is made primarily on the basis of historical return rates as this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price.

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- **Turnover discount**
  The Group provides turnover discounts to certain customers once the value of products purchased during the period exceeds a threshold specified in the contract. Discounts are offset against amounts payable by the customer. To estimate the variable consideration for the expected future discounts, the Group applies the most likely amount method for contracts with a single-turnover threshold and the expected value method for contracts with more than one turnover threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of turnover thresholds contained in the contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.
- **Cash discount**
  The Group provides cash discounts to certain customers if customers make the payment within the stipulated time given in the contract. The provision for cash discount is made on estimated basis based on historical trends. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.
- **Additional discounts**
  Further, at the time of annual settlement with customers, which may not coincide with the financial year, additional discounts are offered based on the negotiations agreed with respective customers. The provision for additional discount is made on estimated basis based on historical trends. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future discounts.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Other income

Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

2.7 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity) are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries and associates , deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent that it is probable that the respective Group Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent that it is no longer probable that the respective Group Company will pay normal income tax during the specified period.

2.8 Property, plant and equipment

Plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Property, plant and equipments which are not ready for intended use as on the date of balance sheet are disclosed as capital work-in-progress.

Depreciation

Depreciation on property, plant and equipment, other than leasehold improvements, have been provided on pro-rata basis, on the straight line method, using rates determined based on management's technical assessment of useful economic lives of the asset.

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The Group, based on technical assessment made by technical expert and management estimate, depreciates certain items of buildings, plant and equipments, vehicles and computers over estimated useful lives which are different from useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Followings are the estimated useful lives of various category of assets used.

Category of assets	Useful life as adopted by management	Useful life as per Schedule II
Buildings	40 -60 years	30 years
Plant and equipments	15 -25 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	10 years	8 years
Office equipments	5 years	5 years
Electrical installations	10 years	10 years
Computers	6 years	3 years

Leasehold improvements are amortised over economic useful life or unexpired period of lease whichever is less.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.9 Intangible assets

Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the statement of profit and loss when it is incurred.

Amortisation and useful lives

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project are recognised as an intangible asset when the Group can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale. Its intention to complete the asset
- Its ability to use or sell the asset

- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset
- The ability to measure reliably the expenditure attributable to the intangible asset during development

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

A summary of the policies applied to the Group's intangible assets is as follows:

Intangible assets	Useful lives	Amortization method used	Internally generated or acquired
Software	Finite (3-10 years)	Amortised on straight line basis over the period of useful lives	Acquired
Trademarks	Finite (10 years)	Amortised on straight line basis over the period of useful lives	Acquired
Copyrights	Finite (5-10 years)	Amortised on straight line basis over the period of copyright	Acquired
Content development	Finite (10 years)	Amortised on straight line basis over the period of content	Acquired
Website	Finite (10 years)	Amortised on straight line basis over the period of content	Acquired
Mobile application	Finite (3-10 years)	Amortised on straight line basis over the period of content	Internally generated
License fees	Finite (5 years)	Amortised on straight line basis over the period of content	Acquired
Technical know how	Finite (3-6 years)	Amortized on straight line basis over the period of copyright	Acquired

2.10 Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associate are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations.

Under the equity method, an investment in an associate is initially recognised in the consolidated financial statement at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate till the date of cessation of associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in consolidated statement of profit and loss in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate. The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment is classified as held for sale. When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2.11 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.12 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials/printing materials : cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.
- Finished goods and work-in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.
- Stock-in-trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

2.14 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The general terms of the payment is between 180-270 days. Refer to the accounting policies in section Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset" is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A "financial asset" is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables under Ind-AS 115.
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

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The balance sheet presentation for various financial instruments is described below:-

a) For financial assets measured as at amortised cost: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

b) Financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

c) Debt instruments measured at FVTOCI: Since, financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to the statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Re-classification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.15 Employee benefits

Employee benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, National Pension Scheme (NPS) and Employee's State Insurance Corporation (ESIC). The Group recognizes contribution payable to the provident fund, NPS and ESIC scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

Entitlements to annual leave are recognised when they accrue to employees. Leave entitlements may be availed while in service or encashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Group determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

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2.16 Share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share based payments, whereby employer render services as consideration for equity instruments (equity-settled transactions).

Equity settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.17 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly with in the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made. Therefore, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. In case of provision for litigations, the judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Group, and requires interpretation of laws and past legal rulings.

Possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

2.18 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Group's cash management.

2.19 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

2.20 Dividend

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.21 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within one year of the date of classification. Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in Balance Sheet.

2.22 Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Judgement

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

i) Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

For the lease contracts that includes extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

ii) Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

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Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of books include cash discounts and turnover discounts and a right to return the goods that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Deferred tax assets

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

ii) Defined employee benefits plans

The cost of the defined employee benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates for the respective countries.

Further details about defined employee benefit plans are given in note 44.

iii) Provision for expected credit losses of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. For details of allowance for expected credit loss, please refer note 15.

iv) Impairment of financial and non-financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

v) Useful lives of depreciable/amortisable assets

Management reviews the estimated useful lives and residual value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

vi) Exceptional items

Exceptional items refer to items of income or expense within the income statement that are of such size, nature or incidence that their s disclosure is considered necessary to explain the performance for the period. Materiality threshold can be used to select items to be disclosed as exceptional on case-to-case basis.

2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group's Managing Director assesses the financial performance and position of the Group, and makes strategic decision and has been identified as the chief operating decision maker. The Group's primary business segment is reflected based on principal business activities carried on by the Group. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Group operates in one reportable business segment i.e., publishing of books. The geographical information analyses the Group's revenue and trade receivables from such revenue in India and other countries. The Group primarily operates in India. Refer note 56 for segment reporting.

2.24 Accounting Standards (Ind AS) and interpretations effective during the year

a) Ind AS 103 Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The amendment did not have any material impact on the consolidated financial statements of the Group.

b) Ind AS 16 Proceeds before intended use

The amendment specify that an entity shall deduct from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The amendment did not have any material impact on the consolidated financial statements of the Group.

c) Ind AS 37 Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the amendment did not have any material impact on the consolidated financial statements of the Group.

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d) **Ind AS 109 Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment did not have any material impact on consolidated financial statements of the Group.

2.25 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA, vide its circular dated 31 March 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 to further amend the Companies (Indian Accounting Standards) Rules, 2015 as below:

a) **Ind AS 1 Presentation of Financial Statement**

Requirement to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance included to determine whether the policy is material or not.

b) **Ind AS 8 Accounting Policies, Change in Accounting Estimates and Errors**

Definition of 'accounting estimates' now included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

c) **Ind AS 12 Income Taxes**

Transactions that does not give rise to equal taxable and deductible temporary differences at the time of initial transaction have now been included in the exemptions for recognition of deferred tax liability and deferred tax assets in case of taxable temporary differences.

The Group is currently evaluating the impact of amendments to the aforementioned accounting standards on its consolidated financial statements.

3. Property, plant and equipment

(₹ in millions)

	Buildings	Plant and equipments	Furniture and fixtures	Vehicles	Office equipments	Leasehold improvement	Electrical installations	Computers	Total
Gross block									
As at 1 April 2021	**275.37**	**572.60**	**71.34**	**98.67**	**76.12**	**20.81**	**15.20**	**188.87**	**1,318.98**
Additions	1.64	6.98	2.93	9.73	4.24	-	-	10.94	36.46
Disposals	(1.75)	(17.75)	(3.81)	(7.87)	(12.35)	(0.21)	-	(7.46)	(51.20)
As at 31 March 2022	**275.26**	**561.83**	**70.46**	**100.53**	**68.01**	**20.60**	**15.20**	**192.35**	**1,304.24**
Additions	0.28	15.03	7.54	62.59	3.62	3.36	1.97	19.14	113.52
Disposals	-	(12.83)	(1.88)	(26.99)	(4.43)	(1.04)	-	(7.36)	(54.52)
As at 31 March 2023	**275.54**	**564.03**	**76.12**	**136.13**	**67.20**	**22.93**	**17.17**	**204.12**	**1,363.24**
Accumulated depreciation									
As at 1 April 2021	**28.03**	**141.73**	**36.09**	**36.79**	**56.13**	**14.31**	**9.03**	**127.53**	**449.65**
Charge for the year	5.49	33.11	7.06	9.59	4.99	2.08	1.36	25.41	89.09
Disposals	(0.30)	(5.39)	(2.98)	(4.89)	(8.67)	(0.04)	-	(6.08)	(28.35)
As at 31 March 2022	**33.22**	**169.45**	**40.17**	**41.49**	**52.45**	**16.35**	**10.39**	**146.86**	**510.39**
Charge for the year	5.63	25.78	7.18	10.95	3.94	2.34	1.39	19.75	76.97
Disposals	-	(6.49)	(1.40)	(14.69)	(3.67)	(0.43)	-	(6.79)	(33.48)
As at 31 March 2023	**38.85**	**188.74**	**45.94**	**37.75**	**52.72**	**18.27**	**11.78**	**159.82**	**553.88**
Net block									
As at 31 March 2022	**242.04**	**392.38**	**30.29**	**59.04**	**15.56**	**4.25**	**4.81**	**45.49**	**793.85**
As at 31 March 2023	**236.69**	**375.29**	**30.18**	**98.38**	**14.48**	**4.66**	**5.39**	**44.30**	**809.36**

The Group has not revalued its property, plant and equipment during the year.

4. Right-of-use assets (ROU)

(₹ in millions)

	Leasehold land	Buildings	Plant and equipments	Total
Gross block				
As at 1 April 2021	**176.96**	**509.46**	**40.05**	**726.47**
Additions	-	91.55	-	91.55
Disposals	-	(87.03)	(40.05)	(127.08)
As at 31 March 2022	**176.96**	**513.98**	**-**	**690.93**
Additions	-	153.04	-	153.04
Disposals	-	(96.84)	-	(96.84)
As at 31 March 2023	**176.96**	**570.18**	**-**	**747.13**
Accumulated amortization				
As at 1 April 2021	**9.47**	**223.69**	**12.78**	**245.94**
Amortization for the year	3.10	114.60	4.01	121.71
Disposals/adjustment	-	(40.17)	(16.79)	(56.96)
As at 31 March 2022	**12.57**	**298.12**	**-**	**310.69**
Amortization for the year	3.10	105.99	-	109.09
Disposals/adjustment	-	(58.45)	-	(58.45)
As at 31 March 2023	**15.68**	**345.65**	**-**	**361.33**
Net block				
As at 31 March 2022	**164.39**	**215.86**	**-**	**380.24**
As at 31 March 2023	**161.28**	**224.52**	**-**	**385.80**

The Group has not revalued its Right-of-use assets during the year.

5. Capital work-in-progress

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	4.13	2.70
Additions during the year	10.11	2.95
Capitalised/adjusted during the year	(4.13)	(1.52)
Total	**10.11**	**4.13**

Notes:

1. Capital work-in-progress includes property, plant and equipment under construction/installation and which are not ready for use as at year end.
2. Capital work-in-progress ageing schedule as at 31 March 2023 and 31 March 2022:

(₹ in millions)

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023	10.11	-	-	-	**10.11**
As at 31 March 2022	2.95	1.18	-	-	**4.13**

3. There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2023 and 31 March 2022.

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6. Goodwill and other intangible assets

(₹ in millions)

	Goodwill (A)	Other intangible assets (B)									Total (A + B)
		Software	Trademark	Copyrights	Website	Technical knowhow	Content development	Mobile application	License fees	Total (B)	
Gross block											
As at 1 April 2021	**3,381.00**	**538.23**	**0.48**	**153.05**	**0.71**	**3.21**	**1,211.23**	**65.42**	**0.81**	**1,973.14**	**5,354.14**
Addition	0.07	9.82	0.18	2.71	0.03	-	71.20	11.21	-	95.15	95.22
Disposals	-	(17.00)	-	-	-	-	(10.65)	-	-	(27.65)	(27.65)
As at 31 March 2022	**3,381.07**	**531.05**	**0.66**	**155.76**	**0.74**	**3.21**	**1,271.78**	**76.63**	**0.81**	**2,040.64**	**5,421.71**
Addition	-	2.34	0.05	7.85	-	-	39.45	0.22	-	49.91	49.91
Disposals/(write offs)	(23.83)	(1.88)	-	-	-	-	-	-	-	(1.88)	(25.73)
As at 31 March 2023	**3,357.24**	**531.51**	**0.71**	**163.61**	**0.74**	**3.21**	**1,311.23**	**76.85**	**0.81**	**2,088.67**	**5,445.89**
Accumulated amortisation											
As at 1 April 2021	**-**	**120.50**	**0.31**	**102.96**	**0.18**	**3.09**	**487.90**	**8.68**	**0.81**	**724.43**	**724.43**
Amortisation for the year	-	53.15	0.09	20.21	0.09	0.10	123.83	12.35	-	209.82	209.82
Disposals	-	(16.73)	-	-	-	-	(10.65)	-	-	(27.38)	(27.38)
As at 31 March 2022	**-**	**156.92**	**0.40**	**123.17**	**0.27**	**3.19**	**601.08**	**21.03**	**0.81**	**906.87**	**906.87**
Amortisation for the year	-	110.62	0.09	20.86	0.07	-	138.97	6.93	-	277.54	277.54
Disposals	-	(1.34)	-	-	-	-	-	-	-	**(1.34)**	**(1.34)**
As at 31 March 2023	**-**	**266.20**	**0.49**	**144.03**	**0.34**	**3.19**	**740.05**	**27.96**	**0.81**	**1,183.07**	**1,183.07**
Net block											
As at 31 March 2022	**3,381.07**	**374.13**	**0.26**	**32.59**	**0.47**	**0.02**	**670.70**	**55.60**	**-**	**1,133.77**	**4,514.84**
As at 31 March 2023	**3,357.24**	**265.31**	**0.22**	**19.58**	**0.40**	**0.02**	**571.18**	**48.89**	**-**	**905.58**	**4,262.82**

a) Impairment testing of goodwill

The Group performs test for goodwill impairment at least annually on 31 March or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce the fair value below its carrying amount. When determining the fair value, we utilize various assumptions, including operating results, business plans and projections of future cash flows.

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher that the Company's operating segment. During the year, the management has reviewed the carrying value of its goodwill against the recoverable value of these cash generating units, using internal and external information available. The management believes that any reasonable possible change in the key assumptions would not cause the cash generating units' carrying amount ot exceed its recoverable amount.

Changes in the net carrying amount of goodwill is summarised as below: (₹ in millions)

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	3,381.07	3,381.00
Additions	-	0.07
Write offs for the year*	(23.83)	-
Impairment for the year	-	-
Closing balance	**3,357.24**	**3,381.07**

* In the Holding Company, the goodwill has been written off considering the recoverable value determined by the Holding Company was assessed to be lower than the carrying value of cash generating unit due to the effect of obsolescence, demand, competition and other economic factors.

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment.

The carrying amount of goodwill was allocated to the cash generating units as follows: (₹ in millions)

Particulars	As at 31 March 2023	As at 31 March 2022
Chhaya Prakashini Limited	1,572.73	1,572.73
Vikas Publishing House Private Limited	1,017.30	1,017.30
New Saraswati House Private Limited	653.92	653.92
Others	113.29	137.12
	3,357.24	**3,381.07**

Impairment

An impairment test was carried out as at the balance sheet date, details of the test are as outlined below:

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	12.69% to 22.78%	14.46% to 17.44%
Growth rate	4.00%-5.00%	5.00%
Number of years for which cash flows were considered	4 to 5	4 to 5
Test result	No impairment	No impairment

Growth rates

The growth rates used are in line with the growth rate of the industry in which the entities operates and are consistent with internal/external sources of information.

Discount rates

The discount rates takes into consideration market risk and specific risk factors of the cash generating unit. The cash flow projections are based on the forecasts made by the management.

Sensitivity

The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

2. The Group has not revalued its intangible assets during the year.

7. Intangible assets under development

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	8.71	22.09
Additions during the year	9.53	8.71
Capitalised/adjusted during the year	(8.71)	(22.09)
Balance at the end of the year	**9.53**	**8.71**

Notes:

1. Intangible assets under development includes expenses incurred on content development and mobile application not ready for use as at year end.
2. Intangible assets under development ageing schedule as at 31 March 2023 and 31 March 2022:

(₹ in millions)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023	9.53	-	-	-	**9.53**
As at 31 March 2022	8.71	-	-	-	**8.71**

3. There are no such project related intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2023 and 31 March 2022.

8. Investments accounted for using the equity method (refer note 38)

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Investment in unquoted equity shares		
Nil (31 March 2022: 50) Equity Shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	-	0.52
	-	**0.52**
Investment in unquoted preference shares		
Nil (31 March 2022: 5,490) 0.001% compulsorily convertible cumulative shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	-	30.82
	-	**30.82**
	-	**31.34**

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9. Non-current investments

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
i)	**Investment in unquoted equity shares, valued at fair value through profit and loss**		
	50 (31 March 2022: Nil) Equity Shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	0.52	-
		0.52	**-**
ii)	**Investment in unquoted equity shares, valued at fair value through profit and loss**		
	Nil (31 March 2022: 3) share of ₹ 10 each fully paid up in iNeuron Intelligence Private Limited (refer note a)	-	0.02
		-	**0.02**
iii)	**Investment in unquoted preference shares, valued at fair value through profit and loss**		
	5,490 (31 March 2022: Nil) 0.001% compulsorily convertible cumulative shares of ₹ 10 each fully paid up in M/s Smartivity Labs Private Limited	149.56	-
	353 (31 March 2022: 353) Compulsory Convertible Cumulative Preference Shares of ₹ 10 each of Next Door Learning Solutions Private Limited	4.87	4.87
	Less: Impairment in Next Door Learning Solutions Private Limited	(4.87)	(4.87)
		149.56	**-**
	Investment in unquoted preference shares, valued at fair value through profit and loss		
	Nil (31 March 2021: 7,095) Series A compulsarily convertible preference share of ₹ 10 each fully paid up in iNeuron Intelligence Private Limited (refer note a)	-	56.76
		-	**56.76**
iv)	**Investments in unquoted Government and trust securities, valued at fair value through profit and loss**		
	Investment in Tax Free Bonds of Power Finance Corporation	2.14	2.14
	National savings certificates	0.03	0.03
		2.17	**2.17**
v)	**Investments in quoted equity shares, valued at fair value through profit and loss**		
	500 (31 March 2022: 500) share of ₹ 10 each fully paid up in State Bank of India	0.26	0.25
	200 (31 March 2022: 200) shares of ₹ 10 each fully paid up in Oriental Bank of Commerce	0.01	0.01
		0.27	**0.26**
	Total	**152.52**	**59.21**
	Aggregate book value of quoted investment	0.27	0.20
	Aggregate market value of quoted investment	0.27	0.26
	Aggregate book value of unquoted investment	152.25	58.95
	Aggregate value of impairment in value of investments	4.87	4.87

Notes:

a During the current financial year, the Group has disposed off 5.98% of shareholding in iNeuron Intelligence Private Limited comprising 7,095 compulsorily convertible preference shares and 3 equity shares and has recognised a gain amounting to ₹ 72.19 million.

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

10. Other financial assets

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non-current		
(Unsecured, considered good)		
Deposits with original maturity for more than 12 months	56.40	3.00
Security deposits	26.10	39.20
Interest accrued but not due on fixed deposits	0.88	0.50
Margin money (refer note a below)	0.11	0.11
Advance to employees	-	1.22
	83.49	**44.03**
Current		
(Unsecured, considered good)		
Interest accrued but not due on fixed deposits	1.49	1.12
Security deposits	32.37	18.79
Advance to employees	1.49	0.54
Other receivables	6.42	6.20
	41.77	**26.65**
Total	**125.26**	**70.68**
Non-current	**83.49**	**44.03**
Current	**41.77**	**26.65**

a. Margin money deposit with a carrying amount of ₹0.11 million (31 March 2022: ₹ 0.11) has been deposited with government authority.

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

11. Deferred taxes:

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Items leading to creation of deferred tax assets		
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	150.02	117.73
Impact on account of brought forward depreciation of income tax	109.70	106.66
Impact on account of brought forward and carried forward losses	511.57	522.92
Provision for doubtful debts	110.02	108.03
Impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements	1.80	2.08
Others	58.09	63.09
Total deferred tax assets	**941.20**	**920.51**
Items leading to creation of deferred tax liabilities		
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	(44.09)	(46.07)
Property, plant and equipment: impact of differences between tax depreciation and depreciation/ amortization charged in the financial statements	(97.42)	(95.49)
Impact of fair value gain on current investment	(2.02)	(0.89)
Total deferred tax liabilities	**(143.53)**	**(142.45)**
Net deferred tax assets	**797.67**	**778.06**
Add: MAT credit entitlement	116.26	66.74
Total	**913.93**	**844.80**

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Note:

Movement of deferred tax assets tax assets/liabilities presented in balance sheet (₹ in millions)

	As at 1 April 2022	Recognised in		As at 31 March 2023
		Profit and loss	OCI	
Items leading to creation of deferred tax assets				
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	117.73	24.22	8.07	150.02
Impact on account of brought forward depreciation of income tax	106.66	3.04	-	109.70
Impact on account of brought forward and carried forward losses	522.92	(11.35)	-	511.57
Provision for doubtful debts	108.03	1.99	-	110.02
Impact of differences between tax depreciation and depreciation/amortization charged in the financial statements	2.08	(0.28)	-	1.80
Others	63.09	(5.00)	-	58.09
Total deferred tax assets	**920.51**	**12.62**	**8.07**	**941.20**
Items leading to creation of deferred tax liabilities				
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	(46.07)	1.98	-	(44.09)
Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortization charged in the financial statements	(95.49)	(1.93)	-	(97.42)
Impact of fair value gain on current investment	(0.89)	(1.13)	-	(2.02)
Total deferred tax liabilities	**(142.45)**	**(1.08)**	**-**	**(143.53)**
Net deferred tax assets	**778.06**	**11.54**	**8.07**	**797.67**
Add: MAT credit entitlement	66.74	49.52	-	116.26
Total	**844.80**	**61.06**	**8.07**	**913.93**

	As at 1 April 2021	Recognised in		As at 31 March 2022
		Profit and loss	OCI	
Items leading to creation of deferred tax assets				
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	89.03	31.21	(2.51)	117.73
Impact on account of brought forward depreciation of income tax	195.63	(88.97)	-	106.66
Impact on account of brought forward and carried forward losses	293.33	229.59	-	522.92
Provision for doubtful debts	109.91	(1.88)	-	108.03
Impact of differences between tax depreciation and depreciation/ amortization charged in the financial statements	-	2.08	-	2.08
Others	42.69	20.40	-	63.09
Total deferred tax assets	**730.59**	**192.43**	**(2.51)**	**920.51**
Items leading to creation of deferred tax liabilities				
Impact of expenditure charged to the statement of profit and loss account in the current year but allowed for tax purposes on payment basis in subsequent years	(1.65)	(44.42)	-	(46.07)

	As at 1 April 2021	Recognised in		As at 31 March 2022
		Profit and loss	OCI	
Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortization charged in the financial statements	(131.28)	35.79	-	(95.49)
Impact of fair value gain on current investment	-	(0.89)	-	(0.89)
Total deferred tax liabilities	**(132.93)**	**(9.52)**	**-**	**(142.45)**
Net deferred tax assets	**597.66**	**182.91**	**(2.51)**	**778.06**
Add: MAT credit entitlement	76.42	(9.68)	-	66.74
Total	**674.08**	**173.23**	**(2.51)**	**844.80**

Note - Refer note 40 for effective tax reconciliation.

12. Other assets

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non - current		
(Unsecured, considered good)		
Tax receivable (net of provision)	35.69	46.20
Prepaid expenses	8.10	6.89
Balance with statutory/government authorities	2.40	2.40
Other advances, unsecured, considered good	0.07	9.17
	46.26	**64.66**
Current		
(Unsecured, considered good)		
Balance with statutory/government authorities	30.82	25.45
Tax receivable (net of provision)	3.28	4.89
Prepaid expenses	29.00	36.54
Other advances, unsecured, considered good	55.97	45.96
	119.07	**112.84**
Total	**165.33**	**177.50**
Non-current	**46.26**	**64.66**
Current	**119.07**	**112.84**

13. Inventories

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Raw materials (at cost)	433.72	276.53
Printing material (at cost)	12.27	20.73
Work in progress (at cost)	9.92	1.85
Finished goods (at lower of cost or net realisable value)		
- Manufactured goods	993.46	843.34
- Traded goods	112.62	133.16
Total	**1,561.99**	**1,275.61**

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14. Current investments

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
	Investments at fair value through profit and loss		
i)	**Investments in equity instruments (quoted)**		
	1,000 (31 March 2022: 1,000) Equity Shares of ₹ 10 each fully paid up in M/s Freshtop Fruits Limited	0.09	0.10
	400 (31 March 2022: 400) Equity Shares of ₹ 10 each fully paid up in M/s EIH Associated Hotel Limited	0.17	0.18
	40 (31 March 2022: 40) Equity Shares of ₹ 10 each fully paid up in M/s Reliance Industries Limited	0.09	0.11
	21,600 (31 March 2022: 21,600) Equity Shares of ₹ 10 each fully paid up in M/s Winsome Breweries Limited	0.24	0.27
	500 (31 March 2022: 500) Equity Shares of ₹ 10 each fully paid up in State Bank of India	0.26	0.25
	42,564 (31 March 2022: 42,564) Equity Shares of ₹ 10 each fully paid up in M/s Mahaan Foods Limited	1.12	0.98
	200 (31 March 2022: 200) shares of ₹ 10 each fully paid up in M/s Zee Entertainment Enterprises Limited	0.05	0.06
	230 (31 March 2022: 230) shares of ₹ 10 each fully paid up in M/s Punjab National Bank	0.01	0.01
		2.03	**1.96**
ii)	**Investments in mutual fund (quoted)**		
	454 (31 March 2022: 19,622) units in SBI Magnum Low Duration Fund Regular Growth	1.35	56.04
	1,728 (31 March 2022: 3,856) units of Templeton India Corporate Bond Opportunities Growth Fund	0.04	0.11
	Nil (31 March 2022: 2,354) units of Franklin India Ultra Short Bond Fund - Super Institutional Plan	-	0.08
	112,261 (31 March 2022: 108,740) units in Principal Monthly Income Plan - Dividend Reinvestment	1.68	1.51
	Nil (31 March 2022: 441,766) units in HDFC Ultra Short Term Fund - Regular Growth	-	5.42
	Nil (31 March 2022: 1,319) units in HDFC Liquid Fund - Regular Plan - Growth	-	5.48
	Nil (31 March 2022: 78,321) units in Nippon India Floating Rate Fund - Growth Plan-Growth Option	-	2.84
	Nil (31 March 2022: 8,531) units in Nippon India Low Duration Fund - Growth Plan-Growth Option	-	25.99
	228,606 (31 March 2022: 302,243) units in Nippon India Short Term Fund - Growth Plan	10.14	12.93
	1,865,113 (31 March 2022: 134,854) units in ICICI Prudential Short Term Fund - Growth	58.97	6.44
	1,134,319 (31 March 2022: 2,57,090) units HDFC Floating Rate Debt Fund - Regular - Growth	47.36	7.63
	Nil (31 March 2022: 159.724) units in SBI Liquid Fund Regular Growth	-	0.53
	5,826 (31 March 2022: Nil) units in Nippon India Money Market Fund - Growth Plan Growth Option	20.46	-
	3,713,288 (31 March 2022: Nil) units in HDFC Low Duration Fund - Regular Plan - Growth	182.25	-
	754,890 (31 March 2022: Nil) units in HDFC Short Term Debt Fund - Regular - Growth	20.25	-
	Nil (31 March 2022: 548,679) units in HDFC Liquid Fund - Regular Plan Growth option	-	25.69
		342.50	**150.69**
	Total current investments	**344.53**	**152.65**
	Aggregate book value of quoted investments	347.31	156.32
	Aggregate market value of quoted investments *	344.53	152.65
	Aggregate value of impairment in value of investments	-	-

Note: * fair value loss recognised ₹ 2.78 million (31 March 2022: ₹ 3.67 million).

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

15. Trade receivables

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	2,649.28	2,884.65
Receivables which have significant increase in credit risk	377.42	446.96
Receivable credit impaired	-	-
	3,026.70	**3,331.61**
Less: Allowance for expected credit loss		
Secured, considered good	-	-
Unsecured, considered good	-	-
Receivables which have significant increase in credit risk	373.85	410.47
Receivable credit impaired	-	-
	373.85	**410.47**
Net trade receivables		
Secured, considered good	-	-
Unsecured, considered good	2,649.28	2,884.65
Receivables which have significant increase in credit risk	3.57	36.49
Receivable credit impaired	-	-
	2,652.85	**2,921.14**
Non-Current	**-**	**-**
Current	**2,652.85**	**2,921.14**
Trade receivable from related parties (refer note 47)	-	-

The movement in impairment of trade receivables as follow:

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Opening balance	**410.47**	**481.87**
Additions/(write back) (net)	(12.78)	(6.78)
Write off (net of recovery)	(23.84)	(64.62)
Closing balance	**373.85**	**410.47**

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person.

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Trade receivables ageing schedule as at 31 March 2023 and 31 March 2022: (₹ in millions)

Particulars	As at 31 March 2023					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables						
considered good	2,458.51	114.48	65.27	0.83	-	2,639.09
which have significant increase in credit risk	5.91	27.98	45.24	53.62	254.86	387.61
credit impaired	-	-	-	-	-	-
Disputed trade receivables	-					
considered good	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-
Total trade receivables	**2,464.42**	**142.46**	**110.51**	**54.45**	**254.86**	**3,026.70**
Less: Allowance for expected credit loss	(0.21)	(28.57)	(42.94)	(51.65)	(250.47)	(373.85)
Net trade receivables	**2,464.21**	**113.89**	**67.57**	**2.80**	**4.38**	**2,652.85**

Particulars	As at 31 March 2022					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables						
considered good	2,731.87	97.08	33.06	15.30	7.34	2,884.65
which have significant increase in credit risk	11.10	31.71	101.66	81.42	221.07	446.96
credit impaired	-	-	-	-	-	-
Disputed trade receivables	-					
considered good	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-
Total trade receivables	**2,742.97**	**128.79**	**134.72**	**96.72**	**228.41**	**3,331.61**
Less: Allowance for expected credit loss	(0.03)	(19.77)	(90.31)	(82.19)	(218.17)	(410.47)
Net trade receivables	**2,742.94**	**109.02**	**44.41**	**14.53**	**10.24**	**2,921.14**

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

16. Cash and cash equivalents

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Balances with banks		
- In current accounts	568.61	498.54
- Deposits with original maturity of less than three months	151.36	60.77
Cheques on hand	43.85	46.11
Cash on hand	4.71	3.49
Total	**768.53**	**608.91**

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

17. Bank balances other than cash and cash equivalents

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
	Deposits with original maturity more than 3 months and less than 12 months	38.45	66.23
	Total	**38.45**	**66.23**

Refer note 52 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

18. Assets held for sale

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
i)	**Investment in unquoted equity shares, valued at cost**		
	Nil (31 March 2022: 100) shares of ₹ 10 each of Testbook Edu Solutions Private Limited	-	0.83
ii)	**Investment in unquoted preference shares, valued at cost**		
	Nil (31 March 2022: 2,690) Compulsory Convertible Cumulative Preference Shares of ₹ 500 each of Testbook Edu Solutions Private Limited	-	22.23
	Total	**-**	**23.06**

Note:

During the previous year, the Group classified investments in Testbook Edu Solutions Private Limited as held for sale, recognised and measured in accordance with Ind-AS 105 “Non Current Assets Held For Sale and Discontinued Operations” at lower of its carrying amount and fair value less cost to sell. During the current year, the Group has disposed off these investments and has recognised a gain amounting to ₹ 156.28 million (refer note 39).

19 Equity share capital

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
	Authorised		
	40,000,000 (31 March 2022: 40,000,000) equity shares of ₹ 5 each	200.00	200.00
	Issued, subscribed and fully paid equity capital		
	35,156,336 (31 March 2022: 35,043,336) equity shares of ₹ 5 each	175.78	175.22
		175.78	**175.22**
a.	**Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year**		
	Authorised share capital	**No. of shares**	**₹ in millions**
	As at 1 April 2021	**4,00,00,000**	**200.00**
	Increase/(decrease) during the year	**-**	**-**
	As at 31 March 2022	**4,00,00,000**	**200.00**
	Increase/(decrease) during the year	**-**	**-**
	As at 31 March 2023	**4,00,00,000**	**200.00**
	Issued equity capital	No. of shares	₹ in millions
	Equity share of ₹ 5 each issued, subscribed and fully paid (31 March 2022: Equity share of ₹ 5 each)		
	As at 1 April 2021	**3,49,75,287**	**174.88**
	Issued during the year	68,049	0.34
	As at 31 March 2022	**3,50,43,336**	**175.22**
	Issued during the year	1,13,000	0.56
	As at 31 March 2023	**3,51,56,336**	**175.78**

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b. **Terms/rights attached to equity shares**

The Holding Company has only one class of equity shares having par value of ₹ 5 per share (31 March 2022: ₹ 5 per share). Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. The Holding Company has not issued any share pursuant to a contract without payment being received in cash in the current year and preceding five years. There has not been any buy-back of shares in the current year and preceding five years. The Holding Company has not issued any bonus shares during the year.

d. **Details of shareholders holding more than 5% shares in the Holding Company**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% of holding	No. of shares	% of holding
Mr. Himanshu Gupta	59,94,038	17.05%	59,94,038	17.10%
Mrs. Neerja Jhunjhnuwala	40,08,345	11.40%	40,08,345	11.44%
Mr. Dinesh Kumar Jhunjhnuwala	38,46,854	10.94%	38,46,854	10.98%
International Finance Corporation	28,05,784	7.98%	28,05,784	8.01%

e. **Details of shares held by promoters in the Holding Company**

	As at 31 March 2023		As at 31 March 2022		% change in shareholding
	No. of shares	% of holding	No. of shares	% of holding	
Mr. Himanshu Gupta	59,94,038	17.05%	59,94,038	17.10%	(0.29%)
Mrs. Neerja Jhunjhnuwala	40,08,345	11.40%	40,08,345	11.44%	(0.35%)
Mr. Dinesh Kumar Jhunjhnuwala	38,46,854	10.94%	38,46,854	10.98%	(0.36%)
Ms. Savita Gupta	12,18,617	3.47%	12,18,617	3.48%	(0.29%)
Ms. Ankita Gupta	9,14,078	2.60%	9,14,078	2.61%	(0.38%)
Mr. Gaurav Kumar Jhunjhnuwala	5,92,000	1.68%	5,92,000	1.69%	(0.59%)
	1,65,73,932	**47.14%**	**1,65,73,932**	**47.30%**	

f. **Shares reserved for issue under options**

For details of shares reserved for issue under the employee stock options (ESOPs) plan of the Group, please refer note 45.

20 Other equity

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
a.	**Capital reserve**		
	Balance as the beginning of the year	(491.85)	(491.85)
	Balance as the end of the year	**(491.85)**	**(491.85)**
b.	**Securities premium**		
	Balance as the beginning of the year	6,611.46	6,606.35
	Add: increase on account of issue of equity share capital (refer note 45)	8.50	5.11
	Balance as the end of the year	**6,619.96**	**6,611.46**
c.	**General reserve**		
	Balance as the beginning of the year	404.19	404.19
	Balance as the end of the year	**404.19**	**404.19**

		As at 31 March 2023	As at 31 March 2022
d.	**Debenture redemption reserve**		
	Balance as the beginning of the year	22.96	22.96
	Less: Transfer to retained earnings	(1.07)	-
	Balance as the end of the year	**21.89**	**22.96**
e.	**Retained earnings**		
	Balance as the beginning of the year	1,572.16	1,454.84
	Add: Profit during the year	660.36	111.85
	Add: Other comprehensive income for the year (net)	(22.41)	5.47
	Add: Transferred from non controlling interest	(8.11)	-
	Less: Transfer from debenture redemption reserve	1.07	-
	Balance as the end of the year	**2,203.06**	**1,572.16**
f.	**Employee stock options reserve**		
	Balance as the beginning of the year	20.28	11.51
	Add: Charge for the year (refer note 45)	2.85	8.77
	Balance as the end of the year	**23.13**	**20.28**
	Total	**8,780.38**	**8,139.20**

Nature and purpose of reserves

Capital reserve

Capital reserve represents reserve created on acquisition of non-controlling interest in a subsidiary company, on cancellation of forfeited equity shares and on acquisition of subsidiary company through step acquisition.

Securities premium

Securities premium comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

General reserve

General reserve represents amount appropriated out of retained earnings.

Debenture redemption reserve

Debenture redemption reserve was created for compliance with the Companies Act, 2013. The Group had transferred balance from debenture redemption reserve to retained earnings during the year ended 31 March 2023.

Retained earnings

Retained earnings refer to the net profit/(loss) retained by the Group for its core business activities. Also includes re-measurement gains on defined benefit plans.

Employee stock options outstanding

Employee stock options have been issued under Equity Settled ESOP Scheme 2012 (Scheme 2012) and Equity Settled ESOP Scheme 2018 (Scheme 2018) to the eligible employees and subsequent to that various grants were issued. The reserve has been created for the various ESOP grants issued by the Holding Company thereafter.

21 Non-current borrowings

(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
	Term Loans		
	Indian rupee loan from banks (secured) (refer note a to b below)	36.16	134.62
	Indian rupee loan from others (secured) (refer note c to h below)	269.98	563.87
	MSME GoI guaranteed loan from bank (secured) (refer note i to k below)	39.87	68.47

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(₹ in millions)

		As at 31 March 2023	As at 31 March 2022
	MSME GoI guaranteed loan from others (secured) (refer note l below)	3.72	5.73
	Vehicle loans		
	Indian rupee loan from bank (secured) (refer note m to n below)	17.51	9.95
	Indian rupee loan from others (secured) (refer note o to q below)	12.39	3.93
	Total	**379.63**	**786.57**
	Less: Current maturities of non-current borrowings (refer note 25)		
	Term loans		
	Indian rupee loan from banks (secured) (refer note a to b below)	25.20	11.99
	Indian rupee loan from others (secured) (refer note c to h below)	63.17	65.78
	MSME GoI guaranteed loan from bank (secured) (refer note i to k below)	24.49	25.38
	MSME GoI guaranteed loan from others (secured) (refer note l below)	2.26	3.47
	Vehicle loans		
	Indian rupee loan from bank (secured) (refer note m to n below)	5.97	2.82
	Indian rupee loan from others (secured) (refer note o to q below)	3.45	3.24
		124.54	**112.68**
	Total	**255.09**	**673.89**
	Secured	**255.09**	**673.89**
	Unsecured	**-**	**-**

Notes:

	Nature of Security	Terms of repayment
Term loan		
a.	In Vikas Publishing House Private Limited, the company has taken mortgage loan form Indian Bank in FY 2019-20 which is secured by equitable mortgage on industrial property owned by the Holding Company, situated at 40/2A, Sahibabad Industrial Area - Site - IV, Sahibabad (U.P.). The loan is also secured by personal guarantee of two directors, Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala and corporate guarantee of the Holding Company. This loan has been completely repaid in current financial year 2022-23.	Repayable in 120 equated monthly instalments of ₹ 1.42 millions beginning from April 2020. Rate of interest at 10.65% p.a. (31 March 2022: 10.65% p.a.)
b.	In Vikas Publishing House Private Limited, the company has taken loan against property from Deutsche Bank in FY 2018-19 which is secured by equitable mortgage of property bearing no. E-28, Sector -8, Noida (U.P.).	Repayable in 120 equated monthly installments of ₹ 0.69 millions beginning from March 2019. Rate of interest at 6.90% to 9.50% p.a. (31 March 2022: 9.05% to 9.50% p.a.)
c.	In the Holding Company, term loan from Axis Finance Limited had been obtained during the year ended 31 March 2019. The facility had been secured against: (i) Pledge of 29% (31 March 2022: 29%) of unlisted shares of Chhaya Prakashani Limited ('Chhaya'); (ii) 2nd parri passu charge on both present and future current and fixed moveable assets of S Chand And Company Limited; (iii) Security cheques for the scheduled repayments of interest and principal amount. The same has been repaid during the year.	Repayable in 78 equal monthly installments of ₹ 8.33 millions beginning from August 2019. Rate of interest at 13% p.a. (31 March 2022: 13% p.a.)
d.	In the Holding Company, term loan from Tata Capital Financial Services Limited had been obtained during the year ended 31 March 2022. The facility had been secured against: (i) Pledge of 50% of unlisted shares of Chhaya Prakashani Limited. (ii) 2nd parri passu charge on both present and future current and fixed moveable assets of S Chand And Company Limited; (iii) Personal Guarantee by Directors of the Company Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Corporate Guarantee of Eurasia Publishing House Private Limited (amalgamated into Chhaya Prakashani Limited w.e.f. 1 April 2020, refer note 58A). The loan has been raised for the partial takeover of Axis Finance Loan.	Repayable in 49 equal monthly installments of ₹ 2.04 millions beginning from March 2022. Rate of interest at 9.75% to 11.55% p.a. (31 March 2022: 9.75% to 10.05% p.a)

	Nature of Security	Terms of repayment
e.	In Vikas Publishing House Private Limited, the company has taken Indian rupee term loan from Tata Capital Financial Services Limited in FY 2019-20 which is secured by equitable mortgage on industrial property situated at 20/4, Sahibabad Industrial Area, Site - IV, Sahibabad (U.P.), corporate guarantee of the Holding Company and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala.	Repayable in 78 equal monthly installments of ₹ 3.21 millions plus interest beginning from October 2019. Rate of interest at 10.00% to 11.30% p.a. (31 March 2022: 10.00% to 11.00% p.a.)
f.	In Chhaya Prakashani Limited, Term loan from Tata Capital Financial Services Limited has been obtained in financial year 2021-22. The loan has been secured against: (i) First and exclusive charge over the current assets and movable fixed assets of the Chhaya Prakashani Limited, (ii) Negative lien on property located at plot no. 20/4, Sahibabad Industrial Area, Site IV, Ghaziabad (UP), owned by Vikas Publishing House Private Limited (fellow subsidiary), (iii) Irrevocable and unconditional corporate guarantee of S Chand and Company Limited (holding company) and Vikas Publishing House Private Limited (fellow subsidiary) and (iv) Irrevocable and unconditional personal guarantee by Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala.	Repayable in 60 equal monthly installment beginning from 5 November 2021 Rate of interest at 9.75% - 11.30% p.a (31 March 2022: 9.75% p.a. floating)
g.	In DS Digital Private Limited, the company has taken term loans from Siemens Financial Services Private Limited for purchase of machines which is secured by hypothecation of respective machine and Corporate Guarantee of the Holding Company. The same has been repaid during the current financial year.	Repayable in 36 equated monthly instalments Rate of interest at 11.25% to 11.75% p.a. (31 March 2022: 11.25% to 13.5% p.a.)
h.	In DS Digital Private Limited, the company has taken term loans from Hewlett Packard Financial Services Private Limited for purchase of machines which are secured by hypothecation of respective machine and corporate guarantee of the Holding Company.	Repayable in 36 equated monthly instalments Rate of interest at 10.68% (31 March 2022: 10.68%)
i.	In New Saraswati House (India) Private Limited, the company has taken WCTL of ₹ 19.90 million under ECLGS form Kotak Mahindra Bank in financial year 2020-21 which carries fixed interest. Moratorium of 12 months exercised from date of first disbursement. The loan is secured by way of (i) 100% Guaranteed by National Credit Guarantee Trustee Company Ltd (NCGTC) (ii) Second Pari-passu hypothecation charge on all existing and future current assets of the Borrower shared with RBL Bank (iii) Second Pari-passu hypothecation charge on all existing and future moveable fixed assets of the Borrower shared with RBL Bank and State Bank of India.	Repayable in 36 monthly instalments starting from Oct-2021 Rate of interest at 8% p.a. (31 March 2022: 8% p.a.)
j.	In New Saraswati House (India) Private Limited, the company has taken WCTL of ₹ 52.80 million under ECLGS form RBL Bank in financial year 2020-21. Moratorium of 12 months exercised from date of first disbursement. The loan is secured by way of (i) 100% Guaranteed by National Credit Guarantee Trustee Company Ltd (NCGTC) (ii) Second pari passu charge by way of hypothecation on entire current assets inclusive of stock and book debts, both present and future, and (iii) Second pari passu charge by way of hypothecation on entire movable fixed assets both present and future (except those charged excl. to other banks/financial institutions) along with Kotak Mahindra Bank.	Repayable in 36 monthly instalments starting from Dec 2021 Floating Rate of Interest- RRLR (i.e. 9.10% p.a. + 0.15% spread) (31 March 2022: Floating Rate of Interest- RRLR (i.e. 9.10% p.a. + 0.15% spread)
k.	In D S Digital Private Limited, the company has taken WCTL of ₹ 4.64 million under ECLGS form Standard Chartered Bank in financial year 2021-22. Moratorium of 12 months exercised from date of first disbursement. The loan is secured by way of (i) 100% Guaranteed by National Credit Guarantee Trustee Company Ltd (NCGTC) (ii) Second Charge on entire current assets of the borrower, both present and future, and (iii) Second Charge on entire movable fixed assets of the borrower both present and future (except assets which are exclusively charged under equipment financing.) The same has been repaid during the year.	Repayable in 36 monthly instalments. Rate of interest at 9.25% (31 March 2022: 9.25%)

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	Nature of Security	Terms of repayment
l.	In D S Digital Private Limited, the company has taken WCTL of ₹ 6.49 million under ECLGS form Siemens Financial Services Private Limited in financial year 2021-22. Moratorium of 12 months exercised from date of first disbursement. The loan is secured by way of Second Charge on certain equipment specified in sanction letter.	Repayable in 36 monthly instalments. Rate of interest at 12.00% (31 March 2022: 12.00%)
	Vehicle loans from bank/financial institutions	
	Vehicle loan from banks	
m.	In the Holding Company, vehicle loans have been obtained from ICICI Bank, Yes Bank and Axis Bank the same are secured by hypothecation of respective vehicles. Two of the vehicle loans from Yes Bank have been fully repaid during the year.	Repayable in 36 to 60 equal monthly installment of ₹ 0.01 to ₹ 0.15 millions. Rate of interest at 8.25% to 12.00% (31 March 2022: 8.25% to 12.00%)
n.	In Vikas Publishing House Private Limited, The Company had taken vehicle loan from Yes Bank Limited in financial year 2022-23 and the same are secured by hypothecation of respective vehicle.	Repayable in 60 equal monthly installment of ₹ 0.06 millions. Rate of interest at 8.80%
	Vehicle loans from financial institutions	
o.	In the Holding Company, vehicle loans have been obtained from Daimler Financial Services India Private Limited and Kotak Mahindra Prime limited is secured by hypothecation of respective vehicle. One of the vehicle loans from Daimler Financial Services India Private Limited have been fully repaid during the year.	The loan is repayable in 36 to 48 equal monthly instalment of ₹ 0.20 million to ₹ 0.10 millions. Rate of interest at 9.81% to 11.00% (31 March 2022: 9.81% to 11.00%)
p.	In New Saraswati House (India) Private Limited, vehicle loan from M/s. Daimler Financial Services has been taken in the year 2019-20, secured by way of hypothecation of respective vehicle in favor of the Lendor.	Repayable in 48 equal monthly instalments beginning from Oct 2019 and at the time of payment of 48th EMI, entire remaining balance of ₹ 2.44 million will be paid. Rate of interest at 10.75% p.a. (31 March 2022: 10.75% p.a.)
q.	In Vikas Publishing House Private Limited, The Company had taken vehicle loan from Mercedez-Benz Financial Services India Private Limited in financial year 2022-23 and the same are secured by hypothecation of respective vehicle.	Repayable in 60 equal monthly installment of ₹ 0.15 millions. Rate of interest at 8.50%

Loan covenants

The Group is required to comply with certain debt covenants as mentioned in the loan agreement, failure of which makes the loan to be repaid on demand at the discretion of the bank. During the current financial year, there have been no default in repayment of any borrowings. Further there are no breaches in the financial covenants of any borrowings in the current year.

Refer note 52 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

22. Lease liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Leased liability - non-current (refer note 46)	167.08	145.15
Leased liability - current (refer note 46)	80.43	104.21
Total	**247.51**	**249.36**

Refer note 52 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

23. Provisions

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Non - current		
Provision for gratuity (refer note 44)	65.26	46.86
Provision for compensated absence	29.19	19.19
	94.45	**66.05**
Current		
Provision for gratuity (refer note 44)	1.04	1.67
Provision for compensated absence	4.14	7.30
Provision for contingencies (refer note 55)	33.51	33.51
Others	-	0.01
	38.69	**42.49**
Total	**133.14**	**108.54**
Non current	**94.45**	**66.05**
Current	**38.69**	**42.49**

24. Current tax liabilities (net)

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Provision for income tax (net of advance tax)	118.45	48.96
	118.45	**48.96**

25. Current borrowings

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Cash credit from banks (secured) (refer note a to e below)	780.09	776.89
Indian rupee working capital demand loan from banks (secured) (refer note f below)	100.00	-
Loan from directors (unsecured) (refer note g below)	8.31	8.31
Current maturities of long term borrowings (refer note 21 on Non-current borrowings)	124.54	112.68
Total current borrowings	**1,012.94**	**897.88**
Secured	**1,004.63**	**889.57**
Unsecured	**8.31**	**8.31**

Notes:

a. In the holding Company, cash credit from State Bank of India is secured by way of first pari passu charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders), personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company.The loan carry interest rate of 8.15% to 11.15% p.a. (31 March 2022: 8.15% to 13.00% p.a.).

During the current year, Company availed dropline overdraft from RBL Bank, secured by way of subservient charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders), charge on immovable property of the Company situated at plot no. 40/2 A, site no. IV, UPSIDC industrial estate, Sahibabad and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company and cash credit from Indian Bank, secured by way of first pari passu charge on the entire existing and future current assets and fixed assets of the Company (excluding assets which are specifically charged to other lenders), personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company and corporate guarentee of Nirja Publishers & Printers Private Limited.These loans carry interest rate of 8.65% to 10.65% p.a. (31 March 2022: Nil).

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b. In New Saraswati House (India) Private Limited, cash credit from HDFC Bank and RBL Bank are secured by way of (i) first pari passu charge on entire existing and future current asset (ii) first pari passu charge on entire existing and future movable fixed assets of the company (iii) Corporate Guarantee by the Holding Company. (iv) Personal Guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala. These loans carry interest rate of 9.60% to 10.35% (31 March 2022: 9.05% to 9.60%). Cash credit from HDFC Bank has been fully repaid during the current financial year 2022-23.

During the current year, the company availed cash credit from State Bank of India, secured by way of (i) first pari passu charge on entire existing and future current asset (ii) first pari passu charge on entire existing and future movable fixed assets of the company except assets which are specifically charged to the other lenders (iii) Corporate Guarantee by the Holding Company. (iv) Personal Guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala. This loans carry interest rate of 11.15% p.a (2% above EBLR).

c. In Vikas Publishing House Private Limited, cash credit from State Bank of India, Bandhan Bank and HDFC Bank are secured by way of first pari passu charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders), corporate guarantee of S Chand And Company Limited and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company. These loans carry interest rate of 7.90% to 10.95% p.a. (31 March 2022: 7.90% to 10.70% p.a.). Bandhan Bank facility has been completely repaid during current financial year 2022-23.

d. In BPI (India) Private Limited, cash credit facility carry interest rate of 12.05% per annum (31 March 2022: 11.00%) (banks 1 year MCLR) taken from IndusInd Bank. Cash credit facility are secured by exclusive charge on all current assets and movable fixed assets except vehicle specifically charged to other lender of the Company (both present and future), exclusive charge on entire immovable properties of the company, property of directors situated at DDA Flat No. D-7/7123, HIG First Floor, Vasant Kunj, New Delhi, and Property of Vikas Publishing House Pvt. Ltd. (Subsidiary of Group Co.) situated at 161718/1, Apartment No.4, 1st Floor, 4th Cross, Main Gandhi Nagar, Bangalore and corporate guarantee of M/s S. Chand and Company Ltd and Vikas Publishing House Pvt. Ltd. and personal guarantee of Mr. Jai Saxena, Mrs Vidya Saxena, Mr Himanshu Gupta.

e. In Edutor Technologies India Private Limited, overdraft facility of ₹ 30.00 million has been sanctioned by IndusInd Bank towards working capital requirements. This facility carries interest rate of 15% linked with 1 year MCLR. The above facility is secured by hypothecation charge of entire current assets and movable fixed assets of the company both present and future and corporate guarantee by the Holding Company. The same repaid during the current financial year.

f. In the Holding Company, working capital demand loan/cash credit from HDFC Bank was availed during the current year and carries interest rate of 8% to 8.75% p.a (31 March 2022: Nil). The loan is secured by way of first pari passu charge on the entire existing and future current assets and movable fixed assets of the Company (excluding assets which are specifically charged to other lenders) and personal guarantee of Mr. Himanshu Gupta and Mr. Dinesh Kumar Jhunjhnuwala, Directors of the Company. Working capital demand loan/cash credit from HDFC Bank is also secured by corporate guarantee of Nirja Publishers & Printers Private Limited.

g. In BPI (India) Private Limited, interest free Indian rupee unsecured loan is taken from directors. It is repayable on demand and company does not have any contractual right to defer the repayment for more than 12 months.

Loan covenants:

The Group is required to comply with certain debt covenants as mentioned in the loan agreement, failure of which makes the loan to be repaid on demand at the discretion of the bank. No breaches of loan covenants has been noted during the year.

Refer note 52 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

26 Trade payables

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Trade payables of micro enterprises and small enterprises	213.91	189.24
Trade payables of related entities (refer note 47)	-	0.02
Trade payables other than micro enterprises and small enterprises	864.11	1,025.88
Total	**1,078.02**	**1,215.14**
Non current	**-**	**-**
Current	**1,078.02**	**1,215.14**

Trade payables ageing schedule as at 31 March 2023 and 31 March 2022:

Particulars	As at 31 March 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables					
outstanding due to micro enterprises and small enterprises	187.84	0.90	1.12	24.05	**213.91**
others	802.14	52.00	0.60	9.37	**864.11**
Disputed trade payables					
outstanding due to micro enterprises and small enterprises	-	-	-	-	-
others	-	-	-	-	-
Total	**989.98**	**52.90**	**1.72**	**33.42**	**1,078.02**

Particulars	As at 31 March 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables					
outstanding due to micro enterprises and small enterprises	147.98	4.56	21.96	14.74	**189.24**
others	949.58	49.20	8.19	18.93	**1,025.90**
Disputed trade payables					
outstanding due to micro enterprises and small enterprises	-	-	-	-	-
others	-	-	-	-	-
Total	**1,097.56**	**53.76**	**30.15**	**33.67**	**1,215.14**

There are no unbilled trade payables, hence the same is not disclosed in the ageing schedule.

Refer note 52 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

27 Other financial liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due	2.49	3.05
Employee related liabilities	170.20	128.99
Security deposits received	4.30	1.77
Others	8.20	7.71
Total	**185.19**	**141.52**
Non current	**-**	**-**
Current	**185.19**	**141.52**

Refer note 52 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

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28 Other current liabilities

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Advance receieved from customers	35.02	31.90
Statutory dues payable	94.54	86.02
Others	1.40	6.63
Total	**130.96**	**124.55**

29 Revenue from operations

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of products		
Finished goods (net of returns)	7,727.49	5,735.50
Less: Discounts	(1,779.83)	(1,089.65)
Sale of services	**89.75**	**117.60**
Other operating revenue		
Scrap sale	64.27	44.96
Sale of paper	1.28	-
Export incentives	0.28	0.68
Others	-	0.21
Total	**6,103.24**	**4,809.30**

Disaggregated revenue information

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
India	6,089.36	4,797.83
Outside India	13.88	11.47
	6,103.24	**4,809.30**

Timing of revenue recognition

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Goods transferred at a point in time	6,013.49	4,691.70
Services transferred at a point in time	89.75	117.60
	6,103.24	**4,809.30**

Contract balances

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Contract liabilities		
Advance receieved from customers (refer note 28)	35.02	31.90

	As at 31 March 2023	As at 31 March 2022
Following table represents movement of contract liabilities:		
Opening balance of contract liabilities	31.90	33.60
Less: Amount of revenue recognised against opening contract liabilities	(31.90)	(33.60)
Add: Addition in balance of contract liabilities for current year (net of refunds)	35.02	31.90
Closing balance of contract liabilities	**35.02**	**31.90**

Right to return asset and refund liability (₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Refund liabilities		
Arising from discounts	880.57	632.51
Arising from rights of return	1,008.27	952.75
	1,888.84	**1,585.26**

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue as per contracted price	9,170.56	7,344.78
Adjustments		
Discount	1,779.83	1,089.65
Sales return	1,287.49	1,445.83
	6,103.24	**4,809.30**

Performance obligation

Information about the Group's performance obligations are summarised below:

Finished goods

The performance obligation is satisfied upon delivery of the goods to the transporter designated by the customer or to the customer whichever is earlier.

The customer has a right to return material to an extent as may be agreed upon with each customer or within the limits as may be determined by the Group. The customer is also eligible for discounts based on achievement of revenue targets as may be agreed.

Services

The performance obligation is satisfied as per terms of each contract with the customer.

30 Other incomes

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income on:		
- Bank deposits *	4.43	4.72
- Income tax refund	3.27	8.57
- Others *	0.58	13.07
Gain on sale of current investments (net)	81.97	8.72

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Notes to consolidated financial statements for the year ended 31 March 2023 *(Continued)*

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(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Net income on deemed disposal of associate	-	14.57
Fair value gain on financial instruments at fair value through profit or loss	126.93	2.95
Foreign exchange fluctuation gain (net)	0.34	-
Reversal of allowance for doubtful debts	42.48	54.14
Liability written back	29.16	5.92
Management services	1.86	2.91
Others	38.09	27.90
Total	**329.11**	**143.47**

* underlying assets on which income is recognised are carried at amortised cost.

31 Cost of published goods/material consumed

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventory at the beginning of the year	297.26	158.43
Add : Purchases	2,480.26	1,481.13
	2,777.52	**1,639.56**
Less : Inventory at the end of the year	(445.99)	(297.26)
Cost of published goods/material consumed	**2,331.53**	**1,342.30**

32 Purchase of stock-in-trade

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Traded books	11.20	54.75
Paper	1.77	53.16
Others	0.31	38.43
Total	**13.28**	**146.34**

33 (Increase)/ Decrease in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventory at the end of the year		
Finished goods	1,106.08	976.50
Work in progress	9.92	1.85
	1,116.00	**978.35**
Inventory at the beginning of the year		
Finished goods	976.50	1,217.57
Work in progress	1.85	1.44
	978.35	**1,219.01**
Less: Inventory capitalised	-	0.74
(Increase)/Decrease in inventories	**(137.64)**	**239.92**

34 Employee benefits expenses

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, wages and bonus	1,232.19	1,048.28
Contribution to provident and other funds (refer note 44)	93.95	88.24
Employee stock option expense (refer note 45)	2.70	10.54
Staff welfare expenses	35.60	25.70
Total	**1,364.44**	**1,172.76**

35 Finance costs

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense		
- on borrowings	136.10	203.62
- on lease liability	24.51	33.58
- on other liabilities	26.65	25.72
Loan processing fee	19.22	6.00
Other finance costs	0.23	4.67
Total	**206.71**	**273.59**

36 Depreciation and amortisation expense

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation of property, plant and equipment (refer note 3)	76.97	89.09
Amortisation of intangible assets (refer note 6)	277.54	209.82
Amortisation of right-of-use assets (refer note 4)	109.09	121.71
Total	**463.60**	**420.62**

37 Other expenses

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Publication expenses		
Royalty expenses	353.57	301.38
Factory manpower expenses	-	5.23
Power and fuel	51.95	43.86
Other publishing expenses	123.35	71.56
Total publication expenses (A)	**528.87**	**422.03**
Rent	23.17	10.72
Repairs and maintenance:		
- Plant and equipments	1.77	0.13
- Buildings	4.90	3.42
- Others	48.90	44.37

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(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Insurance	28.25	25.41
Rates and taxes	5.04	8.33
Communication cost	17.90	24.89
Legal and professional fee	84.87	70.05
Donations	27.36	20.22
Bad debt written off	42.89	68.84
Provision for doubtful receivables	29.70	47.36
Loss on sale of property, plant and equipment (net)	7.56	12.52
Office expenses	29.50	32.74
Corporate social responsibility expenses	5.07	6.40
Director sitting fees	2.27	2.48
Fair value loss on financial instruments at fair value through profit or loss	2.37	6.62
Foreign exchange difference (net)	-	2.79
Advertisement, publicity and exhibition	148.74	92.97
Freight and cartage outward	155.39	133.77
Travelling and conveyance	180.40	126.52
Vehicle running and maintenance	10.52	7.32
Packing and dispatch expenses	31.68	31.41
Goodwill written off	23.83	-
Miscellaneous expenses	127.98	92.95
Total other expenses (B)	**1,040.06**	**872.23**
Total other expenses (A+B)	**1,568.93**	**1,294.26**

38 Smartivity Labs Private Limited

The Group has a 15.90% (31 March 2022: 16.24%) interest in Smartivity Labs Private Limited (associate upto 21 June 2022), which is primarily engaged in the business of early learning through Augmented Reality (AR) , STEM DIY kits (Science, Technology and Maths) and also Virtual Reality (VRX) Content. Smartivity Labs Private Limited is a private entity that is not listed on any public exchange.

(₹ in millions)

	As at 31 March 2022
Current assets	161.83
Non-current assets	50.34
Current liabilities	(51.09)
Non-current liabilities	(2.29)
Equity	**158.79**
Proportion of the Group's ownership	16.24%
Carrying amount of the investment	31.34

(₹ in millions)

	For the period ended 31 March 2022
Revenue	242.18
Cost of raw material and components consumed	(149.13)
Depreciation and amortization	(16.04)
Finance cost	(4.37)
Employee benefits expense	(40.58)
Other expense	(75.83)
Loss before tax	**(43.77)**
Income tax expense	11.38
Loss for the year	**(32.39)**
Other comprehensive income	-
Total comprehensive income for the year	**(32.39)**
Group's share of loss for the year	**(5.26)**

The Group's interest in Smartivity Labs Private Limited includes the share of net loss after tax of ₹ 1.11 million, and total comprehensive loss of ₹ 1.11 million for the year ended 31 March 2023 is accounted for using the equity method in the consolidated financial statements upto 21 June 2022 as the Holding Company lost significant influence on this date.

39 Exceptional items

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit/(loss) on sale of investment (refer note below)	156.28	(12.08)
	156.28	**(12.08)**

Note:

The Group has recorded the following as exceptional items:

a) During the year ended 31 March 2023, the Group has disposed off its investment in Testbook Edu Solutions Private Limited and has recognised a gain amounting to ₹ 156.28 million.

b) During the previous year, the Group had disposed off its investment in Gyankosh Solutions Private Limited and had recognised a loss amounting to ₹ 12.08 million.

40 Income tax

Tax expense recognised in Statement of Profit and Loss

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax:		
Current income tax charge	293.73	131.38
Tax relating to earlier years	(31.92)	7.09
Deferred tax:		
Relating to origination and reversal of temporary differences	(61.06)	(173.23)
	200.75	**(34.76)**

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Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2023 and 31 March 2022:

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Accounting profit before income tax	**776.67**	**45.64**
Tax at India's statutory income tax rate of 29.12% (31 March 2022: 29.12%)	**226.17**	**13.29**
Adjustments:		
Adjustments in respect of tax related to previous years	(31.92)	7.09
Tax impact of non-deductible expenses	10.42	23.96
Non recognition of deferred tax asset on losses	-	3.94
Taxable income/items on which tax credit created eliminated in consolidated financial statements	(9.69)	(80.35)
Other adjustments	5.77	(2.69)
Income tax expense reported in the statement of profit and loss	**200.75**	**(34.76)**
At the effective income tax rate	**200.75**	**(34.76)**

41 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

The following reflects the income and share data used in the basic and diluted EPS computations. (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity holders of the Group	575.92	80.40
Weighted average number of equity shares used for computing earning per share (basic) (shares in millions)	35.08	35.04
Add: Adjustment for options related to ESOP	0.05	0.07
Weighted average number of equity shares used for computing earning per share (diluted) (shares in millions)	35.13	35.11
Basic EPS	**16.42**	**2.29**
Diluted EPS	**16.40**	**2.29**

42 The Government of India announced the New Education Policy (NEP) 2020 on 31 July 2020, to bring in various changes in the Education system. The National Curriculum Framework (NCF) that defines the curriculum to be taught in schools is yet to be comprehensively formulated based on NEP. The Government has approved the NCF for the foundation stage (i.e classes KG-2) on 20 October 2022 and for the remaining classes announcements are expected shortly. The management is continuously monitoring the impact of the policy and the curriculum on the business of the Group.

43 The Board of Directors of the Holding Company have recommended a dividend of INR 3.00 (60%) per equity share of INR 5.00/- each for the financial year ended 31 March 2023 subject to the approval of shareholders.

44 Employee benefits

a. Defined contribution plan

An amount of ₹ 66.63 millions [31 March 2022 : ₹ 61.37 millions] for the year has been recognised as an expense in respect of the Group's contributions towards Provident Fund, an amount of ₹ 2.34 millions [31 March 2022 : ₹ 2.36 millions] for the year has been recognised as an expense in respect of Group's contributions towards Employee State Insurance, which are deposited with the government authorities/approved pension funds and an amount of ₹ 3.74 millions [31 March 2022 : ₹ 2.78 millions] for the year has been recognised as an expense in respect of the Group's contributions towards National Pension Scheme, which are deposited with the National Pension System Trust have been included under employee benefit expenses in the Statement of Profit and Loss.

b. Gratuity

The Group has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employement. The level of benefit provided depends on the member's length of service and salary at the time of retirement/ termination age.

The Group has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of Rs 2.00 million. The scheme is funded with insurance companies in the form of qualifying insurance policies.

The following tables summarize the components of net benefit expense recognised in the profit and loss account and amounts recognized in the balance sheet for Gratuity Plan.

Statement of Profit and Loss account

Net employee benefit expense recognised in employee cost:

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	18.04	18.24
Past service cost	-	0.04
Interest cost on defined obligation	8.46	7.75
Expected return on plan assets	(5.26)	(4.30)
	21.24	**21.73**

Amount recognised in other comprehensive income:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial (losses)/gains on obligation	(26.49)	7.25
Actuarial losses/(gains) on assets	(2.75)	(16.65)
	(29.24)	**(9.40)**

Balance sheet

Changes in the present value of the defined benefit obligation are as follows:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening defined benefit obligation	138.86	135.35
Current service cost	18.04	18.24
Past service cost	-	0.04
Interest cost	8.46	7.75
Benefits paid from plan assets	(8.63)	(12.16)
Benefits paid directly by employer	(5.31)	(3.11)
Actuarial (gains)/losses on obligation	26.49	(7.25)
Closing defined benefit obligation	**177.91**	**138.86**

Changes in the fair value of plan assets are as follows:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening fair value of plan assets	90.32	81.60
Expected return	5.26	4.30
Contributions by employer	25.51	15.41

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	For the year ended 31 March 2023	For the year ended 31 March 2022
Benefits paid	(8.63)	(12.16)
Others	1.90	(8.23)
Actuarial gain	(2.75)	9.40
Closing fair value of plan assets	**111.61**	**90.32**
Provision for gratuity (net of plan assets)		
Non-current	**65.26**	**46.86**
Current	**1.04**	**1.67**

The expected contribution to the defined benefit plan in future years ₹ 8.39 million (31 March 2022: ₹ 8.99 million).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: (₹ in millions)

	Year ended 31 March 2023	Year ended 31 March 2022
Investments with insurers	100.00%	100.00%

The economic and demographic assumptions used in determining gratuity obligations for the company's plans are shown below:

(₹ in millions)

	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate	5.87% to 7.31%	5.87% to 7.31%
Expected rate of return on assets	6.90% to 7.70%	6.90% to 7.70%
Expected rate of salary increase	6% to 10%	6% to 10%
Retirement age (in years)	58-60 years	58-60 years
Employee turnover :-		
- For service upto 5 years	3% to 15%	3% to 15%
- For service more than 5 years	1% to 15%	1% to 15%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The impact of sensitivity analysis due to changes in the significant actuarial assumptions on the defined benefit obligations is given in below table: (₹ in millions)

	Change in assumptions	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate	+ 1%	103.62	69.06
	-1%	192.99	131.45
Expected rate of salary increase	+ 1%	185.68	130.72
	-1%	100.62	69.28

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The above defined benefit plan exposes the Group to following risks:

Investment risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Market risk (interest risk):

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Longevity risk

The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material.

Actuarial risk:

Salary increase assumption

Actual salary increase that are higher than the assumed salary escalation, will result in increase to the obligation at a rate that is higher than expected.

Attrition/withdrawal assumption

If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the company and the financials assumptions.

Regulatory risk:

Any changes to the current Regulations by the Government, will increase (in most cases) or decrease the obligation which is not anticapated. Sometimes, the increase is many fold which will impact the financials quite significantly.

The following are expected future cash flows to the defined benefit plan (undiscounted): (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Year 1	8.39	5.05
Year 2	10.93	11.47
Year 3	11.59	5.92
Year 4	12.82	8.57
Year 5	8.35	9.19
Year 6 to 10	57.14	38.20
Above 10 years	369.30	222.72

c **Other long-term employee benefits**

An amount of ₹ 6.84 millions (31 March 2022 : ₹ 6.57 millions) pertains to expense towards compensated absences and included in “employee benefit expense”.

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45 Employee stock option plans

The Holding Company provides share-based payment schemes to employees of the Group. During the year ended 31 March 2023, Equity Settled ESOP Scheme 2012 (Scheme 2012) and Equity Settled ESOP Scheme 2018 (Scheme 2018) were in existence. The relevant details of the schemes and the grant are as below.

Equity Settled ESOP Scheme 2012 (Scheme 2012):

On 30 June 2012, the board of directors approved the Equity Settled ESOP Scheme 2012 (Scheme 2012) for issue of stock options to the eligible employees. According to Scheme 2012, two types of options were granted by the Holding Company to the eligible employees viz Growth and Thankyou option and were entitled to 2,194 and 292 options respectively. The options were subject to satisfaction of the prescribed vesting conditions, viz., continuing employment. However in case of growth options, in addition to this the board may also specify the certain corporate, individual or a combination performance parameters subject to which the option would vest.

Equity Settled ESOP Scheme 2018 (Scheme 2018):

Equity Settled ESOP Scheme 2018 (Scheme 2018) was approved by shareholders on 25 September 2018, for issue of stock options to the eligible employees. According to Scheme 2018, eligible employees will be granted 190,000 options. The options were subject to satisfaction of the prescribed vesting conditions, viz., continuing employment.

The other relevant terms of the grants in respect of both schemes outstanding as at 31 March 2023 (previous year 31 March 2022) are below:

	Scheme 2012 and Scheme 2018			
	Grant VI	Grant VIII	Grant IX	Grant X
Date of grant	16 August 2016	11 November 2020	9 June 2021	22 June 2021
Date of Board approval	05 August 2016	11 November 2020	9 June 2021	22 June 2021
Date of Shareholder's approval	05 August 2016	28 February 2021	25 September 2018	22 June 2021
Number of options granted	51,060	68,049	1,90,000	12,000
Method of settlement (Cash/Equity)	Equity	Equity	Equity	Equity
Vesting Period	Year 1-25% Year 2-25% Year 3-25% Year 4-25%	Year 1-100%	Year 1-100%	Year 1-100%
Exercise price	304.00	54.00	80.19	91.62
Fair value of shares at the time of grant (in INR)*	138.97	26.11	60.36	55.79

* The fair value of options granted has been determined as per the Black Scholes valuation model

The Holding Company had granted 51,060 options during the year ended 31 March 2017. The details of activities under Grant VI are summarized below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	-	-	12,765	304
Granted during the year	-	-	-	-
Forfeited/expired during the year	-	-	12,765	304
Exercised during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Holding Company had granted 68,049 options during the year ended 31 March 2021. The details of activities under Grant VIII are summarized below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	-	-	68,049	54.00
Granted during the year	-	-	-	-
Forfeited/expired during the year	-	-	-	-
Exercised during the year	-	-	68,049	54.00
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Holding Company had granted 190,000 options during the year ended 31 March 2023. The details of activities under Grant IX are summarized below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	1,90,000	80.19	-	-
Granted during the year	-	-	1,90,000	80.19
Forfeited/expired during the year	-	-	-	-
Exercised during the year	1,13,000	80.19	-	-
Outstanding at the end of the year	77,000	80.19	1,90,000	80.19
Exercisable at the end of the year	77,000	80.19	1,90,000	80.19

The weighted average remaining contractual life for option outstanding under Grant IX as at 31 March 2023 is 1.19 years.

The Holding Company had granted 12,000 options during the year ended 31 March 2022. The details of activities under Grant X are summarized below:

	31 March 2023		31 March 2022	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	12,000	91.62	-	-
Granted during the year	-	-	12,000	91.62
Forfeited/expired during the year	4,000	91.62	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	8,000	91.62	12,000	91.62
Exercisable at the end of the year	8,000	91.62	12,000	91.62

The weighted average remaining contractual life for option outstanding under Grant X as at 31 March 2023 is 1.23 years.

The expense recognised in the Statement of Profit and Loss arising from Scheme 2012 and Scheme 2018 amounted to ₹ 2.70 million (31 March 2022: ₹ 10.54 million).

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The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant VI 31 March 2017	Grant VIII 31 March 2021	Grant IX 31 March 2022	Grant X 31 March 2022
Dividend yield (%)	0.00%	0.31%	0.31%	0.31%
Expected volatility	16.41%	64.83%	71.54%	70.90%
Risk-free interest rate	6.86%	4.13%	4.51%	4.43%
Weighted average fair market price (₹)	376.00	62.00	115.55	116.15
Exercise price (₹)	304.00	54.00	80.19	91.62
Expected life of options granted in years	3.50	1.00	2.00	2.00
Weighted average fair value of option at the time of grant (₹)	138.97	26.11	60.36	55.79

Each vest has been considered as a separate grant with weights assigned to each vesting as per the vesting schedule. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised. The expected life has been calculated as an average of minimum and maximum life.

The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Holding Company's stock price on stock exchanges over these years has been considered.

46 Leases

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2023: (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of reporting year	**380.24**	**480.52**
Additions (refer note 4)	153.04	83.02
Deletions/adjustments	(38.39)	(61.59)
Amortisation expense (refer note 36)	(109.09)	(121.71)
Balance at the end of reporting year	**385.80**	**380.24**

Set out below are the carrying amounts of lease liabilities and the movements during the period: (₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance as at the beginning of reporting year	249.36	351.22
Additions	153.04	83.02
Accretion of interest	24.51	33.58
Deletion during the year	(38.39)	(61.59)
Lease concession	-	(0.86)
Gain on modification of lease	(10.35)	-
Payments	(130.66)	(156.01)
Balance as at the end of reporting year	**247.51**	**249.36**
Non-current	**167.08**	**145.15**
Current	**80.43**	**104.21**

Contractual maturities of lease liabilities

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
- Within one year	80.43	104.21
- 1-5 years	91.40	135.37
- More than 5 years	75.68	9.78
	247.51	**249.36**

The following are the amounts recognised in Statement of Profit or Loss:

(₹ in millions)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation expense of right-of-use assets	109.09	121.71
Interest expense on lease liabilities	24.51	33.58
Expense relating to other than non-current leases (included in other expenses) #	23.17	10.72
Lease concession	-	(0.86)
Gain on modification of lease	(10.35)	-
Total amount recognised in Statement of Profit or Loss	**146.42**	**165.15**

 # Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for current leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Total cash outflow for current leases and leases of low value for the year ended 31 March 2022 was ₹ 23.17 millions (31 March 2022 : ₹ 10.72 millions).

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

	No of right-of-use assets leased	Range of remaining term (in years)	Average remaining lease term	No of leases with extension options	No of leases with termination options
Buildings					
- 31 March 2023	51	0-9 years	1.64	9	None
- 31 March 2022	54	0-8 years	1.64	9	None
Land					
- 31 March 2023	3	51-52 years	51.04	None	None
- 31 March 2022	3	52-53 years	52.07	None	None

The Group has several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The aggregate depreciation on ROU assets has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

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47 Related party disclosure

a. Names of related parties and related party relationship

Related parties with whom transactions have taken place during the year:

Enterprises over which Key Management personnel or their relatives exercise significant influence	:	Hotel Tourist (Partnership firm)
	:	SC Hotel Tourist Deluxe Private Limited
	:	S Chand Properties Private Limited
	:	Shyam Lal Charitable Trust
Associates of Holding Company	:	Smartivity Labs Private Limited (upto 21 June 2022)
Key Management Personnel (KMP) & their relatives		
Mrs. Savita Gupta	:	Non- Executive Director
Mr. Himanshu Gupta	:	Managing Director
Mr. Dinesh Kumar Jhunjhnuwala	:	Whole-time Director
Mr. Gaurav Jhunjhnuwala	:	Non- Executive Director
Mr. Desh Raj Dogra	:	Non-Executive, Independent Director
Mrs. Archana Capoor	:	Non-Executive, Independent Director
Mr. Sanjay Vijay Bhandarkar	:	Non-Executive, Independent Director (ceased to be Director with effect from 10 November 2021)
Mr. Rajagopalan Chandrashekar	:	Non-Executive, Independent Director
Mr. Saurabh Mittal	:	Chief Financial Officer
Mr. Jagdeep Singh	:	Company Secretary
Relatives of KMP	:	Mr. Ravindra Kumar Gupta (father of Mr. Himanshu Gupta)
	:	Mrs. Neerja Jhunjhnuwala (wife of Mr. Dinesh Kumar Jhunjhnuwala)

b. Details of related party transactions

(₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Nature of transactions		
Expenses		
Purchase of goods and services		
SC Hotel Tourist Deluxe Private Limited	0.04	0.13
Hotel Tourist	-	0.01
Interest expenses		
S Chand Properties Private Limited	-	0.08
Other expenses		
S Chand Properties Private Limited	0.49	0.69
Rent paid		
S Chand Properties Private Limited	0.12	0.74
SC Hotel Tourist Deluxe Private Limited	11.09	10.44
Subtotal	**11.74**	**12.09**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Remuneration to KMP *		
Mr. Himanshu Gupta	23.92	18.67
Mr. Dinesh Kumar Jhunjhnuwala	18.18	14.68
Mr. Desh Raj Dogra	0.73	0.65
Ms. Archana Capoor	0.64	0.65
Mr. Sanjay Vijay Bhandarkar	-	0.35
Mr. Rajagopalan Chandrashekar	0.73	0.59
Mr. Saurabh Mittal	15.39	11.25
Mr. Jagdeep Singh	7.58	6.23
Subtotal	**67.17**	**53.07**
Reimbursement of expenses		
SC Hotel Tourist Deluxe Private Limited	0.04	0.07
Hotel Tourist	0.14	0.04
S Chand Properties Private Limited	2.18	0.05
Subtotal	**2.36**	**0.16**

b. **Details of related party balances** (₹ in millions)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Assets		
Investments		
Smartivity Labs Private Limited (refer note 38)	-	31.34
Subtotal	**-**	**31.34**
Loans		
Hotel Tourist	-	0.16
RKG Hospitalities Private Limited	0.29	0.29
S Chand Properties Private Limited	-	0.71
Subtotal	**0.29**	**1.16**
Security deposit		
SC Hotel Tourist Deluxe Private Limited	4.60	4.20
S Chand Properties Private Limited	-	0.24
Subtotal	**4.60**	**4.44**
Loans and advances to KMP and their relatives		
Mr. Saurabh Mittal	1.13	1.97
Ravindra Kumar Gupta	0.18	0.18
Subtotal	**1.31**	**2.15**
Liabilities		
Trade payables		
SC Hotel Tourist Deluxe Private Limited	-	0.02
Subtotal	**-**	**0.02**

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Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Employee related liabilities*		
Mr. Dinesh Kumar Jhunjhnuwala	0.49	0.09
Mr. Himanshu Gupta	0.99	0.24
Mr. Saurabh Mittal	0.76	0.29
Mr. Jagdeep Singh	0.43	0.38
Subtotal	**2.67**	**1.00**

Key managerial remuneration

	Year ended 31 March 2023	Year ended 31 March 2022
Short term employee benefits	67.17	53.07
Post-employment benefits*	-	-
Other long-term benefits*	-	-
	67.17	**53.07**

* Does not include gratuity and compensated absences, since the provision is based upon actuarial for the Group as a whole.

Terms of conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. The settlement of outstanding balances as at year end occurs in cash.

Refer notes 21 and 25 which describes borrowings that are secured against the personal guarantees from certain directors.

48 Contingent liabilities and commitments

A. Contingent liabilities

Claims against the Group not acknowledged as debts

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Claims made by direct tax authorities:		
Income tax demand (refer note 'a' to 'h' below)	252.48	176.68
Claims made by indirect tax authorities:		
Goods and service tax (refer note 'i' below)	-	4.19
VAT claim by U. P. VAT Act. (refer note 'j' below)	2.75	2.75
Others:		
Stamp duty (refer note 'k' below)	95.01	95.01
Registration fee (refer note 'k' below)	9.15	9.15
Export obligation outstanding (refer note 'l' below)	-	2.20

Notes:

a. In the Holding Company, in respect of Assessment Year 2015-16, a disallowance under section 36(1)(va) read with section 2(24)(x) of the Income Tax Act, a demand has been raised on account of disallowance of payment made towards employee's contribution to Provident Fund after the due date of payment but before the due date of filling return and disallowance of unexplained expenditure u/s 69 C of the Income Tax Act. The matter is pending with CIT (A). The amount involved is ₹ 0.72 million (31 March 2022: ₹ 0.72 million).

b. Vikas Publishing House Private Limited has received an intimation under section 143(1) of Income Tax Act, with the demand of ₹ 9.71 million whereas the company has claimed the refund of ₹ 1.52 million in Income Tax return for AY 2019-20. There is a difference of ₹ 11.23 million between self assessment in Income tax return and assessment as per Income tax CPC. The major reason for difference is due to the wrong tax rate charged by CPC. The company has filed the appeal with CIT(A) for the rectification in CPC assessment and the company believes that CIT (A) will allow the appeal and correct the deamand notice.

c. In Nirja Publishers & Printers Private Limited, during FY 2012-13, the company received demand notice from the income tax authorities requiring to pay additional tax of ₹ 39.47 million (31 March 2022: ₹ 39.47 million) for assessment year 2011-12. Demand pertains to disallowance of deduction under section 80IC of the Income Tax Act. The company has not paid any amount towards this demand. The matter has been decided in company's favour by ITAT and is currently pending with the High Court. The management is confident that the matter will be decided in company's favour.

d. In Nirja Publishers & Printers Private Limited, during FY 2014-15, the company received demand notice from the income tax authorities requiring to pay additional tax of ₹ 35.44 million (31 March 2022: ₹ 35.44 million) for assessment year 2012-13. Demand pertains to disallowance of deduction under section 80IC of the Income Tax Act. The company has not paid any amount towards this demand. The matter has been decided in company's favour by ITAT and is currently pending with the High Court. The management is confident that the matter will be decided in company's favour.

e. In Nirja Publishers & Printers Private Limited, during FY 2017-18, the company received demand notice from the income tax authorities requiring to pay additional tax of ₹ 1.92 million for assessment year 2018-19 u/s 156. The matter is pending at CIT(A).

f. In Chhaya Prakashani Limited, the company has some ongoing disputes with Income Tax Authorities relating to ₹ 11.21 million (31 March 2022: ₹ 14.72 million) owing to certain disallowances of expenses and non allowance of credit in advance tax and TDS payable. The company has recognised a contingent liability in respect of tax demands which are being contested by the company based on the management evaluation. The Company has paid tax under protest amounting ₹ 2.40 millions (31 March 2022: ₹ 2.40 millions).

g. In D S Digital Private Limited., a demand of ₹ 73.18 million (31 March 2022: ₹ 73.18 million) has been made for AY 2018-19 by the National E Assessment Centre in respect of various additions made in the order framed under section 143(3) read with section 143(3A) and 143(3B) of the Income Tax Act 1961. Assessee has filed an appeal before the National Faceless Appeal Centre and is hopeful that the demand will be cancelled.

h. In D S Digital Private Limited., a demand of ₹ 79.31 million (31 March 2022: Nil) has been made for AY 2020-21 by the National E Assessment Centre in respect of various additions made in the order framed under section 143(3) read with section 143(3A) and 143(3B) of the Income Tax Act 1961. Assessee has filed an appeal before the National Faceless Appeal Centre and is hopeful that the demand will be cancelled.

i. In Edutor Technologies Private Limited, during the FY 2020-21, the company has received demand order dated 5 March 2020 from Commissioner (Appeals) for a demand of ₹ 4.19 million. The company has appealed against such order in CESTAT and for this pre-deposit amount of ₹ 0.56 million is paid. During the current financial year, all the proceedings has been dropped off in this matter.

j. In DS Digital Private Limited, the company had received claim for levy of penalty U/S 54(1) of U P. VAT Act vide Appellate order by UP VAT Act for ₹2.75 million(31 March 2021: ₹ 2.75 million). The company has paid ₹ 1.10 million and booked under security deposit . The order has been set aside for re-adjudication.

k. During the year 2015-16, the Holding Company received notice under Indian Stamp Act, 1899 for non-payment of stamp duty on transfer of property on amalgamation and demerger held in the financial year 2011-12. The district registrar contented that order of Hon'ble High Court for amalgamation and demerger does not grants exemption in respect of payment of stamp duty.

During the year 2017-18, the Holding Company has also received a demand notice from the Sub-Registrar under section 80A of the Registration Act, 1908 wherein the authority has directed the Holding Company to pay additional registration fee of ₹ 9.15 million (31 March 2022: ₹ 9.15 million)

As per the legal opinion obtained, management is of the view that no liability would accrue on the Holding Company on account of such case. Accordingly, no provision has been made in the books of account for the same.

l. In Vikas Publishing House Pvt. Ltd., the company has the export obligation outstanding as on 31 March 2021, against which the company had saved the import duty of Nil (31 March 2022: ₹ 2.20 million).

m. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group also believes that the above issues, when finally settled, are not likely to have any significant impact on the financial position of the Group. The Group does not expect any reimbursements in respect of the above contingent liabilities.

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B. Commitments (₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Relating to export promotion capital goods commitment	20.48	20.48

49 Unhedged foreign currency exposure

The amount of foreign currency exposure that are not hedged by derivative instrument or otherwise as on 31 March 2023 and 31 March 2022 are as under: (₹ in millions)

	Foreign currency	Amount in foreign currency		Amount in INR	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Trade receivable	USD	0.30	0.32	24.31	24.12
	QAR	0.23	0.23	5.08	4.68
	AED	0.06	0.34	1.38	6.94
Trade payable	GBP	0.01	0.01	1.14	0.77
	USD	0.00	0.00	0.09	0.06

Exchange Rate for 1 USD = ₹ 82.18 (previous year 1 USD = ₹ 75.93)
Exchange Rate for 1 GBP = ₹ 101.49 (previous year 1 GBP = ₹ 99.30)
Exchange Rate for 1 QAR = ₹ 22.58 (previous year 1 QAR = ₹ 20.82)
Exchange Rate for 1 AED = ₹ 22.38 (previous year 1 AED = ₹ 20.64)

Refer note 50 for sensitivity analysis.

50 Financial Instruments:- Financial risk management objectives and policies

The Group's principal financial liabilities, comprise of loans and borrowings, trade and other payables . The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments in equity shares, advances to related party, trade and other receivables, security deposits, cash and short-term deposits that are derived directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Group. The board provides assurance to the shareholders that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Group is exposed to following type of market risk:-

a) interest rate risk,

b) foreign currency risk and

c) price risk

Financial instruments affected by market risk include borrowings and investments

The sensitivity analyses in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2023.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

a. Interest rate risk.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with fixed interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in millions)

	Increase/ decrease in basis points	Effect on profit before tax
As at 31 March 2023		
Borrowings	+0.50%	(4.44)
	-0.50%	4.44
As at 31 March 2022		
Borrowings	+0.50%	(3.93)
	-0.50%	3.93

b. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

The Group does not hedge its foreign currency exposure, however the sensitivity analysis is as given below for the currencies, in which Group has foreign exposure:

(₹ in millions)

	Changes in foreign currency rates	Effect on profit before tax
For the year ended 31 March 2022		
USD	+0.5%	0.12
	-0.5%	(0.12)
QAR	+0.5%	0.03
	-0.5%	(0.03)
AED	+0.5%	0.01
	-0.5%	(0.01)
Other foreign currency exposure	+0.5%	(0.01)
	-0.5%	0.01
For the year ended 31 March 2022		
USD	+0.5%	0.12
	-0.5%	(0.12)

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Notes to consolidated financial statements for the year ended 31 March 2023 *(Continued)*
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	Changes in foreign currency rates	Effect on profit before tax
QAR	+0.5%	0.02
	-0.5%	(0.02)
AED	+0.5%	0.03
	-0.5%	(0.03)
Other foreign currency exposure	+0.5%	0.00
	-0.5%	(0.00)

Refer note 49 for unhedged foreign currency exposure.

c. Price risk

Other price risk

The Group's investments are susceptible to market price risk arising from uncertainties about future values of the investment securities.

The price risk related to investment in mutual fund schemes is not significant considering the relatively short tenure of underlying portfolio of the mutual fund schemes in which the Group has invested.

The price risk related to investment in quoted equity instruments is not significant since such investments are not material.

The following table summarises the sensitivity to change in the price of investment in unlisted equity securities held by the Group:

	Changes in prices	Effect on profit before tax
For the year ended 31 March 2023		
Unlisted equity instruments	+15%	22.51
	-15%	(22.51)
For the year ended 31 March 2022		
Unlisted equity instruments	+15%	8.52
	-15%	(8.52)

Commodity risk

Commodity price risk arises due to fluctuation in prices of papers. The Group has risk management framework aimed at prudently managing the risk arising from volatility in the commodity prices. The Group's commodity risk is managed centrally through well established control processes. Further the selling price of finished goods fluctuates due to fluctuation in price of papers and the Group expects that the net impact of such fluctuation would not be material.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is not exposed to any significant credit risk from its operating activities (except trade receivables), including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The carrying amounts of financial assets represent the maximum credit risk exposure.

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of ₹ 373.85 millions (31 March 2022 ₹ 410.47 million) as of the reporting date is as follows:

(₹ in millions)

Age Bracket	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023						
Trade receivables (gross)	2,464.42	142.46	110.51	54.45	254.86	**3,026.70**
Less: Allowance for expected credit loss	(0.21)	(28.57)	(42.94)	(51.65)	(250.47)	**(373.85)**
Trade receivables (net)	**2,464.21**	**113.88**	**67.57**	**2.80**	**4.38**	**2,652.85**
Expected credit loss %	0%	20%	39%	95%	98%	12%
As at 31 March 2022						
Trade receivables (gross)	2,742.97	128.79	134.72	96.72	228.41	**3,331.61**
Less: Allowance for expected credit loss	(0.03)	(19.77)	(90.31)	(82.19)	(218.17)	**(410.47)**
Trade receivables (net)	**2,742.94**	**109.02**	**44.41**	**14.53**	**10.24**	**2,921.14**
Expected credit loss %	0%	15%	67%	85%	96%	12%

The movement in the allowance for expected credit loss in respect of trade receivables is as follows:

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	410.47	481.87
Additions/(write back) (net)	(12.78)	(6.78)
Write off (net of recovery)	(23.84)	(64.62)
Balance at the end of the year	**373.85**	**410.47**

C. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. The Group's approach to managing liquidity to ensure , as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group closely monitors its liquidity position and deploys a robust cash management system. The Group manages liquidity risk by maintaining adequate reserves, borrowing liabilities, by continuously monitoring forecast and actual cash flows, profile of financial assets and liabilities. It maintain adequate sources of financing including loans from banks at an optimised cost. The table below provides the details regarding contractual maturities of financial liabilities.

(₹ in millions)

	As at 31 March 2023	As at 31 March 2022
On Demand		
- Borrowings (excluding interest)	888.40	785.20
	888.40	**785.20**
Less than 1 year		
- Borrowings (excluding interest)	124.54	112.68
- Lease liabilities	80.43	104.21
- Trade payables	1,078.02	1,215.14
- Other financial liabilities	185.19	141.52

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Notes to consolidated financial statements for the year ended 31 March 2023 *(Continued)*

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	As at 31 March 2023	As at 31 March 2022
	1,468.18	**1,573.55**
More than 1 year		
- Borrowings (excluding interest)	255.09	673.89
- Lease liabilities	167.08	145.15
	422.17	**819.04**

Details of undrawn facilities of the Group from banks and financial institutions (fund based as well as non fund based): (₹ in millions)

	As at 31 March 2023	As at 31 March 2022
Working capital demand loans and cash credit	569.61	612.23
Non-fund based	35.57	35.57
	605.18	**647.80**

51 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Holding Company. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio less than 30%. The Group measures underlying net debt as total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents. For the purpose of capital management, total capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Group, as applicable.

Group's adjusted net debt to equity ratio as at 31 March 2023 is as follows: (₹ in millions)

Gearing Ratio	31 March 2023	31 March 2022
Borrowings (note 21 and 25) (including current maturities)	1,268.03	1,571.77
Less: cash and cash equivalents (note 16)	(768.53)	(608.91)
Adjusted net debt (A)	**499.50**	**962.86**
Equity	9,039.71	8,473.06
Total equity (B)	**9,039.71**	**8,473.06**
Total equity and net debt [C = (A+B)]	**9,539.21**	**9,435.92**
Gearing Ratio (A/C)	**5.24%**	**10.20%**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. During the year, there have been no breach of financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

52 Fair values

The Carrying values of financial instruments by categories is as under: (₹ in millions)

Particulars	31 March 2023			31 March 2022		
	Amortised cost	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI
Assets						
Non-current financial assets						
- Investments	-	152.52	-	-	59.21	-
- Other financial assets	83.49	-	-	44.03	-	-
Current financial assets						
- Investments	-	344.53	-	-	152.65	-
- Trade receivables	2,652.85	-	-	2,921.14	-	-
- Cash and cash equivalents	768.53	-	-	608.91	-	-
- Bank balances other than cash and cash equivalents	38.45	-	-	66.23	-	-
- Other financial assets	41.77	-	-	26.65	-	-
Non-current financial liabilities						
- Borrowings	255.09	-	-	673.89	-	-
- Lease liabilities	167.08	-	-	145.15	-	-
Current financial liabilities						
- Borrowings	1,012.94	-	-	897.88	-	-
- Lease liabilities	80.43	-	-	104.21	-	-
- Trade payables	1,078.02	-	-	1,215.14	-	-
- Other financial liabilities	185.19	-	-	141.52	-	-

The following assumptions/methods were used to estimate the fair values:

i.) The fair values of trade receivables, cash and cash equivalents, other current financial assets, trade payable and other current financial liabilities are considered to be same as their carrying values due to their short term nature.

ii.) Fair value of quoted financial instruments is based on quoted market price at the reporting date.

iii.) The carrying amount of other items carried at amortized cost are reasonable approximation of their fair value.

iv.) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of the quoted notes and bonds are based on price quotations at the reporting date.

Fair value measurement hierarchy for assets as at 31 March 2023: (₹ in Million)

	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable inputs(Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:			
Investment in:			
- Equity and preference shares	2.30	-	152.25
- Mutual funds	342.50	-	-

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Notes to consolidated financial statements for the year ended 31 March 2023 *(Continued)*

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Fair value measurement hierarchy for assets as at 31 March 2022: (₹ in Million)

	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:			
Investment in:			
- Equity and preference shares	2.22	-	58.95
- Mutual funds	150.69	-	-

Valuation inputs and relationships to fair value (₹ in Million)

Name of securities	Fair values		Valuation techniques/ methodology	Unobservable input
	As at 31 March 2023	As at 31 March 2022		
Investments in quoted financial instruments (Level 1)	344.80	152.91	The fair values are based on quoted market prices as at the reporting date.	Not applicable
Investments in unquoted equity instruments (Level 3)	152.25	58.95	Price of recent Investment (PRI method).	This is the transaction price of investment made near to year end.

53 As per requirement of Companies Act, 2013, following additional disclosure needs to be given in the notes to accounts for the year ended 31 March 2023 along with comparative numbers for 31 March 2022:

(₹ in millions)

	As at 31 March 2023							
	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss
Parent								
S Chand And Company Limited	8,108.69	89.70%	145.17	25.21%	(11.94)	56.42%	133.23	24.02%
Subsidiaries								
Indian								
Chhaya Prakashani Private Limited	1,384.49	15.32%	268.53	46.63%	(0.32)	1.50%	268.22	48.35%
Vikas Publishing House Private Limited	1,674.15	18.52%	141.09	24.50%	(7.09)	33.49%	134.00	24.16%
New Saraswati House (India) Private Limited	714.00	7.90%	96.80	16.81%	(5.24)	24.74%	91.56	16.50%
BPI (India) Private Limited	13.92	0.15%	7.20	1.25%	1.71	-8.09%	8.92	1.61%
Safari Digital Education Initiatives Private Limited	77.58	0.86%	14.21	2.47%	-	0.00%	14.21	2.56%
Blackie & Son (Calcutta) Private Limited	71.72	0.79%	(0.04)	-0.01%	-	0.00%	(0.04)	-0.01%
Nirja Publishers & Printers Private Limited	865.23	9.57%	33.02	5.73%	-	0.00%	33.02	5.95%
S. Chand Edutech Private Limited	(96.65)	-1.07%	(13.00)	-2.26%	(0.02)	0.08%	(13.01)	-2.35%

Name of the entity	As at 31 March 2023							
	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss
D S Digital Private Limited	(152.77)	-1.69%	(64.06)	-11.12%	(0.12)	0.58%	(64.18)	-11.57%
Indian Progressive Publishing Company Private Limited	30.58	0.34%	10.48	1.82%	-	0.00%	10.48	1.89%
Convergia Digital Education Private Limited	85.31	0.94%	(135.66)	-23.56%	0.97	-4.57%	(134.69)	-24.28%
Edutor Technologies India Private Limited	(61.86)	-0.68%	(31.78)	-5.52%	0.88	-4.16%	(30.90)	-5.57%
Non-controlling interest in all subsidiaries	83.55	0.92%	(84.44)	-14.66%	(0.00)	0.02%	(84.45)	-15.22%
Associates (Indian)								
Investment as per equity method	-	0.00%	(1.11)	-0.19%	-	-	(1.11)	-0.20%
Inter-company eliminations/adjustments	(3,758.22)	-41.57%	189.52	32.91%	-	-	189.52	34.16%
	9,039.71	**100.00%**	**575.92**	**100.00%**	**(21.17)**	**100.00%**	**554.75**	**100.01%**

(₹ in millions)

Name of the entity	As at 31 March 2022							
	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss
Parent								
S Chand And Company Limited	7,963.55	93.99%	88.70	110.33%	3.12	45.28%	91.82	105.19%
Subsidiaries								
Indian								
Chhaya Prakashani Private Limited	1,122.68	13.25%	175.21	217.92%	(0.48)	-6.97%	174.73	200.17%
Vikas Publishing House Private Limited	1,539.42	18.17%	51.90	64.55%	(1.53)	-22.21%	50.37	57.70%
New Saraswati House (India) Private Limited	542.12	6.40%	238.79	297.00%	1.79	25.98%	240.58	275.61%
BPI (India) Private Limited	2.55	0.03%	(10.80)	-13.44%	0.58	8.46%	(10.23)	-11.72%
Safari Digital Education Initiatives Private Limited	63.57	0.75%	102.13	127.02%	0.35	5.05%	102.48	117.40%
Blackie & Son (Calcutta) Private Limited	71.77	0.85%	0.45	0.56%	-	0.00%	0.45	0.52%
Nirja Publishers & Printers Private Limited	832.21	9.82%	24.30	30.23%	-	0.00%	24.30	27.84%
S. Chand Edutech Private Limited	(83.64)	-0.99%	(33.00)	-41.05%	0.28	4.02%	(32.73)	-37.50%
D S Digital Private Limited	(88.59)	-1.05%	27.35	34.02%	0.09	1.26%	27.44	31.44%
Indian Progressive Publishing Company Private Limited	20.10	0.24%	2.61	3.24%	-	0.00%	2.61	2.99%

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Name of the entity	As at 31 March 2022							
	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss
Convergia Digital Education Private Limited	198.00	2.34%	(72.99)	-90.79%	0.29	4.26%	(72.70)	-83.29%
Edutor Technologies India Private Limited	(16.98)	-0.20%	(15.75)	-19.58%	0.98	14.30%	(14.76)	-16.91%
Non-controlling interest in all subsidiaries	158.64	1.87%	(31.45)	-39.12%	1.42	20.56%	(30.03)	-34.40%
Associates (Indian)								
Investment as per equity method	31.34	0.37%	(5.26)	-6.54%	-	-	(5.26)	-6.03%
Inter-company eliminations/adjustments	(3,883.67)	-45.84%	(461.78)	-574.36%	-	-	(461.78)	-529.02%
	8,473.06	**100.00%**	**80.40**	**100.00%**	**6.89**	**100.00%**	**87.29**	**100.00%**

54 The Group had filed Draft Composite Scheme of Arrangement on 9 January 2018 having an appointed date of 1 April 2017, amongst Blackie & Son (Calcutta) Private Limited ("Blackie"), Nirja Publishers & Printers Private Limited ("Nirja"), DS Digital Private Limited ("DS Digital"), Safari Digital Education Initiatives Private Limited ("Safari Digital") and S Chand And Company Limited ("S Chand") and their respective shareholders and creditors (Composite Scheme) with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 ("SEBI Circular"). The Scheme inter alia includes amalgamation of Blackie and Nirja with and into S Chand, demerger of the education business of DS Digital & Safari Digital with and into S Chand and amalgamation of residual business (after demerger) of DS Digital with and into Safari Digital. The Group had filed the Scheme with NCLT. Respective creditors and shareholders have approved the Composite Scheme and thereafter the Group has filed a second motion application with NCLT for approval of the Composite Scheme. NCLT vide its order dated 31 January 2023 has reserved its order in the aforesaid Composite Scheme and pronouncement of NCLT order is awaited.

55 The Shareholders of Vikas Publishing House Private Limited (transferee) and Rajendra Ravindra Printers Private Limited (transferor) (RRPL), a subsidiary of S Chand And Company Limited (SCCL), had approved a scheme of amalgamation (the scheme) u/s 391-394 of the Companies Act, 1956 and applicable provisions of Companies Act 2013 (to the extent applicable). In accordance with the scheme RRPL merged with the company w.e.f. 1 April, 2014. The Hon'ble Delhi High Court had given its approval to the Scheme on 18 February 2016 and order was received by the company on 7 April 2016. The approved scheme was filed with the Registrar of Companies on 27 April 2016 and the Scheme became effective from such date. Assets and liabilities, rights and obligation of the RRPL were transferred into the company (as provided in the Scheme).

During FY 2012-13, Rajendra Ravindra Printers Private Limited ""Amalgamating Company"" had sold its certain land and building (acquired in 1972) to its wholly owned subsidiary, and claimed exemption under section 47(iv) of Income Tax Act, 1961 ("IT Act"). However, by virtue of merger of RRPL, the subsidiary company ceases to be wholly owned subsidiary of RRPL before expiry of 8 years from the date of transfer, accordingly, capital gains claimed as exempt under section 47(iv) of IT Act, would now be taxable in the year of transfer due to trigger of section 47A of IT Act. Considering this, tax liability for ₹ 33.51 million has been recognised in the books of accounts. The company had filed an application with the department.

56 Segment reporting

Basis of segmentation:

The Group's primary business segment is reflected based on principal business activities carried on by the Group.The Managing Director has been identified as being the Chief Operating Decision Maker ('CODM') and evaluates the Group's performance and allocates resources based on analysis of the various performance indicators of the Group as a single unit.As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Group operates in one reportable business segment i.e., publishing of books.

Georaphical information:

The geographical information analyses the Group's revenue and trade receivables from such revenue in India and other countries. In presenting the geographical information, segment revenue and receivables has been based on the geographical location of the customer.

a) Revenue:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic	6,089.36	4,797.83
Overseas	13.88	11.47
	6,103.24	**4,809.30**

b) Trade receivables:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic	2,622.08	2,885.40
Overseas	30.77	35.74
	2,652.85	**2,921.14**

c) Non-current assets:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Domestic#	5,640.71	5,810.78
Overseas	-	-
	5,640.71	**5,810.78**

excluding deferred tax assets, income tax assets and other financial assets.

57 Figures for the previous year's have been regrouped/reclassified, wherever necessary, to correspond with the current year's classifications/disclosures. The impact of such reclassifications/regrouping is not material to the consolidated financial statements.

58 Other statutory information

(i) No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Group does not have transactions with companies struck-off from Register of Companies.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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(v) The Group has not received any funds from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vii) The Group is not declared wilful defaulter by any bank or financial institution or government or any government authority.

59 The consolidated financial statements were approved for issue by the board of directors on 30 May 2023.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Walker Chandiok & Co LLP Chartered Accountants Firm Registration No.: 001076N/N500013	For and on behalf of the Board of Directors of S Chand And Company Limited			
Sd/- **Tarun Gupta** Partner Membership No.: 507892	Sd/- **Himanshu Gupta** Managing Director DIN: 00054015	Sd/- **Dinesh Kumar Jhunjhnuwala** Director DIN: 00282988	Sd/- **Saurabh Mittal** Chief Financial Officer	Sd/- **Jagdeep Singh** Company Secretary
Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023	Place : New Delhi Date : 30 May 2023

S Chand And Company Limited
(CIN: L22219DL1970PLC005400)
Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044
Email: investors@schandgroup.com | Website: www.schandgroup.com
Tel: +91 11 49731800 | Fax: +91 11 49731801

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting ("**AGM**") of Members of S Chand And Company Limited ("**Company**") will be held on Tuesday, 26th September, 2023 at 11:30 A.M. through video conferencing to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of Auditors thereon.
3. To declare a final dividend of Rs. 3/- per equity share for the financial year ended March 31, 2023.
4. To appoint a director in place of Ms. Savita Gupta (DIN: 00053988), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

5. **To consider and approve regularization and re-appointment of Mr. Rajagopalan Chandrashekar (DIN:03634002) as an Independent Director of the Company**

   To consider and if thought fit, to pass the following as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of The Companies Act, 2013 ("**the Act**") and The Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajagopalan Chandrashekar (DIN: 03634002), who was appointed as an Additional Director (Independent) on July 20, 2023 as per section 161 of the Act and Articles of Association of the Company to hold office upto the conclusion of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all acts and to take all such steps as may be necessary or expedient to give effect to this resolution."

6. **To consider and approve S Chand - Employees Stock Option Plan 2023**

   To consider and if thought fit, to pass the following as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 (the "**Companies SCD Rules**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [including any modification(s) thereof or supplement(s) thereto] ("**the SEBI SBEB and Sweat Equity Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) thereof or supplement(s) thereto] ("**the SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company [hereinafter referred to as "the **Board**" which term shall be deemed to include the Nomination and Remuneration Committee ("**the Committee**")], the consent of the shareholders be and is hereby accorded to introduce and implement the **'S Chand - Employee Stock Option Plan 2023' ("the ESOP 2023")**, the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (hereinafter collectively referred to as "**Employee(s)**") selected on the basis of criteria decided by the Committee under the ESOP 2023, such number of stock options convertible into Equity Shares of the Company ("**Options**"), in one or more tranches, not exceeding 3,00,000 (Three Lakh Only) equity shares of face value of Rs. 5/- each (Rupees Five), at such price and on such terms and conditions as may be fixed or determined by the Committee in accordance with the provision of the ESOP 2023 and all provisions of applicable laws.

RESOLVED FURTHER THAT the ESOP 2023 may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to exercise the options granted to them in accordance with the provisions of the Act / SEBI (SBEB and Sweat Equity), Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP 2023 and the exercise price of Options granted under the ESOP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- (Rupees Five) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the ESOP 2023.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, the SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Committee is authorised to formulate, evolve, decide upon and implement ESOP 2023, determine the detailed terms and conditions of the aforementioned ESOP 2023 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOP 2023 and as the Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of the ESOP 2023.

RESOLVED FURTHER THAT the Board / Committee is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP 2023 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP 2023 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP 2023 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / the Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP 2023 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation / Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary in this regard."

7. **Extension of S Chand - Employees Stock Option Plan 2023 to the employees of Company's Associate Company(ies), Group Company(ies), Subsidiary Company(ies) and holding company [present or future]**

   To consider and if thought fit, to pass the following as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 (the "**Companies SCD Rules**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [including any modification(s) thereof or supplement(s) thereto] ("**the SEBI SBEB and Sweat Equity Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) thereof or supplement(s) thereto) ("**the SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company [hereinafter referred to as "the **Board**" which term shall be deemed to include the Nomination and Remuneration Committee ("**the Committee**")], the consent of the members be and is hereby accorded to extend the benefits of **'S Chand - Employee Stock Option Plan 2023' ("the ESOP 2023")** proposed in the resolution number [6] above to the eligible Employees and Directors of the Company's subsidiary company(ies), group company(ies), associate company(ies) and holding company (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and / or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Committee, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Committee in accordance with the ESOP 2023.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board / the Committee be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2023 from time to time or to suspend, withdraw or revive the ESOP 2023 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / the Committee be authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

By Order of the Board
S Chand And Company Limited

Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028

Date: August 11, 2023
Place: New Delhi

Notes:

1. **The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 ("the Act"), which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the special businesses as set out under Item No. 5, 6 & 7, being considered unavoidable, be transacted at the AGM.**

2. **Pursuant to the Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 ("MCA Circulars"), the Company is convening this AGM through video conferencing without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.**

3. **Pursuant to the provisions of the Act, a member is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through video conferencing pursuant to the MCA Circulars, the physical attendance of members has been dispended with. Accordingly, the facility of appointing proxies by the members will not be available for the AGM.**

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its board resolution or governing body resolution / authorization etc., authorizing its representative to attend, vote during the meeting through video conferencing on its behalf or to vote through remote e-voting. The said resolution / authorization shall be sent to the Company at investors@schandgroup.com and / or to its RTA at instameet@linkintime.co.in.

5. Members may avail the nomination facility as provided under Section 72 of the Act.

6. Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the information about the Directors proposed to be re-appointed is given in the **Annexure I** to this Notice.

7. The Company hereby requests members to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, Bank details etc. to their respective Depository Participant(s).

8. Members may note that the Board, at its meeting held on May 30, 2023, has recommended a final dividend of Rs. 3/- per equity share to the equity shareholders of the Company for the financial year 2022-23. The record date for the purpose of final dividend for financial year 2022-23 is September 19, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid from October 01, 2023,

electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depository participant(s) to receive the dividend directly into their bank account on the payout date.

Members may please note that their bank details and addresses as furnished by the respective depository participant(s) to the Company will be considered for remittance of dividend as per the applicable regulations of the depository participant(s) and the Company will not be able to entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members are requested to update their Electronic Bank Mandate with their respective depository participant(s).

9. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS)/withholding tax at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the IT Act.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed Rs. 5,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil TDS/withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be uploaded on the Company's RTA portal at https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html latest by Monday, September 25, 2023. Members are requested to visit https://web.linkintime.co.in/

formsreg/submission-of-form-15g-15h.html, select the name of the Company, enter DP / Client ID & PAN and then upload the required documents. No communication on the tax determination / deduction shall be entertained thereafter.

TDS certificates in respect of tax deducted, if any, can be subsequently viewed by the members in Form 26AS by logging in with their credentials (with valid PAN) at TRACES https://www.tdscpc.gov.in/app/login.xhtml or the e-filing website of the Income Tax department of India https://www.incometax.gov.in/home.

Members are requested to address all correspondence, including dividend-related matters, to Registrar and Transfer Agent, Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or email at delhi@intime.co.in.

10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above, or with the Company Secretary, at the Company's Registered Office. Pursuant to Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at www.schandgroup.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.

11. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2023 are being sent to all the members whose email IDs are registered with the depository participant(s) as on August 24, 2023. Please note that pursuant to the aforesaid MCA Circulars and the Securities and Exchange Board of India circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 there would not be any physical dispatch of notice of AGM and Annual Report through post / courier. The members may further note that the notice of AGM and Annual Report for the financial year ended March 31, 2023 will also be available on the Company's website at www.schandgroup.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of Link Intime India Private Limited at https://instavote.linkintime.co.in.

12. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. 11:15 A.M. to 11.45 A.M. and will be available for at least 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation by shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnels and auditors.

13. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.

14. Voting through electronic means:

    I. The Company, in compliance of provisions of Section 108 of the Act, Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 52nd AGM by remote e-voting or through an electronic voting system during the meeting.

    II. The facility of casting votes by members using an electronic voting system and remote e-voting will be provided by Link Intime India Private Limited ("Link Intime").

        (i) The remote e-voting period begins on Friday, September 22, 2023 at 9:00 A.M. and ends on Monday, September 25, 2023 at 5:00 P.M. During this period members of the Company, holding shares, as on the cut-off date of **September 19, 2023**, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter.

        (ii) The instructions for e-voting are given in the **Annexure II** to this Notice.

    III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    IV. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

15. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

16. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 19, 2023 may follow steps mentioned in the Notice under 'Instructions for e-voting.

17. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

18. Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the members through electronic mode during the AGM.

19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts.

20. Mr. R. S. Bhatia, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process during the AGM in a fair and transparent manner.

21. The Scrutinizer after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

22. The results declared along with the scrutinizer's report shall be displayed at the Registered Office of the Company and uploaded on the Company's website at www.schandgroup.com as well as on the website of Link Intime after the same is declared by the Chairman/ authorized person. The results shall also be simultaneously forwarded to the stock exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Rajagopalan Chandrashekar (DIN: 03634002) was appointed as an independent director of the Company pursuant to Section 149 of The Companies Act, 2013 ("**the Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Appointment Rules**"), by the members at the annual general meeting held on September 25, 2018, to hold office for a period of five consecutive years i.e. up to July 22, 2023.

The Nomination and Remuneration Committee at its meeting held on July 20, 2023 after taking into account the performance evaluation of Mr. Rajagopalan Chandrashekar during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board of Directors ("**Board**") his:

- Appointment as additional director in the capacity of Independent Director of the Company to hold office upto the conclusion of this Annual General Meeting; and
- Re-appointment as Independent Director for a second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

The Nomination and Remuneration Committee has considered his diverse skills, leadership capabilities, expertise in strategic planning, risk management, and vast business experience, among others, as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mr. Rajagopalan Chandrashekar possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence, it is desirable to continue to avail his services as an independent director.

Pursuant to section 161 of the Act and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 20, 2023 appointed Mr. Rajagopalan Chandrashekar as an Additional Director (Independent) of the Company to hold office upto the conclusion of this Annual General Meeting and recommended the re-appointment of Mr. Rajagopalan Chandrashekar as an independent director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from July 23, 2023 till July 22, 2028.

In accordance with the provisions of Section 149 and Schedule IV of the Act, an independent director shall hold office for a term up to 5 (Five) consecutive years on the Board of a Company, but shall be eligible for re-appointment based on report of performance evaluation and on passing of a special resolution by the Company.

Mr. Rajagopalan Chandrashekar fulfills the requirements of an independent director as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received all statutory disclosures / declarations from Mr. Rajagopalan Chandrashekar. The Company has also received a notice under Section 160 of the Act from a member, proposing candidature of Mr. Rajagopalan Chandrashekar to the office of independent director. In the opinion of the Board, and based on its evaluation, Mr. Rajagopalan Chandrashekar fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for his reappointment as an independent director of the Company and he is independent of the management of the Company.

Mr. Rajagopalan Chandrashekar is not debarred from holding the office of Director pursuant to any SEBI order.

A copy of the letter for the re-appointment of Mr. Rajagopalan Chandrashekar as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on all working days up to Tuesday, September 26, 2023 at the registered office of the Company.

The resolution seeks the approval of members for the re-appointment of Mr. Rajagopalan Chandrashekar as an independent director of the Company up to July 22, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and his office shall not be liable to retire by rotation. In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Your Board recommends the proposed special resolution set out at Item No. 5 for your approval.

None of the Directors, Key Managerial Personnel and/ or their relatives except Mr. Rajagopalan Chandrashekar to whom the resolution relates, are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the accompanying notice.

Brief Resume

Rajagopalan Chandrashekar
Independent Director

Mr. Rajagopalan Chandrashekar is an Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai.

He was appointed as an Independent Director of our Company on July 23, 2018. He works in the domain of inbound marketing and consulting. He is the Managing Director of Pragmatic Learning Private Limited.

Age: 45 Years

Nature of expertise in specific functional areas: He has 20 (Twenty) years of experience in strategy, corporate planning and business development.

Other details are mentioned in Annexure I

Item No. 6 & 7

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented, and competent personnel in the company. Your Company believes in rewarding its employees including employees of holding company, its subsidiary company (ies) and/ or associate company(ies), group company(ies) [present or future] for their continuous hard work, dedication, and support, which has led and will lead the Company on the growth path.

Keeping in line with the above, "S Chand - Employees Stock Option Plan 2023" ("**the ESOP 2023 / Scheme**") has been formulated by the Company and pursuant to the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["**the SEBI (SBEB and Sweat Equity) Regulations**"] and other applicable laws, the ESOP 2023 will be implemented by the Nomination and Remuneration Committee ("**the Committee**") constituted under Section 178 of the Companies Act, 2013 & Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On the recommendation and approval of the Committee, the ESOP 2023 has been approved by the Board of Directors in its Meeting held on August 11, 2023, subject to the approval of the Members of the Company.

The ESOP 2023 will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee.

Details of information required to be provided pursuant to Regulation 6(2) read with Part C of Schedule I of SEBI (SBEB and Sweat Equity) Regulations are as under:

a) Brief description of the scheme

The ESOP 2023 has been formulated to reward the eligible and potential employees who are in the employment of the Company and/or its subsidiary company(ies), group company(ies), associate company(ies) and holding company (whether now or hereafter existing), whether incorporated in India or overseas, as the case may be, from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time, whether working in India or out of India and to the Directors of the Company and/or its subsidiary company(ies), group companydies), associate company(ies) and holding company (present or future) for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the ESOP 2023 to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future.

b) The total number of Options to be granted

The total number of Options that may, in the aggregate, be issued to the employees of the Company and its group company(ies), subsidiary(ies), associate(s) and holding company (present or future) under the ESOP 2023, shall not exceed 3,00,000 (Three Lakh Only) Employee Stock Options, in one or more tranches, convertible into not more than 3,00,000 (Three Lakh Only) Shares of face value of Rs. 5/- (Rupees Five) each fully paid-up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

The SEBI (SBEB and Sweat Equity) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling of shares shall be deemed to be increased to the extent of such additional equity shares issued.

If an Employee Stock Option (Vested or Unvested) expires, lapses, cancelled, surrendered or becomes un-exercisable due to any reason/s, it shall be brought back to the Employee Stock Options pool and shall become available for future grants. The Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of the ESOP 2023.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Following class/classes of employees are entitled to participate in the ESOP 2023:

i) All employees of the Company exclusively working in India or out of India;

ii) Directors of the Company (whether Whole time Director or not) including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; and

iii) All employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include-

- an employee who is a Promoter or a person belonging to the Promoter group; and
- a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the ESOP 2023 shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Committee in its sole discretion from time to time.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as an Employee continues to be in the employment of the Company or the holding company, associate company, group company or its subsidiary company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (One) year.

Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the Death or Permanent Incapacity.

The vesting dates in respect of the Options granted under the ESOP 2023 may vary from employee to employee or any class thereof and/or in respect of the number or percentage of Options granted to an employee.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	Death	All Vested Options, granted under the ESOP 2023 to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Option Grantee's Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Option Grantee's Death.

Sr. No.	Separations	Vested Options	Unvested Options
6	Permanent Disability	All Vested Options, granted to him/her under the ESOP 2023 as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is himself/herself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself/herself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

* In case of any regulatory changes warranting any change in vesting schedule/conditions/exercise period in any of the above separation conditions, the provision of such change shall apply.

** The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Laws, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the ESOP 2023, in any manner which may be detrimental to the interests of the employees.

In the event that an employee, who has been granted benefits under the ESOP 2023, is transferred or deputed to a subsidiary or holding or Associate Company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

In the event that an employee who has been granted benefits under the ESOP 2023, is transferred pursuant to Scheme of arrangement, amalgamation, merger or demerger or continued in the existing Company, prior to the vesting or exercise, the treatment of Options in such case shall be specified in such Scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (Five) years from the date of grant of Options, unless otherwise decided by the Committee.

The Committee shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year), the right to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

"Exercise Price" means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of the ESOP 2023.

The Exercise Price shall be as may be decided by the Committee as per the provisions of the Companies Act, and the SEBI (SBEB and Sweat Equity) Regulations., which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant. Further, the Exercise Price can be different for different set of employees for Options granted on same / different dates.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid / payable, if any, by the employee at the time of the grant, vesting or exercise of the Options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than 3 (Three) years from the date of respective vesting of Options. The Options vested may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested Options shall be exercisable by the employees by a written application (or by electronic means through a software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse, if not exercised within the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board / Committee may decide.

h) Appraisal Process for determining the eligibility of employees to the Scheme

The appraisal process for determining the eligibility of the employee will be specified by the Committee and will be based on criteria such as the grade of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or by any such criteria that may be determined by the Committee.

i) Maximum number of options to be offered per employee and in the aggregate

The maximum number of Options to be granted per employee per grant and in aggregate shall not exceed 10 (Ten) percent of the total Stock Options in the ESOP 2023.

However, the maximum number of Options that may be granted to identified employees in any one year and in aggregate under ESOP 2023 shall not be equal to or exceeding 1% of the issued Capital (excluding outstanding warrants and conversions) of the Company, if the prior specific approval from Members of the Company through a special resolution to this effect is not obtained.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2023

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted per employee, per grant and in aggregate.

No benefit other than grant of Options under ESOP 2023, and any consequential grant of equity shares of the Company is contemplated under ESOP 2023. Therefore, the maximum quantum of benefits under ESOP 2023 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

k) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the superintendence of the Nomination and Remuneration Committee of the Board.

l) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

m) Disclosure and accounting policies

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the SEBI (SBEB and Sweat Equity) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

n) The amount of loan to be provided for implementation of the ESOP 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2023

Not Applicable

p) Method of Valuation

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';

q) Period of lock-in

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Committee, may, in some cases, provide for lock-in of Shares issued upon the exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

r) Terms & conditions for buyback, if any, of specified securities covered under these regulations

The Board/Committee shall make the procedure for buy-back of specified securities issued under the SEBI (SBEB and Sweat Equity) Regulations, if to be undertaken at any time by the company and the applicable terms and conditions, including:

(i) permissible sources of financing for buy-back;

(ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

(iii) limits upon quantum of specified securities that the Company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

s) Transferability of Employee Stock Options

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death and permanent in-capacitance of the Option grantee, the right to exercise all the Options granted to him/her till such date shall be vest in his/her legal heirs or nominees.

t) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the Members a certificate from the Secretarial Auditors of the Company that the ESOP 2023 has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

u) Rights of the option holder

The employee shall not have a right to receive any dividend or to vote or in any manner or enjoy the benefits of a Shareholder in respect of Employee Stock Options granted, till Shares underlying such Employee Stock Options are allotted by the Company on exercise of such Employee Stock Options.

No grant of option give the Option Grantee any right or status of any kind as a Shareholder of the Company (for example, bonus Shares, rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Employee Stock Options and becomes a registered holder of the Shares of the Company.

v) Consequence of failure to exercise option

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

Any amount paid/payable, if any, by the Employee at the time of the grant, vesting or exercise of the Options will be forfeited if the Employee does not exercise the same within the exercise period.

w) Other Terms of the scheme:

(1) The Company may by special resolution of its shareholders vary the terms of the ESOP 2023 but not yet exercised by the Employees, if such variation is not prejudicial to the interests of the Employees.

Notwithstanding the above, the Company shall be entitled to vary the terms of the ESOP 2023 to meet any regulatory requirement without seeking shareholder's approval by special resolution.

(2) The notice for passing a special resolution for variation of terms of the ESOP 2023 shall disclose full details of the variation, the rationale therefore, and the details of the employees who are beneficiaries of such variation.

(3) The Company may reprice the Options, which are not exercised, whether or not they have been vested, if the ESOP 2023 were rendered unattractive due to fall in the price of the Shares in the stock market; Provided that the Company ensures that such repricing is not detrimental to the interests of the employees and approval of the shareholders by a special resolution has been obtained for such repricing.

(4) The Board/ Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP 2023, subject to compliance with the Applicable Laws and Regulations. Further, the Committee shall be entitled to vary the terms of the ESOP 2023 to meet any regulatory requirement without seeking Shareholder's approval by special resolution in terms of Regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.

(5) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/ Committee any of the option grantee/s act against the business interest of the Company, then the Board/Committee shall have exclusive power to cancel the options granted to such option grantee/s.

(6) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/Committee the performance of any of the option grantee/s is not satisfactory/acceptable, then the Board/Committee shall have exclusive power to cancel the options granted to such option grantee/s.

(7) Post grant of options to the employees and before the exercise of such options (whether vested or unvested), if in the opinion of Board/ Committee the performance of any of the option grantee/s is not satisfactory/acceptable and that such option grantee is given notice to improve his/her performance within specific time period and in the interim in case of death or permanent incapacitance of such option grantee/s, the provisions under point 5 and 6 of Clause 7.2 (b) of the ESOP 2023 shall not apply.

(8) The equity shares may be allotted directly to the Option grantees in accordance with the ESOP 2023.

Subject to Applicable Laws, the Company may fund or permit the empanelled stock brokers to make suitable arrangements to fund the Employee for payment of exercise price, the amount necessary to meet his/her tax obligations and other related expenses pursuant to exercise of Options granted under the ESOP 2023 and such amount shall be adjusted against the sale proceeds of some or all the Shares of such employee.

Subject to the provisions of Applicable Laws, including the Companies Act, the Company may at its sole discretion provide financial assistance to the employees of such amounts and on such terms as may be deemed fit, to enable them to Exercise the Options.

In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

In term of the provisions of Regulation 6 of the SEBI (SBEB and Sweat Equity) Regulations and Section 62 (1)(b) of the Act, as amended from time to time, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 6 & 7 of this Notice.

A copy of the ESOP 2023 will be available electronically for inspection by the members during the AGM and will also be available for inspection by the members during normal business hours on all working days up to Tuesday, September 26, 2023 at the registered office of the Company.

Your Directors recommend the resolutions set out in Item No. 6 and 7 of the Notice for adoption by the Members as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions no. 6 and 7, except to the extent of their shareholding entitlements, if any, under the ESOP 2023.

By Order of the Board

Sd/-
Jagdeep Singh
Company Secretary
Membership No. A15028
Date: August 11, 2023

Registered Office:
A-27, 2nd Floor,
Mohan Co-operative Industrial Estate,
New Delhi-110044
Tel:+91 11 49731800
Fax:+91 11 49731801
Website: www.schandgroup.com
E-mail: investors@schandgroup.com

ANNEXURE I TO NOTICE

Details of Director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Ms. Savita Gupta (DIN: 00053988)	Mr. Rajagopalan Chandrashekar (DIN:03634002)
Date of Birth	27/10/1949	07/09/1977
Age	73 Years	46 Years
Date of first appointment on the Board	20/10/1989	23/07/2018
Qualifications	Bachelor and Master Degree in English Literature	Industrial Engineer from NIT Jalandhar and a management graduate from NITIE Mumbai.
Nature of expertise in specific functional areas	More than 33 years of experience in the publishing industry.	20 years of experience in strategy, corporate planning and business development.
Disclosure of relationships between directors inter-se	She is mother of Mr. Himanshu Gupta, Managing Director	Not applicable
No. of shares held in the Company	12,18,617 Equity Shares	Nil
Directorships in other Companies	**Listed Companies – Nil** **Unlisted Companies –** – Vikas Publishing House Private Limited – Nirja Publishers & Printers Private Limited – Shaara IT Services Private Limited – S. Chand Hotels Private Limited – SC Hotel Tourist Deluxe Private Limited	**Listed Companies – Nil** **Unlisted Companies –** – Chhaya Prakashani Limited – Pragmatic Learning Private Limited – New Saraswati House (India) Private Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies)	**S Chand And Company Limited** – Stakeholder Relationship Committee - Chairman	**S Chand And Company Limited** – Audit Committee - Member – Nomination And Remuneration Committee - Member – Stakeholder Relationship Committee - Member – Risk Management Committee - Chairman **New Saraswati House (India) Private Limited** – Corporate Social Responsibility Committee - Member **Chhaya Prakashani Limited** – Corporate Social Responsibility Committee - Member
Terms and Condition of appointment / re-appointment	Non-Executive Director liable to retire by rotation	Independent Director not liable to retire by rotation
Remuneration to be paid	Nil	Only Sitting fees for attending meeting of Board / Committee to be paid
Remuneration last drawn	Nil	Only Sitting fees was paid for attending meeting of Board / Committee
Number of Board meeting attended during the year	2 out of 6	6 out of 6

ANNEXURE II TO NOTICE

Instructions for Shareholders/Members to attend the meeting through InstaMeet:

1) Shareholders/Members are entitled to attend the meeting through video conferencing provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the meeting through video conferencing shall be open 15 (Fifteen) minutes before the time scheduled for the meeting and will be available to the Members on first come first serve basis.

2) Shareholders/Members are requested to participate on first come first serve basis as participation through video conferencing is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, and Auditors etc. will be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time. Participation will provided to at least 1000 members.

3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the meeting as under:

   Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and click on Login

   (i) Select the 'Company' and 'Event Date' and register with your following details:

      a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
         - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
         - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
         - Shareholders/members holding shares in **physical form shall provide Folio Number registered with the Company**

      b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

      c. Mobile No.: Enter your mobile number.

      d. Email ID: Enter your email id, as recorded with your DP/Company.

   (ii) Click "Go to Meeting" - (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notes:

a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
c) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.
d) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/Members to register themselves as Speakers during Meeting:

1) Shareholders/ Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, email id, mobile number 3 days in advance at investors@schandgroup.com.
2) The first 10 (Ten) Speakers on first come basis will only be allowed to express their views / ask questions during the meeting.
3) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
5) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
6) Shareholders/ Members, who would like to ask questions, shall send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@schandgroup.com. The same will be replied by the Company suitably.
7) Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

Note:

Those shareholders / members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Instructions for Shareholders/Members to Vote during the meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through remote e-Voting prior to the meeting will be eligible to attend/participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/Members to Vote through remote e-voting:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name i.e. Link Intime and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. Link Intime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	• Existing user who have opted for EASI / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then use your existing my EASI username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for EASI / Easiest, option to register is available at www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. Linkintime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode - evoting service Provider is LINKINTIME

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
   - ▶ Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

   A. User ID: Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

   Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   - Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
   - *Shareholders holding shares in **NSDL form**, shall provide 'D' above*
   - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   - ▶ Click "confirm" (Your password is now generated).
2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/Against'** (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

7. After selecting the desired option i.e. Favour/Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at https://instavote.linkintime.co.in and register themselves as '**Custodian/Mutual Fun/Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Website of Link Intime: https://instavote.linkintime.co.in
- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/members is having valid email address, Password will be sent to his /her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 49186000.

Information at a glance

Sl. No.	Particulars	Details
1.	Time and date of Annual General Meeting	Tuesday, 26th September, 2023 at 11:30 A.M.
2.	Mode	Through Video Conferencing
3.	Record date for final dividend	September 19, 2023
4.	Cut-off date for e-voting	September 19, 2023
5.	E-voting start time and date	Friday, September 22, 2023 at 9:00 A.M.
6.	E-voting end time and date	Monday, September 25, 2023 at 5:00 P.M.
7.	Link for attending the Annual General Meeting through Video Conferencing	https://instameet.linkintime.co.in
8.	Link for remote e-voting	https://instavote.linkintime.co.in
9.	Registrar and Share Transfer Agent	**Link Intime India Private Limited**, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 or Email at delhi@intime.co.in.
10.	Helpline number for VC participation	Email to instameet@linkintime.co.in or Contact on: - Tel: 022-49186175.

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