

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **25th (Twenty Fifth)** Annual General Meeting of the Members of Nova Publications India Limited will be held on **Saturday, the 26th day of September, 2020 at 02:00 P.M.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following-

**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 31<sup>st</sup> March, 2020 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. GOLABUN BEGAM (DIN: 08032340)** who retires by rotation and being eligible, offers herself for re-election.

**SPECIAL BUSINESS**

**Item No.3- Appointment of Mr. UMESHBHAI GOR RASIKLAL 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. UMESHBHAI GOR RASIKLAL** (DIN: 08845586), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26<sup>th</sup> August, 2020 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 26<sup>th</sup> August, 2020 to 25<sup>th</sup> August, 2025."

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**

**MANAGING DIRECTOR**

**(DIN: 00092090)**

**RAJAN CHOPRA**

**WHOLE TIME DIRECTOR**

**(DIN: 00092139)**

**Place: JALANDHAR**

**Dated: 28.08.2020**

**NOTES**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for Twenty-Fifth e-AGM shall be the Registered Office of the Company at 41CHANDAN NAGAR JALANDHAR PUNJAB.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to csnovapublications@gmail.com.
6. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 28th August, 2020, has decided that the special business set out under item no. 3, being considered unavoidable, be transacted at the twenty-fifth e-AGM of the Company.
7. Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
8. Institutional investors, who are members of the Company, are encouraged to attend and vote at the twenty-fifth e-AGM of the Company.
9. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12th May 2020, Notice of twenty-fifth e-AGM along with the Annual Report for FY 2020 is being sent only through

electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at [www.novapublications.in](http://www.novapublications.in) and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)

10. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Datamatics Business Solutions Limited ("Datamatics") at [www.datamaticsbpo.com](http://www.datamaticsbpo.com), [info@dfssl.com](mailto:info@dfssl.com). Further, the Company had availed of services offered by CDSL to update email addresses of shareholders of the Company having their holding with a depository participant registered with CDSL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
11. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2020 and Notice of twenty-fifth e-AGM, may temporarily get themselves registered with Datamatics at [www.datamaticsbpo.com](http://www.datamaticsbpo.com), [info@dfssl.com](mailto:info@dfssl.com) for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
12. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
13. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
14. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
16. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Saturday, 19th September 2020, such person may obtain the user id and password from Datamatics by email request on [info@dfssl.com](mailto:info@dfssl.com).
17. Instructions for remote e-voting and joining the e-AGM are as follows:

**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 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 22nd September, 2020 at 10.00 AM and ends on 25th September, 2020 at 05.00 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, 2020 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank	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.

**NOVA PUBLICATIONS INDIA LIMITED**

**CIN: L67120PB1994PLC015406**

<p>Details</p> <p><b>OR</b> Date of Birth (DOB)</p>	<ul style="list-style-type: none"><li>• 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).</li></ul>
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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.
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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) You may also address your queries relating to remote e-voting to the e-mail ID [csnovapublications@gmail.com](mailto:csnovapublications@gmail.com).

**A. The period for remote e-voting starts at IST 10.00 a.m. on Tuesday, 22nd September, 2020 and ends at IST 5.00 p.m. on Friday, 25th September, 2020.**

**Remote e-voting shall be disabled by CDSL at IST 5.00 p.m. on Friday, 25th September, 2020.**

**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. Saturday 26th September, 2020.

(d) The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website [www.novapublications.in](http://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. UMESHBHAI GOR RASIKLAL (DIN: 08845586) as an Additional Director (Independent) with effect from 26<sup>th</sup> September, 2020 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 26<sup>th</sup> August, 2020 to 25<sup>th</sup> August, 2025. Subject to the approval of the members.

The Company has received a notice from a member proposing Mr. UMESHBHAI GOR RASIKLAL (DIN: 08845586) as a candidate for the office of Director of the Company.

**NOVA PUBLICATIONS INDIA LIMITED**

**CIN: L67120PB1994PLC015406**

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Mr. UMESHBHAI GOR RASIKLAL (DIN: 08845586) aged 50 years is an 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. UMESHBHAI GOR RASIKLAL (DIN: 08845586) does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. UMESHBHAI GOR RASIKLAL (DIN: 08845586) has given a declaration that he 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. UMESHBHAI GOR RASIKLAL (DIN: 08845586) 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 his 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. UMESHBHAI GOR RASIKLAL (DIN: 08845586) 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 his association would be of immense benefit to the Company and it is desirable to avail services of Mr. UMESHBHAI GOR RASIKLAL (DIN: 08845586) as an Independent Non-Executive Director for a term of five consecutive years from 26th August, 2020 to 25th August , 2025

Mr. UMESHBHAI GOR RASIKLAL (DIN: 08845586) would bring with him immense experience to the Company in the areas of investment strategy, operations and portfolio development.

Mr. UMESHBHAI GOR RASIKLAL 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. UMESHBHAI GOR RASIKLAL

**DIN:** - DIN: 08845586

**DATE OF BIRTH:-**14/02/1970

**DATE OF FIRST APPOINTMENT IN THE BOARD:-** 26.08.2020

**QUALIFICATION, EXPERIENCE & EXPERTISE:-** 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.

**NOVA PUBLICATIONS INDIA LIMITED**

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**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:-** 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.

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**

**MANAGING DIRECTOR**

**(DIN: 00092090)**

**RAJAN CHOPRA**

**WHOLE TIME DIRECTOR**

**(DIN: 00092139)**

**Place: JALANDHAR**

**Dated: 28.08.2020**

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