

NOVA PUBLICATIONS INDIA LIMITED
CIN: L67120PB1994PLC015406

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th (Twenty four)** Annual General Meeting of the Members of Nova Publications India Limited will be held at registered office of the Company at 41 Chandan Nagar, Jalandhar, Punjab-144008, Punjab on **Wednesday, the 25th day of September, 2019 at 02:00 P.M.** for the transaction of the following businesses:

ORDINARY BUSINESS

Item No.1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Directors and the Auditors thereon.

Item No.2- Retire By Rotation

To appoint a Director in place of **Mrs. ANU CHOPRA (DIN: 00092102)** who retires by rotation and being eligible, offers herself for re-election.

SPECIAL BUSINESS

Item No.3- Appointment of Mr. SAHIL SODHI as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions 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 thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Mr. SAHIL SODHI (DIN: 08424480)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th April 2019 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 20th April, 2019 to 19 April , 2024.”

Item No.4- Appointment of Mrs. GOLABUN BEGAM as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions 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 thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Mrs. GOLABUN BEGAM (DIN: 08032340)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th April 2019 in terms of Section 161(1) , 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 29th April, 2019 to 28 April ,2024.”

Item No.5- Appointment of Mr CHETAN BALUBHAI PATEL as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 161,149, 150, 152 and any other applicable provisions 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 thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Mr CHETAN BALUBHAI PATEL (DIN: 03556088)**, who was appointed as an

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Additional Director of the Company by the Board of Directors with effect from 28th June 2019 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Non-Executive Director of the Company .”

Item No.6- -Re-classify the status of all individuals identified as Promoter and Promoter Group.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“**RESOLVED** That pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of all individuals identified as Promoter and Promoter Group.

RESOLVED FURTHER THAT the status of the following persons/entities forming part of the “Promoter and Promoter Group” of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from “Promoter & Promoter Group Category” to “Public Category” of the Company:

Shareholding Pattern of Existing Promoters as on August 29, 2019

Sr. No.	Name of Person	No. of Shares held	% Holding
1.	Nirmal Kumar Chopra	0	0.00
2.	Rajesh Chopra	13,018	0.41
3.	Nirmal Kumar Chopra HUF	1,15,000	3.65
4.	Subhash Chander Chopra	75,000	2.38
5.	Ronita Chopra	6,35,000	2.01
6.	Meena Chopra	0	0.00
7.	Rajan Chopra	0	0.00
8.	Rishabh Chopra	33,500	1.06
9.	Rajat Chopra	33,500	1.06
10.	Sunil Kumar Chopra	0	0.00
11.	Anu Chopra	0	0.00
	TOTAL	6,67,036	10.57

RESOLVED FURTHER THAT the above ‘Outgoing Promoter’ and the persons related to them

Shall not hold more than ten percent of the voting rights in the Company;

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- Shall not exercise control over the affairs of the listed entity directly or indirectly in the Company;
- Shall not have any special rights through formal or informal arrangements;
- Shall not be represented on the board of directors (including not having a nominee director) of the listed entity;
- Shall not act as a key managerial person in the listed entity;
- Shall not be a willful defaulter as per Reserve Bank of India Guidelines;
- Shall not be a fugitive economic offender.

RESOLVED FURTHER THAT on approval of the SEBI / Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER THAT Mr. Shagun Devan, Company Secretary of the Company and such other persons as authorized by the Board be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

For NOVA PUBLICATIONS INDIA LIMITED

SUNIL KUMAR CHOPRA

MANAGING DIRECTOR

(DIN: 00092090)

RAJAN CHOPRA

WHOLE TIME DIRECTOR

(DIN: 00092139)

Place: JALANDHAR

Dated: 29.08.2019

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 41 CHANDAN NAGAR, JALANDHAR, PUNJAB-144008, PUNJAB NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

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3. In case of joint holders attending the meeting, only such joint holder who is in higher in the order of will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will be closed from 19th September, 2019 to 25th September, 2019 (both days inclusive).
5. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their De-Mat Accounts immediately. Members holding shares in physical form are requested to advise any changes of address immediately to Registered Office of the Company or to Registrar M/s Datamatics Business Solutions Limited.
6. As per the provisions of Section 72 of Companies Act, 2013 and Rules made there under provides for Nomination by the shareholders of the Company in the prescribed form(s).
7. Members are requested to send in their queries at least a week in advance to the Finance Head at the Registered Office of the Company to facilitate clarifications during the meeting.
8. Members are requested to bring their attendance slips to the AGM. Duplicate admission slips and/or copies of the Annual Report and Accounts will not be provided at the AGM venue.
9. Route Map showing directions to reach to the venue of the 24th AGM is given at the end of this Notice as per the requirement of Secretarial Standards-2 on "General Meeting"
10. SEBI vide Securities and Exchange Board of India (Listing Obligations And Disclosure Requirement) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 states that, "Provided that, except in case of transmission and transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository."

In compliance to the said amendment, Nova Publications India Limited will not process or rather shall not entertain any request for transfer of shares held in physical form with effect from 5th December, 2018 and it shall be mandatory to dematerialize the securities for getting the shares transferred.

Shareholders are advised to note the above and take all necessary steps at their end and convert their shares in dematerialized form at the earliest.

11. Shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
12. Members holding shares in dematerialized form are requested to notify to their Depository Participant their email id.

REMOTE E-VOTING INSTRUCTIONS & INFORMATION

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('remote e-voting') in respect of the

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Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. Chandan Syal, Chartered Accountant as the Scrutinizer for this purpose.

2. The voting period begins on 21st September, 2019 at 10.00 AM and ends on 24th September, 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. The shareholders should log on to the e-voting website www.evotingindia.com.
5. Click on Shareholders.
6. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
7. Next enter the Image Verification as displayed and Click on Login.
8. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
9. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is given to you along with the notice of AGM.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

10. After entering these details appropriately, click on "SUBMIT" tab.

11. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN for the NOVA PUBLICATIONS INDIA LIMITED on which you choose to vote.
14. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
19. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com You may also address your queries relating to remote e-voting to the e-mail ID csnovapublications@gmail.com.

A. The period for remote e-voting starts at IST 10.00 a.m. on saturday, 21st September, 2019 and ends at IST 5.00 p.m. on Tuesday, 24th September, 2019.

Remote e-voting shall be disabled by CDSL at IST 5.00 p.m. on Tuesday, 24th September, 2019.

B. General Information

- (a) Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
- (b) Remote e-voting right cannot be exercised by a proxy.
- (c) The Results of the remote e-voting will be declared on or after the date of the AGM i.e. Wednesday 25th September, 2019.
- (d) The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.novapublications.in under the section 'e-Voting results' and on the website of CDSL; such Results will also be forwarded to the Stock Exchange(s) where the Company's shares are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM:-3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Mr SAHIL SODHI (DIN: 08424480) as an Additional Director with effect from 20th April, 2019 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 20th April, 2019 till 19th April, 2024. Subject to the approval of the members.

The Company has received a notice from a member proposing Mr SAHIL SODHI (DIN: 08424480) as a candidate for the office of Director of the Company.

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Mr SAHIL SODHI (DIN: 08424480) aged 22 years is a young energetic qualified entrepreneur . His is working in the industry since a couple of years and has earned a good name in the industry to which company belongs.

Mr SAHIL SODHI (DIN: 08424480) does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Mr SAHIL SODHI (DIN: 08424480) has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr SAHIL SODHI (DIN: 08424480) fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr SAHIL SODHI (DIN: 08424480) as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mr SAHIL SODHI (DIN: 08424480) as an Independent Non-Executive Director for a term of five consecutive years from 20th April, 2019 to 19 April , 2024.

Mr SAHIL SODHI (DIN: 08424480) would bring with him immense experience to the Company in the areas of investment strategy, operations and portfolio development.

Mr SAHIL SODHI is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herwith given below:-

NAME: - Mr. SAHIL SODHI

DIN-08424480

DATE OF BIRTH:-21/09/1997

DATE OF FIRST APPOINTMENT IN THE BOARD:-20.04.2019

QUALIFICATION, EXPERIENCE & EXPERTISE:-young energetic qualified entrepreneur. His is working in the industry since a couple of years and has earned a good name in the industry to which company belongs..

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR:- N.A.

LIST OF DIRECTORSHIP OF OTHER BOARD:- N.A

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD. :-NILL

SHAREHOLDING IN COMPANY:-NILL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- working in the industry since a couple of years and has earned a good name in the industry to which company belongs would bring with him immense experience to the Company in the areas of investment strategy, operations and portfolio development.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM:-4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **Mrs. GOLABUN BEGAM (DIN: 08032340)** as an Additional Director with effect from 29th April, 2019 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the

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Companies Act, 2013 for a term of five consecutive years to hold office from 29th April, 2019 till 28th April, 2024 subject to the approval of the members.

The Company has received a notice from a member proposing **Mrs. GOLABUN BEGAM (DIN: 08032340)** as a candidate for the office of Director of the Company.

Mrs. GOLABUN BEGAM (DIN: 08032340) aged 40 years is a young energetic qualified entrepreneur . She is working in the industry since a couple of years and has earned a good name in the industry to which company belongs.

Mrs. GOLABUN BEGAM (DIN: 08032340) does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Mrs. GOLABUN BEGAM (DIN: 08032340) has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **Mrs. GOLABUN BEGAM (DIN: 08032340)** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of **Mrs. GOLABUN BEGAM (DIN: 08032340)** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of **Mrs. GOLABUN BEGAM (DIN: 08032340)** as an Independent Non-Executive Director for a term of five consecutive years from 29th April, 2019 till 28th April, 2024.

Mrs. GOLABUN BEGAM (DIN: 08032340) would bring with him immense experience to the Company in the areas of Marketing, business operations.

Mrs. GOLABUN BEGAM (DIN: 08032340) is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - Mrs. GOLABUN BEGAM

DIN- 08032340

DATE OF BIRTH:-08/10/1979

DATE OF FIRST APPOINTMENT IN THE BOARD:-29.04.2019

QUALIFICATION , EXPERIENCE & EXPERTISE:-young energetic qualified entrepreneur . She is working in the industry since a couple of years and has earned a good name in the industry to which company belongs..

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR:- N.A.

LIST OF DIRECTORSHIP OF OTHER BOARD:- 1

LIST OF MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF OTHER BOARD. :-NIL

SHAREHOLDING IN COMPANY:-NIL

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- working in the industry since a couple of years and has earned a good name in the industry to which company belongs would bring with her immense experience to the Company in the areas of investment strategy, operations and portfolio development.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

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Item No. 5

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed **Mr CHETAN BALUBHAI PATEL** as an Additional Director of the Company with effect from June 28th, 2019 subject to approval in shareholder meeting. In accordance with provisions of Section 161(1) 196, 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required of the Companies Act, 2013, **Mr CHETAN BALUBHAI PATEL** (DIN 03556088) who holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice from a member proposing **Mr CHETAN BALUBHAI PATEL** (DIN 03556088) as a candidate for the office of Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - Mr CHETAN BALUBHAI PATEL

DIN- 03556088

DATE OF BIRTH:-14/09/1973

DATE OF FIRST APPOINTMENT IN THE BOARD:-28.06.2019

QUALIFICATION , EXPERIENCE & EXPERTISE:-Very Experienced qualified entrepreneur. His is working in the industry since a long times and have decade of experience in the Industry and has earned a good name in the industry to which company belongs..

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR:- N.A.

LIST OF DIRECTORSHIP OF OTHER BOARD:- N.A

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD. :-NIL

SHAREHOLDING IN COMPANY:-NIL

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- His is working in the industry since a long times and have decade of experience in the Industry and has earned a good name in the industry to which company belongs and would bring with him immense experience to the Company in the areas of investment strategy, operations and portfolio development.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No. 6

The Promoters of the Company (hereinafter referred to as '*Outgoing Promoters*') have submitted request letters to the Company for reclassifying their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said requests were approved by the Board of Directors, subject to approval of the Members of the Company at the General Meeting and necessary statutory approvals as may be required, at the Board Meeting held on June 19, 2019.

The Outgoing Promoters have stated that by virtue of such reclassification of their status to Public Category, they intend to extinguish all rights enjoyed by them as Promoters. Further, they wish to cease their interest in running the business of the Company as Promoters.

The Outgoing Promoters fully acknowledge that they shall not represent on the Board of the Company or act as Key Managerial Personnel in the Company and nor shall exercise control over the affairs, whether directly or indirectly in the Company. And for the mentioned purpose, the Company has identified Professionals to take over the Management of the Company, who have been appointed as Directors on the Board. Further, in compliance of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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the Outgoing Promoters have reduced their voting rights in the Company from 16.81 percent to **10.57*** percent of the voting rights of the Company.

The Percentage of Shareholding of the Promoters as on August 29, 2019 is 10.57%. However the Management will take adequate steps to reduce the said percentage of holding below 10.00% as on the date Annual General Meeting.

The names of the Outgoing Promoters from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Shareholding Pattern of the existing promoters as on August 29, 2019.

Sr. No.	Name of Person	No. of Shares held	% Holding
1.	Nirmal Kumar Chopra	0	0.00
2.	Rajesh Chopra	13,018	0.41
3.	Nirmal Kumar Chopra HUF	1,15,000	3.65
4.	Subhash Chander Chopra	75,000	2.38
5.	Ronita Chopra	6,35,000	2.01
6.	Meena Chopra	0	0.00
7.	Rajan Chopra	0	0.00
8.	Rishabh Chopra	33,500	1.06
9.	Rajat Chopra	33,500	1.06
10.	Sunil Kumar Chopra	0	0.00
11.	Anu Chopra	0	0.00
	TOTAL	6,67,036	10.57

Further, the Outgoing Person(s) have agreed to abundant themselves from any of the following:

- Having any special rights through formal or informal arrangements;
- Acting as a key managerial person in the listed entity;
- Shall not be a willful defaulter as per Reserve Bank of India Guidelines;
- Shall not be a fugitive economic offender.

Post re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

Sr. No.	Name of Promoter	No. of Shares	% of Shares Held
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NOVA PUBLICATIONS INDIA LIMITED
CIN: L67120PB1994PLC015406

(i).	--	--	--
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The Board recommends the Ordinary Resolution as set out at Item no. 6 of the Notice for approval of the Members.

The Directors and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 6 of the Notice, since they are the exiting members of the Promoter and Promoter Group category of the Company. Their respective shareholding in the Company has already been disclosed above. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives.

For NOVA PUBLICATIONS INDIA LIMITED

SUNIL KUMAR CHOPRA

RAJAN CHOPRA

MANAGING DIRECTOR

WHOLE TIME DIRECTOR

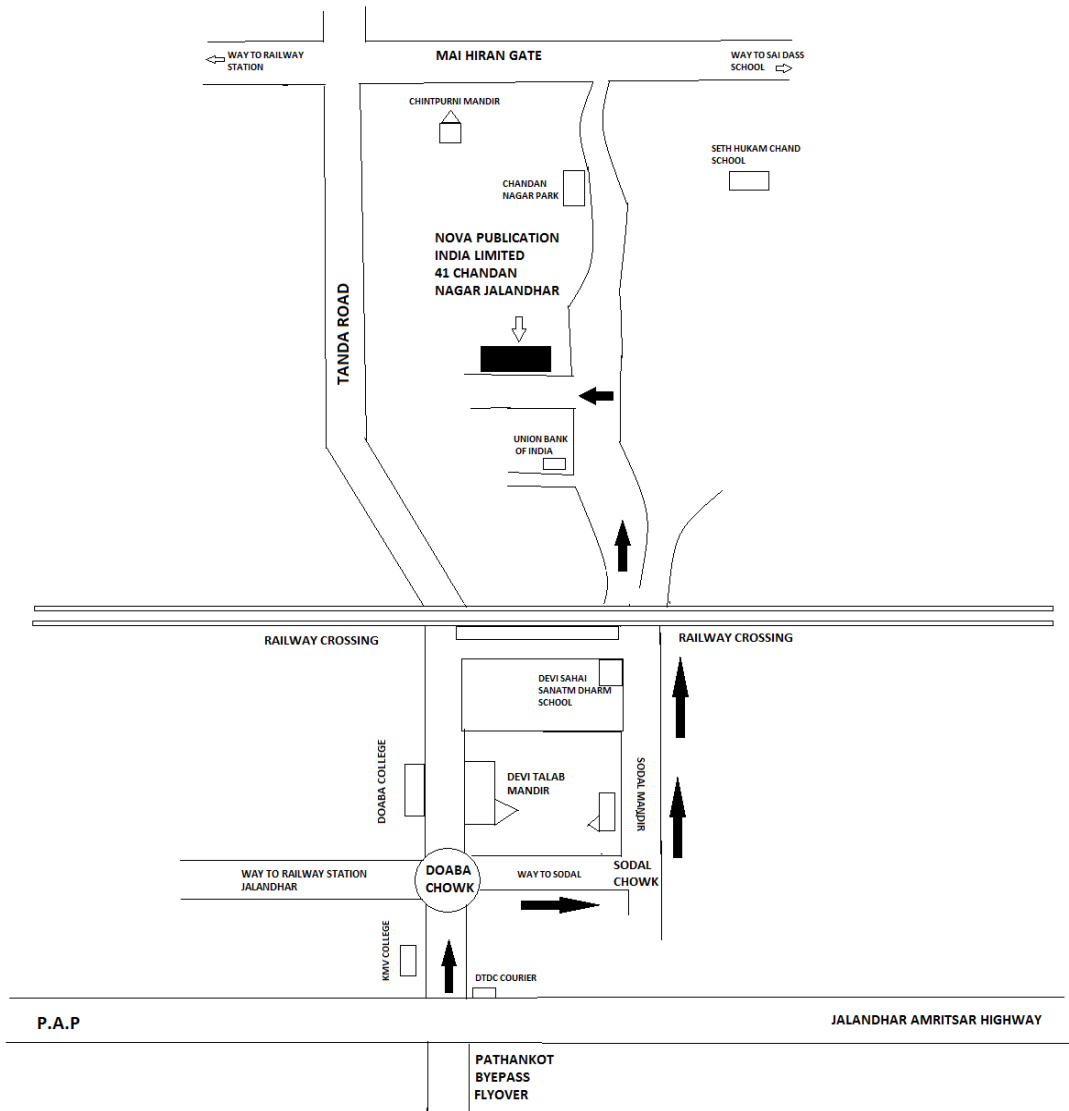
(DIN: 00092090)

(DIN: 00092139)

Place: JALANDHAR

Dated: 29.08.2019

Route map for the venue of the 24th Annual General Meeting



NOVA PUBLICATIONS INDIA LIMITED
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NOVA PUBLICATIONS INDIA LIMITED

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Regd. Office: 41 Chandan Nagar, Jalandhar City Punjab - 144008, India.

Tel No: 0181-4333333 / 5042611 / 5042613

Website: <http://novapublications.in/> **E-mail:** epiljal@yahoo.com

Share Transfer Agent: Datamatics Business Solutions Limited, Plot No.B-5, Part B Cross Lane, MIDC, Andheri (East) Mumbai-400093, India

ATTENDANCE SLIP

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company held at registered office of the Company at M/s Nova Publications India Limited, 41 Chandan Nagar, Jalandhar City Punjab - 144008 on **Wednesday, the 25th day of September, 2019 at 02:00 P.M..**

Name & Address of the Shareholder(s)	DP Id	
	Client Id/Regd. Folio.	
	No. of Shares Held	
If Shareholder(s) please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

- (1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to Datamatics Business Solutions Limited., at the above address.

NOVA PUBLICATIONS INDIA LIMITED
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Share Transfer Agent: Datamatics Business Solutions Limited Plot No.B-5, Part B Cross Lane, MIDC, Andheri (East)
Mumbai-400093, India

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-Mail Id:

Folio No. / Client Id:

DP Id:

I/We, being the member(s) of..... shares of the above named Company, hereby appoint

1. Name: Address.....

E-Mail Id:Signature:

2. Name:Address.....

E-Mail Id:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held at Nova Publications India Limited, 41 Chandan Nagar, Jalandhar-144008, Punjab, at 02.00 p.m. on **Wednesday, the 25th day of September, 2019** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Ordinary Resolution(s)	For	Against	Abstain
1. Adoption of the audited Balance Sheet as at and the Financial Statements for the financial year ended on March 31, 2019 and Reports of the Directors and Auditors thereon.			
2. To appoint a Director in place of Mrs. ANU CHOPRA (DIN: 00092102) who retires by rotation and being eligible, offers himself for re-election.			
3. Appointment of Mr. SAHIL SODHI as Independent Director			
4.Appointment of Mrs. GOLABUN BEGAM as Independent Director			
5. Appointment of Mr CHETAN BALUBHAI PATEL as Director			

NOVA PUBLICATIONS INDIA LIMITED
CIN: L67120PB1994PLC015406

6. Re-classify the status of all individuals identified as Promoter and Promoter Group.			
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Signed thisday of 2019

Signature of Shareholder

**Affix
revenue
Stamp**

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box.