

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **21st (Twenty First)** 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 **Monday, the 25th day of July, 2016 at 11.00 A.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, 2016, together with the Reports of the Directors and the Auditors thereon.

Item No.2- Retire By Rotation

To appoint a Director in place of Mr. Nirmal Chopra (DIN: 00092115) who retires by rotation and being eligible, offers herself for re-election.

Item No.3- Appointment of Auditors

To the appointment of Auditors, to hold office for one year from the conclusion of this 21st Annual General Meeting till the conclusion of the next Annual General Meeting of the Company in the Calendar year 2017 subject to the approval of shareholders at the Annual General Meeting and in this regard, to consider and, if thought fit, to pass, with or without modification (s) the following resolution thereof as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit & Auditors) Rules, 2014, M/s. CHANDRA KIRAN & CO., (Firm Registration No.005695N), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration that may be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS

Item No.4- Appointment of Managing Director

To approve appointment of Mr. Sunil Kumar Chopra (DIN: 00092090) as a Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 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, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the Appointment and remuneration of Mr. Sunil Kumar Chopra (DIN: 00092090) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of five years with effect from **25th July, 2016 to 24th July, 2021** (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sunil Kumar Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No.5 Appointment of Whole-Time Director

To approve appointment of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 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, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Rajan Chopra (DIN: 00092139) as the Whole-Time Director of the Company under the Companies Act, 2013 to be designated as Whole-Time Director for a period of five years with effect from **25th July, 2016 to 24th July, 2021** (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the

Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Rajan Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No.6 – Change in Designation

To approve the Change in designation of Mrs. Anu Chopra (DIN: 00092102) from Independent Director to Promoter & Non Executive Director of the Company with effect from 25th July, 2016 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** consent of the members of the Company be and is hereby accorded to change the designation of Mrs. Anu Chopra (DIN: 00092102) from Independent Director to Promoter & Non-Executive Director of the Company with effect from 25th July, 2016.

RESOLVED FURTHER THAT Mr. Sunil Kumar Chopra or Mr. Rajan Chopra, Directors of the company solely or jointly be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

By order of the Board
For NOVA PUBLICATIONS INDIA LIMITED

(SUNIL KUMAR CHOPRA)
(DIN:00092090)
Director

(RAJAN CHOPRA)
(DIN:00092139)
Director

Place: Jalandhar

Dated: 24.06.2016

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 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.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 19th July, 2016 to Monday, 25th July, 2016 (both days inclusive) accounting to the provisions of Companies Act, 2013.
6. 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 Financial Services Limited.
7. 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).
8. 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.
9. 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.

Members holding shares in dematerialized form are requested to notify to their Depository Participant their email id.

10. 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.

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 Ms. Bableen Kaur, Practicing Chartered Accountant, as the Scrutinizer for this purpose.
2. The voting period begins on 22nd July, 2016 at 9.00 AM and ends on 24th July, 2016 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 18th July, 2016 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 mentioned in your mail. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. • Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.

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. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th July, 2016 may follow the same instructions as mentioned above for e-Voting.
 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 csektaagarwal09@gmail.com
- A. The period for remote e-voting starts at IST 9.00 a.m. on Friday, 22nd July, 2016 and ends at IST 5.00 p.m. on Sunday, 24th July, 2016.

Remote e-voting shall be disabled by CDSL at IST 5.00 p.m. on Sunday, 24th July, 2016.

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. Monday, 25th July, 2016.

(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

Annexed to the Notice convening the 21st (Twenty First) Annual General Meeting to be held on Monday, 25th July, 2016.

ITEM NO. 4

Mr. Sunil Kumar Chopra, is a co-promoter and Director of the Company. He is managing the whole of the affairs of the Company. He has technical and administrative experience of more than 30 years in the Company.

He has excellent grasp and thorough knowledge & experience. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Sunil kumar Chopra as Managing Director should be available to the Company for a period of five years with effect from 25th July, 2016.

Mr. Sunil kumar Chopra holds 4,10,600 shares in the Company.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Sunil Kumar Chopra and the Board of Directors has recommended his appointment as Managing Director of the Company at their meetings held on June 24, 2016, subject to the approval of members of the Company at its 21st Annual General Meeting for a period of five years with effect from 25th July, 2016.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Sunil Kumar Chopra in the Resolution at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Rajan Chopra, is a co-promoter and Director of the Company. Dr. Rajan Chopra graduated in medicine from Government Medical College, Amritsar, Punjab. With over 20+ years of experience, he looks after the day-to-day operations of the group. He is responsible for the entire

operations. He is also the JT. Finance Secretary of the Indian Medical Association, Jalandhar, Punjab.

The Board of Directors has considered that for smooth and efficient running of the business of the Company, the services of Mr. Rajan Chopra should be available to the Company as Whole Time Director for a period of five years with effect from 25th July, 2016.

Mr. Rajan Chopra holds 51500 shares in the Company.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Rajan Chopra and the Board of Directors has recommended his appointment as Whole-Time Director of the Company at their meetings held on Friday, June 24, 2016 subject to the approval of members of the Company at its 21st Annual General Meeting for a period of five years with effect from 25th July, 2016.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Rajan Chopra in the Resolution at Item No. 5 of the Notice.

By order of the Board
For NOVA PUBLICATIONS INDIA LIMITED

(SUNIL KUMAR CHOPRA)
(DIN:00092090)
Director

(RAJAN CHOPRA)
(DIN:00092139)
Director

Place: Jalandhar

Dated: 24.06.2016