

20th

Annual Report

2014-2015

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

41-CHANDAN NAGAR, JALANDHAR CITY, PUNJAB, INDIA-144008

Tel: +91-181-5002021, 2280636, FAX: +91-181-2280806

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

MANAGEMENT

BOARD OF DIRECTORS

Mr. SUNIL KUMAR CHOPRA (DIN: 00092090)
Mr. NIRMAL KUMAR CHOPRA (DIN: 00092115)
Mr. RAJAN CHOPRA (DIN: 00092139)
Mr. SUBASH CHANDER KOHLI (DIN: 05266510)
Mr. VARINDER SEHGAL (DIN: 02846404)
Mrs. ANU CHOPRA (DIN: 00092102)

AUDITORS

CHANDRA KIRAN & CO.
Chartered Accountants,
30-Parkash Nagar,
Model Town, Jalandhar
FRN: 005695N

BANKERS

AXIS BANK LIMITED
Opp: Mini Secretariat,
Ladowali Road
Jalandhar

REGISTERED OFFICE

41-CHANDAN NAGAR
JALANDHAR CITY

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CIN: L67120PB1994PLC015406

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NOTICE

Notice is hereby given that the **20TH ANNUAL GENERAL MEETING** of the members of the Company will be held on Wednesday, the 30th September 2015 at 9:00 A.M at registered office of the Company situated at 41, Chandan Nagar, Jalandhar to transact the following business:

ORDINARY BUSINESS

Item No.1- Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet of the company made as at 31st March 2015 and Profit & Loss account and other statements of accounts for the year ended on that date together with the Report of Directors and Auditors thereon.

Item No.2- Retire By Rotation

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

Item No.3- Ratification of Appointment of Auditors

To appoint Auditors to hold office from the conclusion of this Meeting, until the conclusion of next Annual General Meeting 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 M/s. CHANDRA KIRAN & CO., 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 Directors

To appoint Ms. ANU CHOPRA (DIN: 00092102) as a Director of Company 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 pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under to the Act, Ms. ANU CHOPRA (DIN: 00092102) who was appointed as an Additional Director of the Company by the Board of Directors on 31st March, 2015 to holds the office up to the date of this Annual General Meeting be and are hereby appointed as an Directors of the Company."

**By order of the Board
For NOVA PUBLICATIONS INDIA LIMITED**

**Sd/-
(SUNIL KUMAR CHOPRA)
(DIN:00092090)
Director**

**Sd/-
(RAJAN CHOPRA)
(DIN:00092139)
Director**

**Place: Jalandhar
Dated: 01-09-2015**

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CIN: L67120PB1994PLC015406

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. AN 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. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect to Special Business, if any, is annexed hereto and forms the part of the Notice.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Ms. ANU CHOPRA (DIN: 00092102) have been appointed as an Additional Director by the Board of Directors in their meeting held on 31st March, 2015 and shall hold the office of director till the date of the forthcoming Annual General Meeting. The approval of Members is required for his appointment as a Director of the Company. Therefore, this resolution is being place before the members for their approval.

None of the director is/are interested in this resolution.

**By order of the Board
For NOVA PUBLICATIONS INDIA LIMITED**

**Sd/-
(SUNIL KUMAR CHOPRA)
(DIN:00092090)
Director**

**Sd/-
(RAJAN CHOPRA)
(DIN:00092139)
Director**

**Place: Jalandhar
Dated: 01-09-2015**

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

DIRECTOR'S REPORT

To

The Members

Your Directors have pleasure in presenting their **20th Annual Report** on the Business and Operations and the accounts for the Financial Year ended 31st March, 2015 of the Company.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Rs.)

Particulars	For the year ended on 31.03.2015	For the year ended on 31.03.2014
Gross Income	24,780,865	23,900,868
Finance Charges	787	5,315
Provision for Depreciation	9,206	11,652
Profit Before Tax	350,828	345,564
Less: Current Tax	75,500	74,200
Deferred Tax	481	(1,500)
	(75,981)	72,700
Profit After Tax	274,847	272,864
Less: Appropriations:		
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00
Transfer to Reserves	0.00	0.00
Surplus carried to Balance Sheet	274,847	272,864

2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance are as under:

S. No.	Particulars	For the year ended on 31.03.2015 (in Rs.)	For the year ended on 31.03.2014 (in Rs.)	Increase/Decrease (in Rs.)
1	Revenue From Operations	24,780,865	23,900,868	879,997
2	Profit Before Tax	350,828	345,564	5,264
3	Profit After Tax	274,847	272,864	1,983

3. PROPOSED TRANSFER TO RESERVES

As per section 134(3) (j) of Companies Act, 2013, no amount has been transferred to any of the Reserve maintained by the Company.

4. DIVIDEND

Due to inadequacy of profits, your directors are unable to recommend dividend for the financial year ending 31st March 2015.

5. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no such material changes occurred affecting the financial position of the company between the end of the financial year 31.03.2015 to which the financial statements relate and the date of the report.

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is none of the above mentioned order(s) which impacts the going concern status and company's operations in future.

7. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY FOR THE COMPANY

The Company has adopted measures concerning the development and implementation of a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the operations & performance of the Company.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure "A"** and is attached to this report.

9. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

10. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure "B"** as Form MGT-9 and is attached to this Report.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS MADE WITH RELATED PARTIES

The particulars of Contracts or Arrangements or Transactions made with related parties pursuant to Section 188 of Companies act, 2013 is furnished in **Annexure "C"** as Form AOC-2 and is attached to this report.

12. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its Responsibility Statement that:-

(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 had 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 and loss of the company for that period;

(c) The directors had 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 had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Joint venture.

M/s NOVA PUBLICATIONS & PRINTERS PVT LTD is an Associate Company.

14. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review, no amount of principal or interest was outstanding as on the date of balance sheet.

15. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

a) Board Meetings

The Board of Directors of the Company met 8 (Eight) times during the financial year 2014-2015.

The Details of above mentioned Board Meetings are provided in Corporate Governance Report annexed herewith.

b) Dates of Last Three Annual General Meetings

The details of last 3 (Three) AGMs held are provided as under:-

S. No.	Date of Annual General Meeting	Financial Year
1	30.09.2014	2013-14
2	28.09.2013	2012-13
3	30.09.2012	2011-12

c) Changes In Directors And Key Managerial Personnel

Mrs. Anu Chopra was appointed as additional woman director in a company w.e.f. 31.03.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature as Non-Executive Director.

d) Details of Ratio of Remuneration to Directors

The information relating to remuneration of directors as required under Section 197(12) of the Act, **NA**

e) Board Committees

The Board has constituted 4 committees which are as follows:-

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

f) Board Evaluation

As required under the provisions of Section 134(3)(p) and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participation constructively and actively in the meetings of the Board /Committees of the Board, etc.

g) Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied to have access for the same.

i) Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no other material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees or Investments made by the Company are provided in the Financial Statements of the Company.

17. STATUTORY AUDITORS

M/s CHANDRA KIRAN & CO., Jalandhar, Chartered Accountants, is appointed as Statutory Auditors of the Company to hold office until the conclusion of next Annual General Meeting of the Company.

Their appointment is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

18. CORPORATE GOVERNANCE

Your Company has been complying with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors' certificate on compliance of the Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement and Management Discussion & Analysis forming part of this report are provided elsewhere in this Annual Report.

The Register of Members and Share Transfer books of the company will be closed with effect from Friday, 25th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).

19. Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,

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2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial year 2014-15:

- (a) No. of complaints received: NIL
- (b) No. of complaints disposed: NIL

20. LISTING FEES

The Company confirms that it has paid the annual listing fees for the financial year 2015-16 with its Stock Exchange(s).

21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The internal control and internal audit system are not commensurate with the size and nature of business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. But, regarding internal audit, the company has no formal internal Audit system; however, such checking is being carried out by the staff of the Company. Since, this being a small company, it is not economical to hire internal auditors for the company. Regarding internal control, appropriate steps are being introduced by the management of the company.

22. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**By order of the Board
For NOVA PUBLICATIONS INDIA LIMITED**

**Sd/-
(SUNIL KUMAR CHOPRA)
(DIN:00092090)
Director**

**Sd/-
(RAJAN CHOPRA)
(DIN:00092139)
Director**

**Place: Jalandhar
Dated: 01-09-2015**

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ANNEXURE-1
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L67120PB1994PLC015406
2	Registration Date	05-12-1994
3	Name of the Company	NOVA PUBLICATIONS INDIA LIMITED
4	Category/Sub-category of the Company	PUBLIC COMPANY
5	Address of the Registered office & contact details	41 CHANDAN NAGAR JALANDHAR CITY PUNJAB
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	DATAMATICS FINANCIAL SERVICES LIMITED, PLOT NO.B-5, OART B CROSS LANE, MIDC, ANDHERI (EAST) MUMBAI-400093

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
1	PAPER	424110	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOVA PUBLICATIONS & PRINTERS PVT LTD.	J22110DL1995PTC072231	ASSOCIATE	3E+06	2(6)

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF		1682600	1682600	53.64%	-	1782600	1782600	#####	-3.19%
b) Central Govt			0	0.00%			0	0.00%	0.00%
c) State Govt(s)			0	0.00%			0	0.00%	0.00%
d) Bodies Corp.			0	0.00%			0	0.00%	0.00%
e) Banks / FI			0	0.00%			0	0.00%	0.00%
f) Any other			0	0.00%			0	0.00%	0.00%
Sub Total (A) (1)	-	1682600	1682600	53.64%	-	1782600	1782600	#####	-3.19%

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(2) Foreign									
a) NRI Individuals			0	0.00%			0	0.00%	0.00%
b) Other			0	0.00%			0	0.00%	0.00%
c) Bodies Corp.			0	0.00%			0	0.00%	0.00%
d) Any other			0	0.00%			0	0.00%	0.00%
Sub Total (A) (2)	-	0	0	0.00%	-	0	0	0.00%	0.00%
TOTAL (A)	-	1682600	1682600	53.64%	-	1782600	1782600	#####	-3.19%
B. Public									
1. Institutions									
a) Mutual Funds			0	0.00%			0	0.00%	0.00%
b) Banks / FI			0	0.00%			0	0.00%	0.00%
c) Central Govt			0	0.00%			0	0.00%	0.00%
d) State Govt(s)			0	0.00%			0	0.00%	0.00%
e) Venture Capital			0	0.00%			0	0.00%	0.00%
f) Insurance			0	0.00%			0	0.00%	0.00%
g) FIs			0	0.00%			0	0.00%	0.00%
h) Foreign Venture Capital Funds			0	0.00%			0	0.00%	0.00%
i) Others (specify)			0	0.00%			0	0.00%	0.00%
Sub-total (B)(1):-	-	0	0	0.00%	-	0	0	0.00%	0.00%
2. Non-									
a) Bodies Corp.									
i) Indian		260900	260900	8.32%		260900	260900	8.32%	0.00%
ii) Overseas			0	0.00%			0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		192900	192900	0.00%		217900	217900	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1		1015700	1015700	0.00%	15000	875700	890700	0.00%	0.00%
c) Others (specify)									
Non Resident			0	0.00%			0	0.00%	0.00%
Overseas Corporate Bodies			0	0.00%			0	0.00%	0.00%
Foreign Nationals			0	0.00%			0	0.00%	0.00%
Clearing Members			0	0.00%			0	0.00%	0.00%
Trusts			0	0.00%			0	0.00%	0.00%
Foreign Bodies - D			0	0.00%			0	0.00%	0.00%
Sub-total (B)(2):-	-	1469500	1469500	46.84%	15,000	1354500	1369500	#####	3.19%
Total Public (B)	-	1469500	1469500	46.84%	15,000	1354500	1369500	#####	3.19%
C. Shares held by Custodian for GDRs & ADRs			0	0.00%				0.00%	0.00%
Grand Total	-	3152100	3152100	100.48%	15,000	3137100	3152100	#####	0.00%

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(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered	
1	Sunil Kumar Chopra	590000	18.81%	0	590000	0.188071786	0	0.00%
2	Nirmal Kumar Chopra	216000	6.89%	0	216000	0.0688534	0	0.00%
3	Anu Chopra	34000	1.08%	0	109000	0.034745466	0	-2.39%
4	Shanti Devi Chopra	102000	3.25%	0	0	0	0	3.25%
5	Nirmal Kumar Chopra HUF	84000	2.68%	0	118000	0.037614357	0	-1.08%
6	Aman Chopra	51000	1.63%	0	76000	0.024226196	0	-0.80%
7	Rakesh Kumar Uppal	72500	2.31%	0	0	0	0	2.31%
8	Rajesh Chopra	63500	2.02%	0	136000	0.043352141	0	-2.31%
9	Ronita Chopra	63500	2.02%	0	63500	0.020241624	0	0.00%
10	Meena Chopra	60000	1.91%	0	60000	0.019125944	0	0.00%
11	Ved Parkash & Sons HUF	58000	1.85%	0	58000	0.018488413	0	0.00%
12	Sunil Kumar Chopra HUF	55000	1.75%	0	89000	0.028370151	0	-1.08%
13	Rajan Chopra	51500	1.64%	0	51500	0.016416436	0	0.00%
14	Nidhi Chopra	45500	1.45%	0	45500	0.014503841	0	0.00%
15	Subhash Chander Chopra HUF	41000	1.31%	0	75000	0.02390743	0	-1.08%
16	Rajat Chopra u/s Rajesh Chopra	33500	1.07%	0	33500	0.010678652	0	0.00%
17	Rishab Chopra u/s Rajan Chopra	33500	1.07%	0	33500	0.010678652	0	0.00%
18	Rajesh Chopra HUF	15000	0.48%	0	15000	0.004781486	0	0.00%
19	Rajan Chopra HUF	13000	0.41%	0	13100	0.004175831	0	0.00%
20	Vivek Uppal	100	0.00%	0	0	0	0	0.00%
		1682600	53.64%		1782600	0.568231806		-3.19%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of			16,82,600	53.64%	16,82,600	53.64%
	Changes during the year			1,00,000	3.19%	1,00,000	3.19%
	At the end of the			17,82,600	56.82%	17,82,600	56.82%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	D.P FINALESE PVT						
	At the beginning of			1,20,000	3.83%	1,20,000	3.83%

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	Changes during the			-	0.00%	-	0.00%
	At the end of the			1,20,000	3.83%	1,20,000	3.83%
2	CHAND KIRAN						
	At the beginning of			1,00,000	3.19%	1,00,000	3.19%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			1,00,000	3.19%	1,00,000	3.19%
3	MADHU MALIK						
	At the beginning of			1,00,000	3.19%	1,00,000	3.19%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			1,00,000	3.19%	1,00,000	3.19%
4	SHAM LAL						
	At the beginning of			1,00,000	3.19%	1,00,000	3.19%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			1,00,000	3.19%	1,00,000	3.19%
5	AJAY KUMAR						
	At the beginning of			1,00,000	3.19%	1,00,000	3.19%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			1,00,000	3.19%	1,00,000	3.19%
6	RAJAN TANDON						
	At the beginning of			85,600	2.73%	85,600	2.73%
	Changes during the			40,000	1.28%	40,000	1.28%
	At the end of the			45,600	1.45%	45,600	1.45%
7	RAMBHABA HOLDING & TRADING CO						
	At the beginning of			43,500	1.39%	43,500	1.39%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			43,500	1.39%	43,500	1.39%
8	SANJEEV GUPTA						
	At the beginning of			42,300	1.35%	42,300	1.35%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			42,300	1.35%	42,300	1.35%
9	ASHWIN JAMNADAS MERCHANT						
	At the beginning of			35,000	1.12%	35,000	1.12%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			35,000	1.12%	35,000	1.12%
10	VARINDER KUMAR						
	At the beginning of			31,000	0.99%	31,000	0.99%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			31,000	0.99%	31,000	0.99%

(v) Shareholding of Directors and Key Managerial Personnel:

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SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SUNIL KUMAR						
	At the beginning of			5,90,000	18.81%	5,90,000	18.81%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			5,90,000	18.81%	5,90,000	18.81%
2	NIRMAL KUMAR						
	At the beginning of			2,16,000	6.89%	2,16,000	6.89%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			2,16,000	6.89%	2,16,000	6.89%
3	RAJAN CHOPRA						
	At the beginning of			51,500	1.64%	51,500	1.64%
	Changes during the			-	0.00%	-	0.00%
	At the end of the			51,500	1.64%	51,500	1.64%
4	ANU CHOPRA						
	At the beginning of			34,000	1.08%	34,000	1.08%
	Changes during the			75,000	2.39%	75,000	2.39%
	At the end of the			1,09,000	3.47%	1,09,000	3.47%
5	SUBHASH						
	At the beginning of			-	0	-	0.00%
	Changes during the			-	0	-	0.00%
	At the end of the			-	0	-	0.00%
6	VARINDER						
	At the beginning of			-	0	-	0.00%
	Changes during the			-	0	-	0.00%
	At the end of the			-	0	-	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				

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i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Name			(Rs/Lac)
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total (A)	-	-	-	-
	Ceiling as per the Act				

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				

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	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat				-
4	Commission				
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total		-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE 'A' **Forming Part of the Directors' Report**

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

[Clause (m) of sub-section 134 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014]

A) Conservation of Energy

1) Energy Conservation measures undertaken: -

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Energy conservation measures have been implemented at all the plants and offices of the Company and special efforts are being put on undertaking specific energy conservation projects like:

- I. Installation of imported technology which helps in reducing energy consumption.
- II. Utilization of lights and other electrical equipments only when need arise.
- III. Optimizing chiller/ split/ package AC set to maintain space temperature @ 26 degree centigrade.
- IV. Auto shutting down of systems to reduce UPS power consumption.
- V. Any other measures as recommended by the concerned department for maximum conservation.

2) Additional investments and proposals:

- I. Replacement of conventional lighting with energy efficient LED lights to reduce lighting power consumption.
- II. Company is trying to reduce its expenses of energy consumption.

B) Technology Absorption

(i) Efforts, in brief made towards absorption:

Induction of contemporary technology and continuous improvement projects across businesses towards reducing process variability, cycle time and wastage while enhancing manufacturing productivity. The Company is using the modern technology in the manufacturing process. As a result there has been a marked Improvement in the quality of the products manufactured by the Company besides lowering the cost of production. The technology has been fully absorbed.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- (a) New techniques and technology of production.
- (b) Provide benefits that are cost effective from both an individual and a company perspective.

(iii) Details of Import of Technology (imported during the last three years)- NA

(iii) Expenditure incurred on Research & Development- NA

(i) Foreign Exchange Earnings and Outgo –NA

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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*)

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

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions **at Arm's length basis:**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Ved Parkash & Sons HUF
b)	Nature of contracts/arrangements/transaction	Sale
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.67,15,964
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

3. Details of contracts or arrangements or transactions **at Arm's length basis:**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nova Publications
b)	Nature of contracts/arrangements/transaction	Sale
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.69,77,950
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

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4. Details of contracts or arrangements or transactions **at Arm's length basis:**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Evergreen Publications India Limited
b)	Nature of contracts/arrangements/transaction	Sale
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.1,10,77,951
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

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SECRETARIAL AUDIT REPORT

The Members,
Nova Publications India Limited
Jalandhar

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nova Publications India Limited (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 our verification of the Nova Publications India Limited 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 March 31, 2015 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 March 31, 2015 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;
- (v) The following applicable 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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

The following regulations and Guidelines of SEBI are not applicable to the company as no such event took place in the Company:

- a. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- d. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

(vi) Other Laws including Micro, Small and Medium Enterprises Development Act, 2006 applicable to the Company as per the representations given by the Company.

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

(i) Secretarial Standards with respect to board and general meetings of The Institute of Company Secretaries of India are not in force as on the date of this report and;

(ii) The Listing Agreement entered into by the Company with BSE Limited, Mumbai.

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- No E-Voting conducted in Annual General Meeting of the Company.
- The Board of the company during the year under Audit was not constituted in accordance with Clause 49 of listing agreement.
- No KMP's appointed in the Company. (CS, CFO, MD is required to appoint as KMP).

Decisions of the Board Meetings, as represented by the management, were taken unanimously.

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.

Place: JALANDHAR

Date: 30.09.2015

For Ankit Gandhi & Associates

(Ankit Gandhi)

Fcs No 7646; C.P. NO 8204

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

This Report to be read with our letter of even date which is annexed to this Report as Annexure A and forms integral part of this Report.

The Members

Nova Publications India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nova Publications India Limited.

1. The maintenance of secretarial records is the responsibility of the management of the company. 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 the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: JALANDHAR

Date: 30.09.2015

For Ankit Gandhi & Associates

(Ankit Gandhi)

Fcs No 7646; C.P. NO 8204

Explanation/Comments on Secretarial Auditor Report made by Board:

- I. In regard to Secretarial Audit Report's qualification regarding E-Voting conducted in Annual General Meeting of the Company, the Board hereby places its reply that due to unforeseen circumstances we were not able to comply with e voting process. We will adhere to E-voting process in future General meetings.
- II. In respect to Secretarial Auditor's observation regarding non-constitution of Board as per Clause 49 of Listing Agreement, the Board hereby places its reply that there were 6 directors during the financial year 2014-2015. As per Listing Agreement requirements, the Board was required to be constituted with at least 3 Independent Directors. There were 2 Independent Directors in Company. This discrepancy was caused inadvertently and currently the Board of Company is constituted as per the requirement of Clause 49 of Listing Agreement containing relevant mix of Independent and Executive Directors.
- III. In respect to Secretarial Auditor's observation regarding non-appointment of KMP's in the Company, the Board hereby places its reply that during the year 2014-15 the Company had to appoint KMP's under section 203 of Companies Act 2013; but Company could not appoint appropriate member, although they have tried their best to find the suitable candidate. However in the following year the Company is in full focus to appoint the KMP's as per the provisions of Companies Act, 2013.

ANNEXURE –III TO THE SHAREHOLDERS

Affirmation of compliance with code of business conduct I, RAJAN CHOPRA (DIN:00092139) (Director & CEO) declare that Board of Directors of the company has received affirmation on compliance with code of Business conduct for the period from 1 April, 2014 till 31 March, 2015 from all members of the Board and employees under the senior management cadre.

Sd/-
RAJAN CHOPRA
(DIN:00092139)
(Director & CEO)

CODE OF CONDUCT

A. Key Requirements of the Code

The Board Members and the Senior Management team shall act within the authority conferred upon them, keeping the best interests of the company in view and observe the following:

1. Shall act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in discharge of duties and responsibilities.
2. Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
3. Shall avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly indirectly with the Company.
4. Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members/ Company.
5. Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
6. Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
7. Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
8. Shall not accept any offer, payment or anything of value from customers, vendors, consultants etc. that is perceived as intended directly or indirectly, to influence any business decision.

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9. Shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the Company and the Public including all the stakeholders.

Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.

10. Shall not compete, whether directly or indirectly with the Company.
11. Shall not commit any offence involving moral turpitude,
12. Shall promote professionalism in the Company.
13. Shall not charge personal expenses to the Company.
14. Shall maintain confidentiality of the Company's business.
15. Shall inform the Company immediately about emergency situation that may disqualify him from Directorship.

B. Compliance of Law

The Board members and the Senior Management personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and shall comply with all laws, rules and regulations applicable to the business of the company.

C. Prevention of insider Trading

The Board Members and the Senior Management team shall comply with the Code of internal Procedures and conduct for prevention of Insider Trading in dealing with securities of the Company.

D. Protection of Assets

The Board Members and the Senior Management team shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

E. Conduct of Business

The Board Members and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

The Board Members and the Senior management team shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest, The corporate objectives to be pursued shall be to sustain the competitive edge of the company and not to indulge in any activity which is detrimental to the society at large.

F. Reporting

The Directors and the Senior Management team shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of company's policies.

G. Compensation and Disclosures.

The fees and compensation payable to the Board Members (both executive and Non-executive) shall be fixed in accordance with the approvals as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members.

H. Insertion of the Code in website.

As required by clause 49 of the listing agreement this code and any amendments thereto shall be posted on the website of the Company.

I. Compliance Officer

Mr. RAJAN CHOPRA (DIN:00092139), Director and CEO shall be the Compliance Officer for the purpose of this code.

J. Acknowledgement of receipt and affirmation of compliance with the Code

All the Board members and the Senior management team shall furnish to the compliance officer, their acknowledgement of the receipt of the code in the format prescribed under Appendix I to this code and shall within 30 days of close of every financial year affirm compliance with the code in the format prescribed under Appendix II to this code.

K. Violations of the Code

Any violations of this code shall be promptly brought to the notice of the Board of Directors in case any such violation is on the part of a board member and also in case the violation is on part of any senior management personnel, by the Compliance Officer.

The Board of Directors of the company shall upon receipt of report of any violation, take such action as is deemed appropriate in the interests of the company.

L. Waivers and Amendments of the Code

Any amendment or waiver of any provision of this code can be made only by the Board of Directors and shall promptly be disclosed on the company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR) **(2014-2015)**

BUSINESS REVIEW

The Company is in Publishing activity and carrying manufacturing / trading of books and publishing paper. The Company has shares of M/s Nova Publications & Printers Private Limited, Dariya Ganj, New Delhi, up coming printing & publishing house at Faridabad. The publishing activity of books and other publications is vital organ of the society and enlighten the future of the country. Therefore, technological up gradation and seeking balance in on and off the line publication system is need of the time. The main activity of the company is publication.

OPPORTUNITIES & THREATS, RISKS & CONCERN, PERFORMANCE & OUTLOOK

The company bears the normal risk in terms of inherent business risk in the kind of business the company is into. The Board of the company has taken a balanced approach for investing in these activities.

RISKS & CONCERNS

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to are, credit risk, market risk and operational risk.

Deriving from the long years of experience, your Company's policy framework is designed to provide the right balance between business growth and portfolio quality. The Risk Management framework is dynamic and will continue to evolve in line with the emerging risk perceptions. During the year, your Company has constituted a Risk Management. Committee, in accordance with the Guidelines on Corporate Governance, to monitor the risk management framework on an ongoing basis with a view to ensuring that risk parameters are within defined limits.

INFORMATION TECNOLOGY

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets.

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HUMAN RESOURCES

Your Company continues to lay great stress on its most valuable resource - people. Continuous training is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the company.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic market conditions affecting the availability of resources, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

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CORPORATE GOVERNANCE

(A) COMPANY'S PHILOSOPHY

The company firmly believes in practicing good Corporate Governance. The company appreciates the values of transparency, professionalism and accountability. The company ensures all the necessary steps required to improve on these aspects on an on going basis.

(B) BOARD OF DIRECTORS

During the year, the Board of Directors appointed Mrs. Anu Chopra as an additional women director with effect from 31st march 2015 to hold office up to the date of forthcoming Annual General Meeting.

The Board of Directors comprises of four Non-Executive directors. All the four directors are independent directors.

During the year, 8 Board meetings were held on 30.04.2014, 21.05.2014, 30.07.2014, 01.09.2014, 31.10.2014, 01.01.2015, 31.01.2015 and 31.03.2015.

The attendance of directors in the Board meeting held during the year and at the last Annual General Meeting and also the number of other directorship/membership of committees are as under:

Name of Director	Designation	No of Board Meetings Attended	Attendance of Last AGM	No. of Other directorship
SUNIL KUMAR CHOPRA (DIN:00092090)	Non-Executive	7	Yes	5
NIRMAL KUMAR CHOPRA (DIN:00092115)	Non-Executive	7	Yes	3
RAJAN CHOPRA (DIN:00092139)	Non-Executive	8	Yes	2
ANU CHOPRA (DIN:00092102)	Non-Executive	1	No	3
VARINDER SEHGAL (DIN:02846404)	Independent	3	Yes	1
SUBASH CHANDER KOHLI (DIN: 05266510)	Independent	3	Yes	1

(C) AUDIT COMMITTEE

1. Terms & References

The terms of references of Audit Committee includes review and discussion with the auditors about internal control system, the scope of audit including the observations of the auditors, and the review of quarterly, half yearly and annual financial statements before they are submitted to the Board of Directors.

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2. Composition

The Audit Committee of the Board of Directors was formed in 2003 (24-03-2003) and as on today it comprises of three non-executive Independent directors. The committee met four on 30.04.2014, 30.07.2014, 3.10.2014, 31.01.2015 during the year ended on 31.03.2015

Name of Member	Status	No. of Meetings Attended
VARINDER SEHGAL (DIN:02846404)	Member	1
SUBHASH CHANDER KOHLI (DIN: 05266510)	Member	3
RAJAN CHOPRA (DIN: 00092139)	Member	4

(D) Nomination and Remuneration Committee

Nomination and Remuneration Committee was held on 01.09.2014, in accordance with the requirements specified under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To develop a succession plan for the Board and to regularly review the plan.

Name of Member	Status	No. of Meetings Attended
VARINDER SEHGAL (DIN:02846404)	Member	1
SUBHASH CHANDER KOHLI (DIN: 05266510)	Member	0
SUNIL CHOPRA (DIN: 00092090)	Member	1

(E) Stakeholder's Relationship Committee

The company has a committee to look into issues relating to shareholders and focus primarily on share transfers, redress of shareholders' and investors' complaints and matters relating thereto. The chairman of the committee is Sh. SUNIL KUMAR CHOPRA (DIN: 00092090), a non executive director.

Sh. RAJAN CHOPRA (DIN: 00092139), is the compliance officer. No share holder's complaint was received during the year under consideration as such no complaint was pending as on 31-03-2015. No share is pending for transfer as on 31-03-2015`.

Committee meeting was held on 01.09.2014 during the year ended on 31.03.2015.

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Name of Member	Status	No. of Meetings Attended
VARINDER SEHGAL (DIN:02846404)	Member	0
SUNIL CHOPRA (DIN: 00092090)	Member	1
RAJAN CHOPRA (DIN: 00092139)	Member	1

(F) Risk Management Committee

The Company has adopted measures concerning the development and implementation of a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the operations & performance of the Company.

Committee held meeting on 01.09.2014 during the year ended on 31.03.2015.

Name of Member	Status	No. of Meetings Attended
VARINDER SEHGAL (DIN:02846404)	Member	0
SUNIL CHOPRA (DIN: 00092090)	Member	1
RAJAN CHOPRA (DIN: 00092139)	Member	1

(G) GENERAL BODY ANNUAL GENERAL MEETING

The details of last three annual general meetings are given below:

Financial Year	Day & Date	Time	Location
2013-14	Tuesday, 30.09.2014	9.00 AM	41, Chandan Nagar, Jalandhar
2012-13	Saturday, 28.09.2013	9.00 AM	41, Chandan Nagar, Jalandhar
2011-12	Sunday, 30.09.2012	9.00 AM	41, Chandan Nagar, Jalandhar

No postal ballots were used for voting at these meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

(H) DISCLOSURES

1. During the year, there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the company.
2. There is no instance of non-compliance on any matter related to capital markets, during the last three years.

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(I) MEANS OF COMMUNICATION

1. Disclosures regarding appointment or re-appointment of Directors

In terms of the provisions of the Companies Act 2013, and the Articles of Association of the Company Mr. Nirmal Chopra will retire by rotation and being eligible, offers himself for re-election.

2. Communication to shareholders

All vital information relating to the Company and its performance, including quarterly results, official press releases are posted on the web site of the company.

- The company web-site address is **www.novapublications.in**
- The quarterly and annual results of the Company's performance are published in leading English dailies like Economic Times, and in vernacular language (Punjabi) in Ajit Samachar.
- The quarterly results of the Company are also available on the websites of BSE Limited. The site is www.bseindia.com.
- Quarterly results are published in prominent daily newspapers viz. Economic Times (English) & Ajit Samachar (Punjabi) and also informed to all the stock exchanges where the shares are listed through post/by hand.

Management discussion & analysis forms part of the director's report sent to the shareholders.

(J) GENERAL SHAREHOLDER INFORMATION

1. **Date of AGM** : 30.09.2015
Day : Wednesday
Time : 9:00 AM
Venue : 41, Chandan Nagar, Jalandhar

2. Financial Calendar

Annual results of previous year	Sep. 2014
Financial results for the first quarter ending 30-06-2014	July 2014
Financial results for the second quarter ending 30-09-2014	Oct. 2014
Financial results for the third quarter ending 31-12-2014	Jan. 2015
Financial results for the fourth quarter ending 31-03-2015	April 2015
AGM for the year ending March 2015	Sep. 2015

3. **Day of Book Closures** : 25th day of September 2015 to 29th day of September 2015 (both days inclusive)

4. **Dividend payment date** : N.A

5. **Listing on stock exchanges** : Mumbai & Ludhiana

6. **Stock Code** : Mumbai 530733 (NOVAPUB)

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Ludhiana

530733

7. Stock Market Date : As per stock exchanges records.

8. Performance in comparison to board-based indices such as Sensex, Crisil Index etc.:
As per stock exchange records.

9. Registrar and Transfer Agents : Datamatics Financial Services Limited
Plot No.B-5, Part B Cross Lane, MIDC,
Andheri (East) Mumbai-400093, India
Tel: +91-2266712001-6, Fax: +91-2266712011,
www.datamaticsbpo.com, info@dfssi.com

10. Share transfer system:

Share transfer would be registered and returned within a period of 30 days from the date of receipt, if the documents are in order in all respects. The share transfer committee holds need based meetings.

11. a) Distribution of Share Holding (as on 31-03-2015) :

Shares of Nominal Value of Rs.	No. of Share Holders	% to Total	No. of Shares	% to Total
Up to 5000	43	25.75	11500	0.36
5001 to 10000	31	18.56	28600	0.91
10001 to 20000	11	6.59	17000	0.54
20001 to 30000	8	4.79	20900	0.66
30001 to 40000	12	7.19	45200	1.43
40001 to 50000	9	5.39	41100	1.30
50001 to 100000	7	4.19	51700	1.64
100001 and Above	46	27.54	2936100	93.15
Total	167	100	3152100	100

b) Share holding pattern (as on 31-03-2015) :

Category	No. of Shares Held	Percentage of Shareholding (%)
<u>Promoters</u>		
Indian Promoters	1782600	56.55
Foreign Promoters	NIL	0.00
<u>Other</u>		
Private Corporate Bodies	260900	8.28
Indian Public	1108600	35.17
TOTAL	3152100	100

12. Dematerialization of shares and liquidity: The electronic and Physical holding of shares as on 31st March 2015 is as follows:-

	<u>ELECTRONIC</u>	<u>PHYSICAL</u>	<u>TOTAL</u>
CDSL	15000	3137100	3152100
NSDL	NIL	NIL	NIL

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13. Outstanding GDRs/ ADRs/Warrants or any convertible instruments. Conversion data likely impact on equity : N.A

14. Plant Location : N.A

15. Address for correspondence: NOVA PUBLICATIONS INDIA LIMITED
41, Chandan Nagar, Jalandhar, Punjab.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of **NOVA PUBLICATIONS INDIA LIMITED**

We have examined the compliance of the mandatory conditions of Corporate Governance Procedure followed by NOVA PUBLICATIONS INDIA LIMITED during the year ended 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges of India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March 2015, no investor grievances are pending for a period exceeding one month against the company as the records maintained by the Shareholders/Investors Grievances Committee.

We 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.

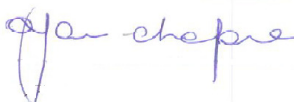


For CHANDRA KIRAN & CO.
Chartered Accountants

(Sd/-)
PARMINDER SINGH
PROP.
PLACE: Jalandhar City
Dated: 01-09-2015

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

FORM A
(Pursuant to Clause 31(a) of Listing Agreement)

No.	Particulars	Details
1.	Name of the Company	NOVA PUBLICATIONS INDIA LIMITED
2.	Annual standalone financial statements for the year ended	31st MARCH, 2015
3.	Type of Audit observation	<u>NIL</u>
4.	Frequency of observation	<u>NIL</u>
5.	To be signed by- <input type="checkbox"/> CEO <input type="checkbox"/> DIRECTOR <input type="checkbox"/> Auditor of the company	Mr. RAJAN CHOPRA  Mr. SUNIL KUMAR CHOPRA  For NOVA PUBLICATIONS INDIA LIMITED Chartered Accountants (Firm Registration No. 005695N)  Parminder Singh (Proprietor) (Membership No. 084722)

INDEPENDENT AUDITOR'S OPINION
To the Members of M/s NOVA PUBLICATIONS INDIA LIMITED

Report on the Financial Statements

Report on the Financial Statements

We have audited the accompanying financial statements of **NOVA PUBLICATIONS INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2015**, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2015**, and its **Profit** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report 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 purposes of our audit.

NOVA PUBLICATIONS INDIA LIMITED

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- (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 Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2015** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2015** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For CHANDRA KIRAN & CO.
Chartered Accountants

(Sd/-)
PARMINDER SINGH
PROP.

PLACE: Jalandhar
DATE: This 21st Day of May 2015

ANNEXURE REFERRED TO IN PARAGRAPH (1) OF AUDITORS REPORT OF EVEN DATE
Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) In Respect of Fixed Assets

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(2) In Respect of Inventory

- (a) Physical verification of inventory has been conducted at reasonable intervals by the management.
- (b) Procedures for physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There is no inadequacies in such procedures that should be reported.
- (c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.

(3) No Loans and advances to parties covered under section 189

(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control

In our opinion and according to the information and explanations given to us there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit We have not observed continuing failure to correct major weaknesses in internal control system.

(5) Rules followed while accepting Deposits

No deposits within the meaning of Sections 73 to 76 or any other relevant provision of the Act and rules framed thereunder have been accepted by the Company.

(6) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act.

(7) According to the information and explanations given to us in respect of statutory dues

- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Investor education protection fund,

Employees` state insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and other material statutory dues applicable to it.

(b) N.A

(c) YES

(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash Losses

The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(9) Default in Repayment of Loans taken from Bank or Financial Institutions

The company has not defaulted in repayment of dues to financial institution or bank.

(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company

On the basis of records examined by us and information provided by the management, we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial institutions.

(11) Application versus purpose for which Loan Granted

The company did not have any term loans outstanding during the year.

(12) Reporting of Fraud During the Year Nature and Amount

According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

NOTES FORMING PART OF FINANCIAL STATEMENTS as at for the year ended March and 31, 2015

1. CORPORATE INFORMATION

The Company is in Publishing activity and carrying manufacturing / trading of books and publishing paper. The company is in process of acquisition of shares of M/s Nova Publications & Printers Private Limited, Dariya ganj, New Delhi up coming printing & publishing house at faridabad.

2. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211 (3C) of the Companies Act, 2013 and relevant provisions thereof.

ii) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

iii) Inventories

Inventories are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sales including octroi and other levied. Finished goods and work in progress are valued at cost or realizable value.

iv) Cash flow Statement

Cash flow are reported using the indirect methods, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company are segregated based on the available information.

v) Depreciation and amortization

Depreciation has been provided for on the Usefull Life method as per the rates prescribed in schedule II to the Companies Act, 2013. Depreciation is charged from the month of the date of purchase in the case of acquisition made during the year. In respect of assets sold, depreciation is provided up to the month prior to the date of sale. Intangible assets are amortized over their estimated useful life.

vi) Revenue recognition

SALES OF GOODS

Revenue is recognized when significant risk and rewards of ownership of the goods sold are transferred to the customer and the commodity has been delivered to the

shipping agent/ customer. Revenue represents the invoice value of goods and services provided to third parties net of discounts, sales tax/ value added and adjustments arising on analysis variances.

OTHER INCOME

Interest income is recognized on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

vii) Tangible fixed assets

Fixed assets are carried at historical cost (net of available Central and State VAT credit) less accumulated depreciation/amortization and impairment losses, if any. Costs include expenses incidental to the installation of assets and attributable borrowing and financing costs incurred upto the date the assets is ready for its intended use.

CAPITAL WORK IN PROGRESS

Projects under which assets are not ready for their intended use and other capital work in progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

viii) Intangible Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

ix) Foreign currency transactions and translations

No foreign currency Transactions are recorded during the financial year.

x) Foreign currency forward contracts

No Foreign currency forward contracts are made.

xi) Government grants, subsidies and export incentives

No Government grants and subsidies are received by the company.

xii) Investments

Long term investment is made by the company for acquiring publication unit for which advance is given.

xiii) Employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service.

xiv) Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differenced arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs attributable to the acquisition or construction of assets requiring a substantial period of time are capitalized. All other borrowing costs including exchange differences on foreign currency loans to the extent regarded as an adjustment to the interest costs are charged to statement of profit and loss and included under "Finance Cost".

xv) Segment reporting

The company is dealing in single product. Therefore, the company operates in single business segment.

xvi) Taxes on income

The company's income taxes include taxes on the company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities are carried at current amounts and in accordance with the enacted tax laws and in the case of deferred taxes, at rates that have substantively enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being for income tax purposes during a period different from when they were recognized in the financial statements.

xvii) Impairment of assets

The impairment of assets is not charged to the statement of Profit & Loss.

xviii) Provision, contingent liabilities and contingent assets

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is neither recognized nor disclosed.

xix) Related Party Disclosures

As per Accounting Standard 18, there are no transactions with related parties.

xx) Previous year Figures

Previous year figures are regrouped and recasted.

NOVA PUBLICATIONS INDIA LIMITED

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NOVA PUBLICATIONS INDIA LIMITED

Balance Sheet as at 31st March, 2015

Particulars	Sch No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	3,15,21,000	3,15,21,000
(b) Reserves and Surplus	2	69,263	(2,05,584)
(c) Money Received Against Share Warrants		-	-
(2) Share Application Money Pending Allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		1,141	660
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	3	482	3,371
(c) Other Current Liabilities	4	1,23,673	1,48,353
(d) Short-Term Provisions	5	75,500	74,200
Total		3,17,91,059	3,15,42,000
II Assets			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	48,083	57,289
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	7	3,10,00,000	3,10,00,000
(e) Other Non-Current Assets		-	-
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	8	-	-
(d) Cash and Cash Equivalents	9	6,24,556	3,60,382
(e) Short-Term Loans and Advances	10	1,18,420	1,18,230
(f) Other Current Assets	11	-	6,099
Total		3,17,91,059	3,15,42,000
NOTES TO ACCOUNTS			
1 - 17			
Schedules referred to above and notes attached thereto form an integral part of Balance Sheet			
As per our report of even date attached.			
FOR CHANDRA KIRAN & CO. Chartered Accountants		FOR NOVA PUBLICATIONS INDIA LIMITED	
PARMINDER SINGH PROPRIETOR Membership No. : 084722 Firm No: 005695N PLACE: Jalandhar DATE : This day of 21st MAY 2015		SUNIL KUMAR CHOPRA DIN-00092090 (DIRECTOR)	RAJAN CHOPRA DIN:00092139 (DIRECTOR)

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED Schedules Forming Part of the Balance Sheet

Sch : 1 Share Capital

Sr. No	Particulars	C.Y	P.Y
1	AUTHORIZED CAPITAL 40,00,000 Equity Shares of Rs. 10/- each.	40,000,000	40,000,000
		40,000,000	40,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 31,52,100 Equity Shares of Rs. 10/- each, Fully Paid Up	31,521,000	31,521,000
	Total	31,521,000	31,521,000

The company is having only one class of equity shares having a par value of Rs.10.00. The Equity Shares have rights, preferences and restrictions which are in accordance with provisions of law, in particular the Companies Act,2013

Reconciliation of Nos. Of Shares

	C.Y	P.Y
Number of Equity Shares at the beginning	3152100	3152100
Add:- Number of Shares Issued	0	0
Number of Equity Shares at the end	3152100	3152100

Below are the name of the shareholders holding more than 5% of Equity Shares

Name	No. of Shares Holding	Percentage of Holding
Sunil Kumar Chopra	590000	18.72%
Nirmal Kumar Chopra	216000	6.85%

Sch : 2 Reserve & Surplus

Sr. No	Particulars	C.Y	P.Y
1	Other Reserve (General Reserves)	-	-
2	Surplus (Profit & Loss Account)		
	Opening Balance	(205,585)	(478,448)
	(+) Net Profit/(Net Loss) for the current year	274,847	272,864
	(+) Income Tax Refund		
	(+) Transfer from Reserves		
	(-) Income Tax		-
	(-) Transfer to Reserves		-
	Closing Balance	69,263	(205,584)
	Total	69,263	(205,584)

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED Schedules Forming Part of the Balance Sheet

Sch : 3 Trades Payable

Sr. No	Particulars	C.Y	P.Y
1	Creditors for purchases (Prepared, valued and certified by the management)		
	i) Outstanding for more than 1 year	-	-
	ii) Others	482	3,371
	Total	482	3,371

Sch : 4 Other Current Liabilities

Sr. No	Particulars	C.Y	P.Y
1	Other payable (specify nature)		
	i) Due to Employees	76,900	64,100
	ii) Other Liabilities:	46,773	41,112
	iii) Liabilities for Cheque Issued	-	43,141
	Total	123,673	148,353

Sch : 5 Short Term Provisions

Sr. No	Particulars	C.Y	P.Y
1	Provision for Taxes	75,500	74,200
	Total	75,500	74,200

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED Schedules Forming Part of the Balance Sheet

Sch : 6 Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on Current Year	WDV as on Previous Year
I	Tangible Assets											
1	Plant and Machinery		147,360	-	-	147,360	94,813	7,309		102,122	45,238	52,547
2	Computer		160,400	-	-	160,400	155,658	1,897		157,555	2,845	4,742
	SUB TOTAL (A)		307,760	-	-	307,760	250,471	9,206	-	259,677	48,083	57,289
II	Intangible Assets											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	Capital Work-in-progress (Prepared, valued and certified by the management)											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	-
IV	Intangible Assets Under Development											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] (Current Year)		307,760	-	-	307,760	250,471	9,206	-	259,677	48,083	57,289

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED

Schedules Forming Part of the Balance Sheet

Sch : 7 Long Term Loans and Advances

Sr. No	Particulars	C.Y	P.Y
I)	Capital Assets a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
II)	Loans & Advances to Related Parties	31,000,000	31,000,000
III)	Other Loans & Advances (Prepared, valued and certified by the management)		
	Total	31,000,000	31,000,000

Sch : 8 Trade Receivables

Sr. No	Particulars	C.Y	P.Y
1	Outstanding for more than six months a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
2	Others a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful (Debits considered good for which company holds no security other than the debtors personal security)	-	-
	Total	-	-

Sch : 9 Cash & Cash Equivalent

Sr. No	Particulars	C.Y	P.Y
1	Cash-in-Hand Cash Balance	284,063	267,384
	Sub Total (A)	-	-
		284,063	267,384
2	Bank Balance	340,493	92,998
	Sub Total (B)	340,493	92,998
3	Cheques on Hand (C)	-	-
	Total [A + B + C]	624,556	360,382

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED

Schedules Forming Part of the Balance Sheet

Sch :10 Short Terms Loans and Advances

Sr. No	Particulars	C.Y	P.Y
1	Loans & Advances to related parties a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
2	Others (a) Advances to Suppliers (b) Advance Tax (c) Advances recoverable in Cash or Kind or for the value to be received and considered good by the management	- 70,000 48,420	- 70,000 48,230
	Total	118,420	118,230

Sch : 11 Other Current Assets

Sr. No	Particulars	C.Y	P.Y
	Prepaid Expenses	-	6,099
	Total	-	6,099

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED

Profit and Loss statement for the year ended 31st March, 2015

Particulars	Sch No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from Operations	12	2,47,80,865	2,39,00,868
II. Other Income		4,140	-
III. Total Revenue (I +II)		2,47,85,005	2,39,00,868
IV. Expenses:			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade	13	2,34,29,176	2,27,61,792
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-	-
Employee Benefit Expense	14	6,36,201	5,19,909
Financial Costs	15	787	5,315
Depreciation and Amortization Expense	16	9,206	11,652
Other Expenses	17	3,58,807	2,56,636
Total Expenses		2,44,34,177	2,35,55,304
V. Profit Before Exceptional and Extraordinary Items and Tax	(III - IV)	3,50,828	3,45,564
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		3,50,828	3,45,564
VIII. Extraordinary Items			
IX. Profit Before Tax (VII - VIII)		3,50,828	3,45,564
X. Tax Expense:			
(1) Current Tax		75,500	74,200
(2) Deferred Tax		481	(1,500)
XI. Profit(Loss) for the Period from Continuing Operations	(IX-X)	2,74,847	2,72,864
XII. Profit(Loss) from Discontinuing Operations			-
XIII. Tax Expense of Discounting Operations			-
XIV. Profit(Loss) from Discontinuing Operations (XII - XIII)		-	-
XV. Profit(Loss) for the period (XI + XIV)		2,74,847	2,72,864
XVI. Earning Per Equity Share:			
(1) Basic		0.09	0.09
(2) Diluted		0.09	0.09

Schedules referred to above and notes attached thereto form an integral part of Profit & Loss Account
As per our report of even date attached.

FOR CHANDRA KIRAN & CO.
Chartered Accountants

FOR NOVA PUBLICATIONS INDIA LIMITED

PARMINDER SINGH
PROPRIETOR
Membership No. : 084722
Firm No: 005695N
PLACE: Jalandhar
DATE : This day of 21st MAY 2015

SUNIL KUMAR CHOPRA/
DIN:00092090
(DIRECTOR)

RAJAN CHOPRA
DIN:00092139
(DIRECTOR)

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED

Schedules Forming Part of the Profit & Loss Accounts

Sch : 12 Revenue From Operations

Sr. No	Particulars	C.Y	P.Y
1	Sales of Products	24,780,865	23,900,868
	Total	24,780,865	23,900,868

Sch : 13 Purchases of Stock in Trade

Sr. No	Particulars	C.Y	P.Y
1	Purchases	23,429,176	22,761,792
	Total	23,429,176	22,761,792

Sch : 14 Employment Benefit Expenses

Sr. No	Particulars	C.Y	P.Y
1	Salaries	628,200	510,800
2	Staff Welfare	8,001	9,109
	Total	636,201	519,909

Sch :15 Financial Cost

Sr. No	Particulars	C.Y	P.Y
1	Interest Expense		
	(i) Interest Paid	-	-
	(ii) Bank Interest	-	-
2	other Borrowing Cost		
	(i) Bank Charges & Commission	787	5,315
	Total	787	5,315

Sch : 16 Depreciation & Amortised Cost

Sr. No	Particulars	C.Y	P.Y
1	Depreciation	9,206	11,652
	Total	9,206	11,652

Sch : 17 Other Expenses

Sr. No	Particulars	C.Y	P.Y
A.	OFFICE & ADMIN EXPENSES		
	Fees, Taxes & Subscription	183,096	90,570
	AGM Expense	6,000	3,000
	Telephone & Domain Hosting Expenses	29,545	9,576
	Computer Maintenance	560	675
	Entertainment	8,588	-
	Postage & Telegram	4,354	3,362
	Printing & Stationery	2,589	3,341
	Conveyance Expenses	13,072	11,400
	Rebate & Discount	12	-
	Miscellaneous Expenses	7,864	11,377
	AUDITOR'S REMUNERATION		
	Audit Fees	9,180	9,180
	Total (A)	264,860	142,481
B.	SELLING & DISTRIBUTION EXPENSES		
	Freight & Cartage Outward	-	2,375
	Advertisement Expenses	93,947	111,780
	Total (B)	93,947	114,155
	Total [A + B]	358,807	256,636

NOVA PUBLICATIONS INDIA LIMITED

CIN: L67120PB1994PLC015406

NOVA PUBLICATIONS INDIA LIMITED

REGD OFFICE: 41- CHANDAN NAGAR
JALANDHAR

PROXY FORM

Reg. Folio No.....

I/We.....
of.....being a member/members(s) of NOVA
PUBLICATIONS INDIA LIMITED hereby appoint
ofor failing him/her
.....
of
as my/our proxy to vote for me/us on my/our behalf at the TWENTIETH Annual General Meeting of the company to be held on Wednesday, the 30th September, 2015 at the premises No. 41, Chandan Nagar, Jalandhar and at any adjournment thereof.

Signed this.....Day of.....2015

Signature

Affix a
One Rupee
Revenue
stamp

NOTE :

This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company not less than 48 hours before the meeting.

-----CUT HERE-----

NOVA PUBLICATION INDIA LIMITED

REGD. OFFICE 41 CHANDAN NAGAR
JALANDHAR CITY

ATTENDANCE SLIP

(To be handed over at the entrance of meeting hall)

I/WE hereby record my/our presence at the TWENTIETH Annual General Meeting of the Company held on Tuesday, 30th September, 2015 at the premises of Plot No.41, Chandan Nagar, Jalandhar City.

Name of the Share holder/ProxyLF.NO.....

Address.....

No. of Shares held.....

(Strike out which is not applicable)

Signature of Shareholder/Proxy