

**NOVA PUBLICATIONS INDIA LIMITED**

**24<sup>th</sup> ANNUAL REPORT  
AND  
ACCOUNTS  
2018-19**

**CIN: L67120PB1994PLC015406  
REGD. OFFICE: 41 CHANDAN NAGAR, JALANDHAR-  
144008**

## **GO GREEN!**

**DEAR SHAREHOLDERS,**

**YOU ARE HEREBY REQUESTED TO FURNISH YOUR E-MAIL ADDRESS TO US BY SENDING ON OUR E-MAIL ID AT [csnovapublications@gmail.com](mailto:csnovapublications@gmail.com) QUOTING YOUR FOLIO NUMBER/DEPOSITORY PARTICIPANT ID AND CLIENT ID OR REGISTER YOUR E-MAIL ADDRESS WITH YOUR RESPECTIVE DEPOSITORY PARTICIPANT.**

**THEREAFTER, THE E-MAIL ADDRESSES AVAILABLE IN OUR RECORDS OR WITH YOUR DEPOSITORY PARTICIPANT SHALL BE DEEMED TO BE YOUR REGISTERED E-MAIL ADDRESS FOR SERVING NOTICES/DOCUMENTS, ETC. INCLUDING THOSE COVERED UNDER THE COMPANIES ACT, 2013 (THE ACT). IN THE EVENT OF ANY CHANGE IN YOUR E-MAIL ADDRESS FOR RECEIVING FUTURE COMMUNICATION/DOCUMENTS, YOU ARE REQUESTED TO UPDATE THE SAME WITH US OR WITH YOUR DEPOSITORY PARTICIPANT.**

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**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

MR. SUNIL KUMAR CHOPRA  
(MANAGING DIRECTOR)

MR. RAJAN CHOPRA  
(WHOLE-TIME DIRECTOR)

MS. ANU CHOPRA  
(DIRECTOR)

MR. NIRMAL KUMAR CHOPRA  
(DIRECTOR)

MR. CHETAN BALUBHAI PATEL  
(DIRECTOR)

MR. VARINDER SEHGAL  
(INDEPENDENT DIRECTOR)

MR. SAHIL SODHI  
(INDEPENDENT DIRECTOR)

MRS. GOLABUN BEGAM  
(INDEPENDENT DIRECTOR)

MR. SUBASH CHANDER KOHLI  
(INDEPENDENT DIRECTOR)

**REGISTERED OFFICE**

41 CHANDAN NAGAR  
JALANDHAR-144008  
PUNJAB (INDIA)

**COMPANY SECRETARY**

MS. SHAGUN DEWAN

**AUDITORS**

KOUL VIJH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
30 PARKASH NAGAR  
MODEL TOWN, JALANDHAR

**BANKERS**

AXIS BANK  
Opp. MINI SECRETARIAT  
LADOWALI ROAD  
JALANDHAR-144001  
PUNJAB

**REGISTRAR & TRANSFER AGENTS**

DATAMATICS BUSINESS SOLUTIONS LIMITED

NO. B-5, PART B  
CROSS LANE, MIDC  
CROSS LANE, MIDC  
ANDHERI (EAST)  
MUMBAI-400093, INDIA

**NOTICE OF THE ANNUAL GENERAL MEETING**

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

**ORDINARY BUSINESS**

**Item No.1- Adoption of Financial Statements**

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

**Item No.2- Retire By Rotation**

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

**SPECIAL BUSINESS**

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Mr. SAHIL SODHI** (DIN: 08424480), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20<sup>th</sup> April 2019 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 20th April, 2019 to 19 April , 2024.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mrs. GOLABUN BEGAM (DIN: 08032340), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th April 2019 in terms of Section 161(1) , 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 29th April, 2019 to 28 April ,2024.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 161,149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr CHETAN BALUBHAI PATEL (DIN: 03556088), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th June 2019 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Non-Executive Director of the Company .”

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

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

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

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

**Shareholding Pattern of Existing Promoters as on August 29, 2019**

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

**RESOLVED FURTHER THAT** the above 'Outgoing Promoter' and the persons related to them –

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

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

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

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
**(DIN: 00092090)**

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
**(DIN: 00092139)**

**Place: JALANDHAR**  
**Dated: 29.08.2019**

**NOTES**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 41 CHANDAN NAGAR, JALANDHAR, PUNJAB-144008, PUNJAB NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is in higher in the order of will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will be closed from 19th September, 2019 to 24th September, 2019 (both days inclusive).
5. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their De-Mat Accounts immediately. Members holding shares in physical form are requested to advise any changes of address immediately to Registered Office of the Company or to Registrar M/s Datamatics Business Solutions Limited.
6. As per the provisions of Section 72 of Companies Act, 2013 and Rules made there under provides for Nomination by the shareholders of the Company in the prescribed form(s).
7. Members are requested to send in their queries at least a week in advance to the Finance Head at the Registered Office of the Company to facilitate clarifications during the meeting.
8. Members are requested to bring their attendance slips to the AGM. Duplicate admission slips and/or copies of the Annual Report and Accounts will not be provided at the AGM venue.
9. Route Map showing directions to reach to the venue of the 24th AGM is given at the end of this Notice as per the requirement of Secretarial Standards-2 on "General Meeting"
10. SEBI vide Securities and Exchange Board of India (Listing Obligations And Disclosure Requirement) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 states that,

“Provided that, except in case of transmission and transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.”

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

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

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

#### **REMOTE E-VOTING INSTRUCTIONS & INFORMATION**

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('remote e-voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. Chandan Syal, Chartered Accountant as the Scrutinizer for this purpose.
2. The voting period begins on 21st September, 2019 at 10.00 AM and ends on 24th September, 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

5. Click on Shareholders.
6. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
7. Next enter the Image Verification as displayed and Click on Login.
8. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
9. If you are a first time user follow the steps given below:

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

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

11. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to

vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN for the NOVA PUBLICATIONS INDIA LIMITED on which you choose to vote.
14. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
15. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
16. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
17. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
19. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You may also address your queries relating to remote e-voting to the e-mail ID [csnovapublications@gmail.com](mailto:csnovapublications@gmail.com).

**A. The period for remote e-voting starts at IST 10.00 a.m. on Saturday, 21st September, 2019 and ends at IST 5.00 p.m. on Tuesday, 24th September, 2019. Remote e-voting shall be disabled by CDSL at IST 5.00 p.m. on Tuesday, 24th September, 2019.**

**B. General Information**

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

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

**ITEM:-3**

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

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

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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

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

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

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

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

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

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

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

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

**NAME:** - Mr. SAHIL SODHI

**DIN-**08424480

**DATE OF BIRTH:-**21/09/1997

**DATE OF FIRST APPOINTMENT IN THE BOARD:-**20.04.2019

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

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

**LIST OF DIRECTORSHIP OF OTHER BOARD:-** N.A

**LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD. :-**NILL  
SHAREHOLDING IN COMPANY:-NILL.

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

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

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

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

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

**ITEM:-4**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **Mrs. GOLABUN BEGAM (DIN: 08032340)** as an Additional Director with effect from 29<sup>th</sup> April, 2019 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 29<sup>th</sup> April, 2019 till 28<sup>th</sup> April, 2024 subject to the approval of the members.

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

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

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

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

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

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

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

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

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

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

**NAME: - Mrs. GOLABUN BEGAM**

**DIN- 08032340**

**DATE OF BIRTH:-08/10/1979**

**DATE OF FIRST APPOINTMENT IN THE BOARD:-29.04.2019**

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

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

**LIST OF DIRECTORSHIP OF OTHER BOARD:- 1**

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

**SHAREHOLDING IN COMPANY:-NIL.**

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

**TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:-**

**As decided by the Nomination, Remuneration committee & Board.**

**JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- working in the industry since a couple of years and has earned a good name in**

**the industry to which company belongs would bring with him immense experience to the Company in the areas of investment strategy, operations and portfolio development.**

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

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

**Item No. 5**

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

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

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

**NAME: - Mr CHETAN BALUBHAI PATEL**

**DIN- 03556088**

**DATE OF BIRTH:-14/09/1973**

**DATE OF FIRST APPOINTMENT IN THE BOARD:-28.06.2019**

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

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

**LIST OF DIRECTORSHIP OF OTHER BOARD:- N.A**

**LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD. :-NILL  
SHAREHOLDING IN COMPANY:-NILL.**

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

**TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:-**

As decided by the Nomination, Remuneration committee & Board.

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

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

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

**Item No. 6**

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

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

The Outgoing Promoters fully acknowledge that they shall not represent on the Board of the Company or act as Key Managerial Personnel in the Company and nor shall exercise control over the affairs, whether directly or indirectly in the Company. And for the mentioned purpose, the Company has identified Professionals to take over the Management of the Company, who have been appointed as Directors on the Board. Further, in compliance of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Outgoing Promoters have reduced their voting rights in the Company from 16.81 percent to **10.57\*** percent of the voting rights of the Company.

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

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

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

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

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

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

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

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>No. of Shares</b>	<b>% of Shares Held</b>
(i).	--	--	--

The Board recommends the Ordinary Resolution as set out at Item no. 1 of the Notice for approval of the Members.

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

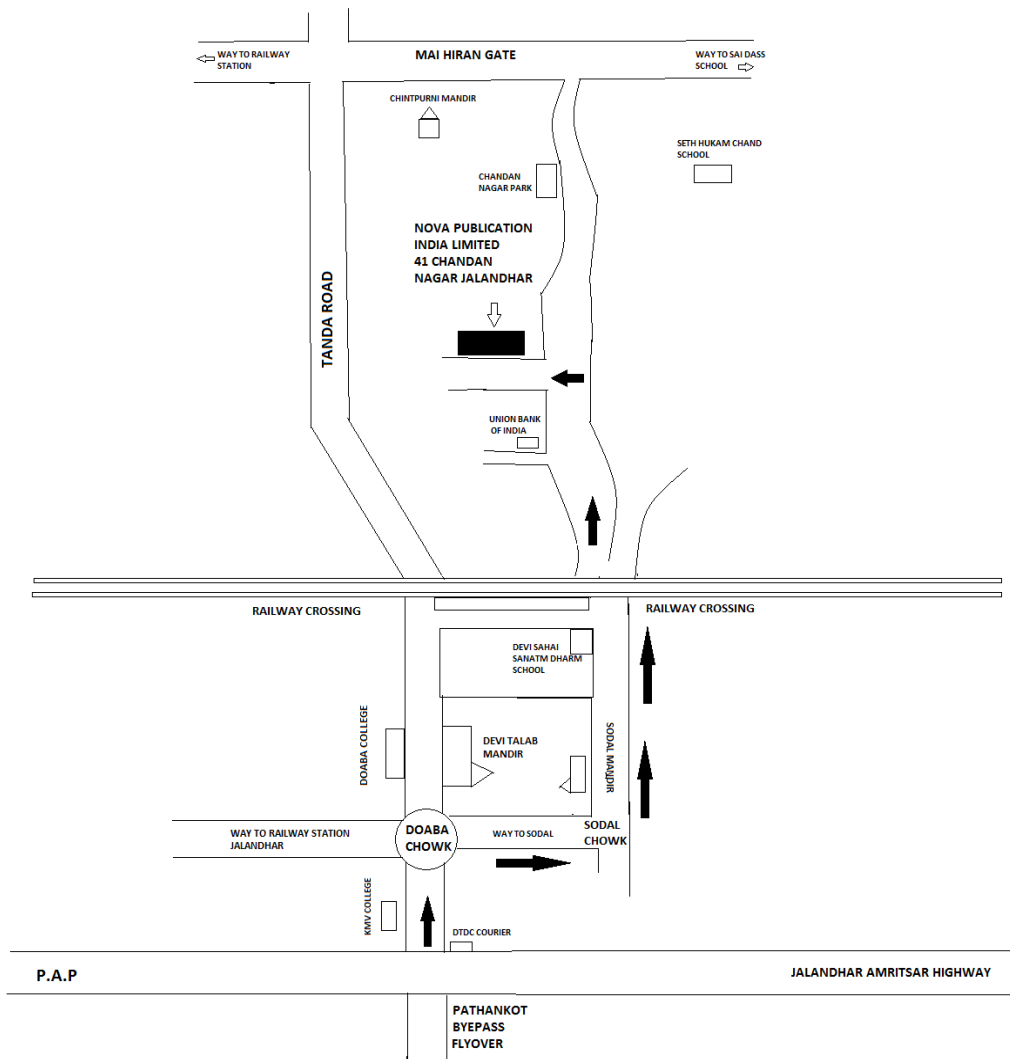
**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
**(DIN: 00092090)**

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
**(DIN: 00092139)**

**Place: JALANDHAR**  
**Dated: 29.08.2019**

Route map for the venue of the 24<sup>th</sup> Annual General Meeting



**DIRECTORS' REPORT**

To

The Members

Your Directors have pleasure in presenting their **24<sup>th</sup> Annual Report** on the Business and Operations and the accounts for the Financial Year ended 31<sup>st</sup> March, 2019 of the Company.

**1. FINANCIAL RESULTS**

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

Particulars	(Fig in Rs)	(Fig in Rs)
	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Revenue from Operations	1,69,28,087.00	73,463,266 .00
Other Income	57299.00	406017.00
Finance Charges	650.00	436,841.00
Provision for Depreciation	6,311	6,312.00
Profit Before Tax	<b>(3,80,454)</b>	<b>5504,83.00</b>
Less: Current Tax	-	142,100.00
Deferred Tax	968	465.00
Profit After Tax	<b>(3,79,486)</b>	<b>408,849.00</b>
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00
Transfer to Reserves	0	0
Surplus carried to Balance Sheet	(3,79,486)	408,849.00

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

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

- Revenue from operations decreased from Rs.73463266/- to Rs.16928087/-
- Sales also increased by approx from Rs.73463266/- to Rs.16928087/-.

### **3. PROPOSED TRANSFER TO GENERAL RESERVES**

As per section 134(3) (j) of Companies Act, 2013, No amount has transferred to the General Reserve.

### **4. DIVIDEND**

In order to conserve the resources of the Company, the director's have decided not to declare any Dividend for the financial year 2018-19.

### **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 31.03.2019 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 following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself are as follows:-

- a. High competition from East European countries and other Asian countries.
- b. International price fluctuation.
- c. Lack of warehousing support from the government.

### **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 MADE WITH RELATED PARTIES**

The particulars of Contracts or Arrangements 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, Joint venture or 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 2018-19. The Details of above-mentioned Board Meetings are provided in Corporate Governance Report annexed herewith.

#### **b) Changes in Directors And Key Managerial Personnel**

1. Ms Ekta Agarwal resigns from the post of Company secretary cum Compliance officer of the Company w.e.f 15.07.2018
2. Ms. Shagun Diwan appointed as Company secretary cum Compliance officer of the Company w.e.f 23.07.2018.

#### **c) Independent Directors**

The Company has received declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the above Act.

#### **d) Details of Ratio of Remuneration to Directors**

The information relating to remuneration of directors as required under Section 197(12) of the Act –NIL

#### **e) Board Committees**

The Board has constituted 3 committees which are as follows:-

1. Audit Committee
2. Nomination and Remuneration Committee

3. Stakeholders' Relationship Committee

**f) Board Evaluation**

As required under the provisions of Section 134(3) (p), 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 behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. 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.

**h) 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 Koul Vijh & Associates, Chartered Accountants appointed as Auditors of the Company, to hold office from the conclusion of this 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting of the Company to be held in the calendar year 2022.

**18. REMARK BY SECRETARIAL AUDITOR**

**The secretarial Auditor Mr Ankit Gandhi of Ankit Gandhi and Associates given following observation in Audit report: -**

-The Board of the Company during the year under Audit was not constituted in accordance with regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company comprised of 6 Directors viz. 1 Managing Director, 1 Whole-Time Director, 2 Non-Executive Independent Directors and 2 other Non-Executive Directors. No change in the composition of the Board of Directors that took place during the period under review. Provisions applicable regarding Independent Director are not fully complied by company properly.

-Company not comply the proper provisions of section 123 of companies Act 2013 read with The Companies (Declaration and payment of Dividend) rules, 2014 and also other applicable related provisions regarding reporting and compliances.

-Company not comply properly with secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2).

-Not complied properly with Companies (Indian Accounting Standards (IND AS) Rules 2015 and its financial statement are not prepared properly as per IND AS (Indian Accounting Standard).

-Company not complied with provisions of appointment of Internal Auditor.

Reply by the board: -

The board has taken note of all observation raised by the secretarial Auditor Mr Ankit Gandhi of Ankit Gandhi and Associates and has started the process to address and rectify all the raised observations.

**19. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS**

The Register of Members and Share Transfer books of the company will be closed with effect from 19<sup>th</sup> September, 2019 to 25<sup>th</sup> September,2019 (both days inclusive).

## **20. CORPORATE GOVERNANCE**

Your Company has been complying with the provisions of Corporate Governance as stipulated in Regulations 24, 27 and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. A separate as applicable report on Corporate Governance along with Auditors' certificate on compliance of the Corporate Governance norms as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Management Discussion & Analysis forming part of this report are provided elsewhere in this Annual Report

### **21. 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, 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 2018-19:

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

## **22. LISTING FEES**

The Company confirms that it has paid the annual listing fees for the financial year 2018-19

### **23. 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.

## **24. 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

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
**(DIN: 00092090)**

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
**(DIN: 00092139)**

**Place: JALANDHAR**  
**Dated: 29.08.2019**

**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 new 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**

**(iv) Expenditure incurred on Research & Development- NA**

**(v) Foreign Exchange Earnings and Outgo –NA**

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
**(DIN: 00092090)**

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
**(DIN: 00092139)**

**Place: JALANDHAR**  
**Dated: 29.08.2019**

**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, 2019 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, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made under the Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made under the Act;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under the Act;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 (Listing Obligation & Disclosure Requirements) Regulations 2015;

- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
  - e) 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;
- (vi) Other Laws including Micro, Small and Medium Enterprises Development Act, 2006 applicable to the Company as per the representations given by the Company.
- (vii) We have also examined compliance with applicable clauses of the following:
- (i) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (ii) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and;

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:

-The Board of the Company during the year under Audit was not constituted in accordance with regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company comprised of 6 Directors viz. 1 Managing Director, 1 Whole-Time Director, 2 Non-Executive Independent Directors and 2 other Non-Executive Directors. No change in the composition of the Board of Directors that took place during the period under review. Provisions applicable regarding Independent Director are not fully complied by company properly.

-Company not comply the proper provisions of section 123 of companies Act 2013 read with The Companies (Declaration and payment of Dividend) rules, 2014 and also other applicable related provisions regarding reporting and compliances.

-Company not comply properly with secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2).

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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-Not complied properly with Companies (Indian Accounting Standards (IND AS) Rules 2015 and its financial statement are not prepared properly as per IND AS (Indian Accounting Standard).

-Company not complied with provisions of appointment of Internal Auditor.

I 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.

**For Ankit Gandhi & Associates**

**Place: JALANDHAR**

**Date: 29.05.2019**

**(Ankit Gandhi)**

**Company Secretary**

**FCS No 7646; C.P. NO 8204**

**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.

**For Ankit Gandhi & Associates**

**Place: JALANDHAR**

**Date: 29.05.2019**

**(Ankit Gandhi)**

**Company Secretary**

**FCS No 7646; C.P. NO 8204**

**ANNEXURE 'B'**  
**Forming Part of the Directors' Report**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**

[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	COMPANY LIMITED BY SHARE/INDIAN NON GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	41 CHANDAN NAGAR, JALANDHAR, PUNJAB 0181-5002021
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Datamatics Business Solutions 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@DFSSL.COM

**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 company
1	PAPER	424110	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE company	% SHARES HELD	APPLICABLE SECTION
NA	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(A)Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	788502	-	788502	25.02	788502	-	788502	25.02	-
b)Central Govt	-	-	-	-	-	-	-	-	-
c)State Govt(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter(A)</b>	<b>788502</b>	<b>-</b>	<b>788502</b>	<b>25.02</b>	<b>788502</b>	<b>-</b>	<b>788502</b>	<b>25.02</b>	<b>-</b>
<b>B.Public Shareholding</b>									
<b>1. Institutions</b>									
a)Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d)State Govt(s)	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-

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h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2.Non-Institutions</b>									
a)Bodies Corp.									
i) Indian	575998	143100	719098	22.81	596779	143100	739879	23.47	0.66
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i)Individual shareholders holding nominal share capital upto Rs. 2 lakh	456658	409600	866258	27.48	435935	409600	845535	26.82	0.66
ii)Individual shareholders holding nominal share capital in excess of Rs 2 lakh	562149	213300	775449	24.60	562149	214300	776449	24.60	-
<b>c)Others (specify)</b>									
Non Resident Indians	300	-	300	0.01	300	-	300	0.01	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	2493	-	2493	0.08	2435	-	2435	0.08	0.01
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	1597598	766000	2363598	74.98	1597598	767000	2364598	74.98	1.33

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<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	1597598	766000	2363598	74.98	1597598	767000	2364598	74.98	1.33
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2386100</b>	<b>766000</b>	<b>3152100</b>	<b>100</b>	<b>2386100</b>	<b>766000</b>	<b>3152100</b>	<b>100</b>	<b>-</b>

**B) Shareholding of Promoter**

S. No.	Shareholder's Name	Shareholding at the beginning of the year 2019			Shareholding at the end of the year 2018			% 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 to total shares	
1	SUNIL KUMAR CHOPRA	1501	0.05	0.00	1501	0.05	0.00	0.00
2	NIRMAL KUMAR CHOPRA	216000	6.85	0.00	216000	6.85	0.00	0.00
3	RAJESH CHOPRA	136000	4.31	0.00	136000	4.31	0.00	0.00
4	NIRMAL KUMAR CHOPRA HUF .	118000	3.74	0.00	118000	3.74	0.00	0.00
5	ANU CHOPRA	1	0.00	0.00	1	0.00	0.00	0.00
6	SUBHASH CHOPRA CHANDER HUF	75000	2.37	0.00	75000	2.37	0.00	0.00
7	RONITA CHOPRA	63500	2.01	0.00	63500	2.01	0.00	0.00
8	MEENA	60000	1.90	0.00	60000	1.90	0.00	0.00

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	CHOPRA							
9	RAJAN CHOPRA	51500	1.63	0.00	51500	1.63	0.00	0.00
10	RAJAT CHOPRA	33500	1.06	0.00	33500	1.06	0.00	0.00
11	RISHABH CHOPRA	33500	1.06	0.00	33500	1.06	0.00	0.00

**C) Change in Promoters' Shareholding.**

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1.	At the beginning of the year	0	0	0	0
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0
3.	At the end of the year	0	0	0	0

**D) Shareholding Pattern of top ten Shareholders:**

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

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S.No..	Name of the Shareholder	Shareholding		Date (as on or before)	Increase/ Decrease in Sharehold	Reason	Cumulative Shareholding of the year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning of the year (1.04.2018)/ end of the year (31.03.2019)	% of total shares of the Company				No. of shares at the beginning of the year (1.04.2018), end of the year (31.03.2019)	% of total shares of the Company
1.	BHAVISHYA ECOMMERCE PRIVATE LIMITED	170411	5.41%	01-04-2018				
		159576	5.06%	31-03-2019	10835	Sale		
							159576	5.06%
2.	EPOCH MERCANTILES PVT. LTD.	142197	4.51%	01-04-2018	-	No change		
		142197	4.51%	31-03-2019	-	No change		
3	ANIL KUMAR SEHJRA	120900	3.84%	01-04-2018				
		120900	3.84%	31-03-2019	-	NO CHANGE		
4	D.P FINLEASE (P) LTD.	120000	3.81%	01-04-2018				

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		120000	3.81%	31-03-2019	-	NO CHANGE		
5	ARIHANT CAPITAL MKT. LTD	100931	3.20%	01-04-2018				
		85	0.01%	31-03-2019	100846	SALE		
							85	0.01%
6	AJAY KUMAR SEHJRA	98000	3.11%	01-04-2018				
		98000	3.11%	31-03-2019	0	NO CHANGE		
7	SUDAMA TRADING AND INVESTMENTS LIMITED	92288	2.93	01-04-2018				
		127288	4.04%	31-03-2019	35000	Purchase		
							127288	4.04%
8	MADHU MALIK	92000	2.92%	01-04-2018				
		92000	2.92%	31-03-2019	0	NO CHANGE		
9	SHAM LAL CHADHA	85000	2.70%	01-04-2018				

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		85000	2.70%	31-03-2019	-	NO CHANGE		
10	RAMBHABA HOLDINGS & TRADING CO. (P). LTD	43500	1.38%	01-04-2019				
		43500	1.38%	31-03-2019	-	NO CHANGE		

**E) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name of the Shareholder	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Shareholding	
		No. of shares at the beginning (1.04.2017)	% of total Shares of the Company				No. of shares at the end of the year (31.03.2018)	% of total shares of the Company
1	SUNIL KUMAR	1501	0.05	-	-	No Change	1501	0.05
2	NIRMAL KUMAR	216000	6.89	-	-	No Change	216000	6.89
3	RAJAN CHOPRA	51500	1.64	-	-	No Change	51500	1.64
4	ANU CHOPRA	1	0.00	-	-	No Change	1	0.00

**V) INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment) - NIL (No Secured, Unsecured loans and deposits of the Company)**

	<b>Secured Loans excluding deposits (in Lacs)</b>	<b>Unsecured Loans (in Lacs)</b>	<b>Deposits (in Lacs)</b>	<b>Total Indebtedness (in Lacs)</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Fig. `)**

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

**B. REMUNERATION TO OTHER DIRECTORS -NIL (Fig. in Rs)**

\*\* Sitting Fee: No sitting fee shall be paid to any of Directors for attending the meetings of the Board of Directors or any Committees thereof.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ (Fig. in Rs.)**

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Company Secretary	Total
		EKTA AGARWAL	SHAGUN DEWAN	
1	Gross salary	60,000	1,20,000	1,80,000
	(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	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL

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3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	60,000	1,20,000	1,80,000

\* Ekta Agarwal was resigned dated 15.07.2018, so remuneration taken above for 3.5 months only.

\* Shagun Dewan was appointed dated 23.07.2018, so remuneration taken above for 8.5 months only.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

There were no penalties or punishments levied on the Company during the financial year. Also, there was no necessity for the Company to compound any offence.

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
**(DIN: 00092090)**

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
**(DIN: 00092139)**

**Place: JALANDHAR**  
**Dated: 29.08.2019**

**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 (Associates)
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 169.28/- Lakhs
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

**For NOVA PUBLICATIONS INDIA LIMITED**

**SUNIL KUMAR CHOPRA**  
**MANAGING DIRECTOR**  
(DIN: 00092090)

**RAJAN CHOPRA**  
**WHOLE TIME DIRECTOR**  
(DIN: 00092139)

Place: JALANDHAR  
Dated: 29.08.2019

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**BUSINESS REVIEW**

The Company is in Publishing activity and carrying manufacturing / trading of books and publishing paper. 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.

<b><u>STRENGTHS</u></b>	<b><u>WEAKNESSES</u></b>
<ul style="list-style-type: none"><li>• Research and Development.</li><li>• Data Management.</li><li>• Growing international &amp; domestic market.</li></ul>	<ul style="list-style-type: none"><li>• Environmental problems.</li><li>• Horizontal growth of tanneries</li><li>• Limited marketing budgets for internet publishing</li></ul>
<b><u>OPPURTUNITIES</u></b>	<b><u>THREATS</u></b>
<ul style="list-style-type: none"><li>• Digital/Internet publishing</li><li>• High-level credentials and research-enhanced.</li><li>• Use of modern technology</li></ul>	<ul style="list-style-type: none"><li>• <u>High competition</u></li><li>• Increasing trend of E-commerce.</li><li>• Best-selling authors go to commercial publishers</li></ul>

**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.

### **OUTLOOK**

Your Company shall continue to aggressively pursue to increase its turnover which will further increase margins. This endeavor is expected to result in ample opportunities in future where your Company can perform significantly.

### **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.

### **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.

**CORPORATE GOVERNANCE**

**(A) COMPANY'S PHILOSOPHY**

Corporate Governance is based on the principle of fairness, equity, transparency, accountability and dissemination of information. In 'Nova Publications', we believe that a high standard of Corporate Governance is the essence of business growth and investor confidence. The Company aims at to set the highest standards of governance, meticulously pursue them and thereby maximize value for its shareholders and fairness to its customers, employees and public at large.

**(B) BOARD OF DIRECTORS**

The Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company. As part of its functions, Board periodically reviews all the relevant information which is required to be placed before it pursuant to Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The meetings of the Board of Directors are normally held at its registered office of the Company. Meetings are scheduled well in advance and after adequate notice.

The Board of Directors comprises of Two Executive, Two Non-Executive directors and two Independent directors.

**During the year, 8 Board meetings were held on 15.04.2018, 29.05.2018, 16.07.2018, 23.07.2018, 14.08.2018, 25.08.2018, 14.11.2018, 14.02.2019.**

The attendance of directors in the Board meeting held during the year and at the last Annual General Meeting are as under:

<b>Name of Director</b>	<b>Designation</b>	<b>No of Board Meetings Attended</b>	<b>Attendance of Last AGM</b>
SUNIL KUMAR CHOPRA (DIN:00092090)	Managing Director	7	Yes
NIRMAL KUMAR CHOPRA (DIN:00092115)	Director Non-Executive	1	No
RAJAN CHOPRA (DIN:00092139)	Whole Time Director Executive	8	Yes

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ANU CHOPRA (DIN:00092102)	Director Non-Executive	2	No
VARINDER SEHGAL (DIN:02846404)	Director Independent Non-Executive	8	Yes
SUBASH CHANDER KOHLI (DIN: 05266510)	Director Independent Non-Executive	8	Yes

**(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.

**2. Composition**

The Board has constituted Audit Committee in accordance with the requirements of Section 177 of the Companies Act 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Audit Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

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

**The Audit Committee had met 4 (Four) times during the year 2018-19 on 29<sup>th</sup> May 2018 , 14<sup>th</sup> August 2018 , 14<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019 .**

The audit committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary
- Compliance with the accounting standards.

The Audit Committee of the Company performs the following functions:-

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment/removal of auditors of the company, fixation of audit fees and approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board for approval with particular reference to:
  - i) Change, if any, in accounting policies and practices and reasons for the same.
  - ii) Major accounting entries involving estimates based on exercise of judgment by the management.
  - iii) Significant adjustments made in the financial statements arising out of audit findings.
  - iv) Compliance with listing and other requirements relating to financial statements.
  - v) Disclosure of any related party transactions.
- Reviewing with the management, the quarterly and yearly financial statement before submission to the Board for approval.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit Process.
- Reviewing the functioning of the Whistle Blower mechanism.

Review of information

Management discussion and analysis of financial condition and results of operations;

- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

#### **(D) NOMINATION AND REMUNERATION COMMITTEE**

The Board has constituted Nomination and Remuneration Committee in accordance with the requirements of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Nomination and Remuneration Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

<b>Name of Member</b>	<b>Status</b>	<b>No. of Meetings Attended</b>
SUBHASH CHANDER KOHLI (DIN: 05266510)	Chairperson	2
VARINDER SEHGAL (DIN:02846404)	Member	2
ANU CHOPRA (DIN: 00092102 )	Member	2

The Nomination and Remuneration Committee had met 2 (Two) times during the year 2018-19 on the 16th July 2018, 23rd July 2018.

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.

#### Remuneration Policy

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high calibre talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

#### Performance evaluation of the Independent directors

Board evaluates the performance of Independent directors as per new SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

#### **(E) STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The Board has constituted Stakeholder's Relationship Committee in accordance with the requirements of the Companies Act 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Stakeholder's Relationship Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

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- 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. RAJAN CHOPRA.
- No share holder's complaint was received during the year under consideration as such no complaint was pending as on 31-03-2019. No share is pending for transfer as on 31-03-2019.

**The Stakeholder's Relationship Committee had met 1 (One) time during the year 2018-19 on 14th August 2018.**

<b>Name of Member</b>	<b>Status</b>	<b>No. of Meetings Attended</b>
ANU CHOPRA (DIN: 00092102 )	Chairperson	1
VARINDER SEHGAL (DIN:02846404)	Member	1
SUNIL CHOPRA (DIN: 00092090 )	Member	1

**(F) GENERAL BODY ANNUAL GENERAL MEETING**

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

<b>Financial Year</b>	<b>Day &amp; Date</b>	<b>Time</b>	<b>Location</b>
2017-18	TUESDAY, 25.09.2018	02.00 P.M	41, Chandan Nagar, Jalandhar
2016-17	Friday,29.09.2017	02.00 P.M	41, Chandan Nagar, Jalandhar
2015-16	Monday,25.07.2016	11.00 A.M	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.

**(G) DISCLOSURES**

**Name & Designation of Compliance Officer-** Ms. Shagun Dewan, Company Secretary is designated as Compliance officer of the Company.

**Shareholders Complaints & Requests-** No any request received during 01.04.2018 to 31.03.2019.

**(H) MEANS OF COMMUNICATION**

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's web-site address is <http://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, Aaj di Awaz etc.
- The quarterly results of the Company are also available on the websites of BSE Limited. The site is [www.bseindia.com](http://www.bseindia.com).

**(I). GENERAL SHAREHOLDER INFORMATION**

Date of incorporation	05th December, 1994
Registered office	41, Chandan Nagar, Jalandhar, Punjab
Date and Time of Annual General Meeting	25 <sup>th</sup> September, 2019 at 02:00 P.M (IST)
Venue of Annual General Meeting	41, Chandan Nagar, Jalandhar, Punjab

Date of Book Closure	19 <sup>th</sup> September, 2019 to 25th September, 2019
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<b>Financial Calendar</b>	
Financial reporting for 1st Qtr. ending June 30, 2019	On or before 14 <sup>th</sup> August,2019
Financial reporting for 2nd Qtr. ending Sept 30, 2019	On or before 14 <sup>th</sup> November,2019
Financial reporting for 3rd Qtr. ending Dec 31, 2019	On or before 14 <sup>th</sup> February,2020
Financial reporting for 4th Qtr. ending March 31, 2019	On or before 30 <sup>th</sup> May, 2020

Listing on Stock Exchange	Shares are listed in Bombay Stock Exchange The listing fee for the year 2018-2019 has been paid to the Bombay Stock Exchange.
Registrar and Transfer Agents	Datamatics Business Solutions Limited Plot No.B-5, Part B Cross Lane, MIDC, Andheri (East) Mumbai-400093, India\Tel: +91-2266712001-6, Fax: +91-2266712011 <a href="http://www.datamaticsbpo.com">www.datamaticsbpo.com</a> , <a href="mailto:info@dfssl.com">info@dfssl.com</a>

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

Scrip Code	(BSE) – 530733
ISIN Code	(NSDL) - INE900O01014

**(J). SHARES TRANSFER**

Share transfers and related operations for the Company are conducted by Datamatics Business Solutions Limited., which is registered with the SEBI as a Registrar. Share transfer is normally affected within the maximum period of 15 days from the date of receipt, if all the required documentation is submitted

**(K). OTHERS**

**a. Shareholding Pattern as on 31st March 2019**

Category of Shareholders	No. of Shareholders	No. of fully paid up equity shares held	Shareholding as a %
(A) Promoter & Promoter Group	11	788502	25.02
(B) Public	589	2363598	74.98
<b>Total</b>	<b>600</b>	<b>3152100</b>	<b>100.00</b>

**b. Dematerialization of shares & liquidity as on 31st March, 2019.**

	Number of shares	% of Total Issued Cap.
Shares held in dematerialized form in CDSL	1863598	59.12
Shares held in dematerialized form in NSDL	522502	16.58
Shares held in Physical	766000	24.3
<b>Total</b>	<b>3152100</b>	<b>100%</b>

**c. Distribution of Shareholding as on 31st March, 2019**

Share Holding Distribution Report					As on 31-Mar-2019	
Sr. No.	Shares Range		Shares	% To Capital	No. Of Holders	% To No. Of Holders
	From	To				
1	1	5000	530	87.31%	396105	12.57%
2	5001	10000	19	3.13%	149036	4.73%
3	10001	20000	26	4.28%	398919	12.66%
4	20001	30000	8	1.32%	194749	6.18%
5	30001	40000	6	0.99%	197434	6.26%
6	40001	50000	2	0.33%	85800	2.72%
7	50001	100000	8	1.32%	590096	18.72%
8	10001	above	8	1.32%	1139961	36.17%
TOTAL			607	100.00 %	3152100	100.00%

**Stock Data**

Following Table gives the monthly high and low prices and volumes of equity shares of the Company at BSE for the year ended March 31, 2019.

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
July-18	36.00	36.95	35.75	35.75	120
Aug-18	33.95	33.95	32.30	32.30	2
Sept18	30.7	30.7	29.2	29.2	4
Oct-18	29.5	30	29	30	75
Nov-18	29.95	30	27.55	27.55	6975
Dec-18	28.9	28.9	19.65	19.65	4755
Jan-19	18.7	18.7	15.35	15.35	93
Feb-19	14.6	16.1	11.4	14.7	2952
Mar-19	15.13	15.5	13.9	15	2100

**Location Address**

Nova Publications India Limited, 41, Chandan Nagar, Jalandhar, Punjab (INDIA)  
 Ph: 0181-5002021 E mail: csnovapublications@gmail.com

**Address for Correspondence:**

In line with the requirement of the Listing Agreement, Company has designated an email ID [epiljal@yahoo.com](mailto:epiljal@yahoo.com) exclusively for the purposed of registering complaints by investors. The Shareholders may address their correspondence to:

**Company Office (Registered)**

Shagun Dewan, Company Secretary  
Nova Publications India Limited  
41, Chandan Nagar, Jalandhar, Punjab  
Phone No: 0181-5002021  
Email: [csnovapublications@gmail.com](mailto:csnovapublications@gmail.com)

**Registrars and Transfer Agent**

Datamatics Business Solutions Limited.  
Plot No.B-5, Part B Cross Lane, MIDC  
Andheri (East) Mumbai-400093, India  
Tel: +91-2266712001-6  
Email: [info@dfssi.com](mailto:info@dfssi.com)

**(L). OTHERS DISCLOSURES**

**a) Materially significant related party transaction that may have potential conflict of interests of Company at large**

Related party Transactions are defined as transfer of resources, service or obligations between a company and related party, regardless of whether a price is charged. Necessary disclosures under the Accounting Standards 18 relating to the related Party transactions form part of the accounts for the year 2018-19

Please refer this link for read the policy on related party transaction  
<http://www.novapublications.in/Policies.html>

**b) Disclosure of accounting treatment in preparation of financial statements**

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**c) Auditor's Certificate on Corporate Governance:**

The auditor's certificate regarding compliance of conditions of corporate governance is annexed to the Directors' Report

**(a) Declaration by Managing Director**

The declaration by the Managing Director stating that all the Board Members and senior management personnel have affirmed their compliance with the laid down code of conduct for the year ended March 31, 2019, is annexed to the Corporate Governance Report.

d) **Whistle blower policy**

The company has put in place a mechanism of reporting illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

Please refer this link for read the whistle blower policy  
<http://www.novapublications.in/Policies.html>

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To,

The Members  
Nova Publications India Limited

**Sub-Declaration regarding compliance with the Code of Conduct by Board Members and Senior Management personnel**

This is to certify that

- The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
- The Code of Conduct has been posted on the website of the Company.
- The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year 2018-19

Date: 29.08.2019  
Place: Jalandhar

Sunil Kumar Chopra  
Managing Director

**CEO/CFO CERTIFICATION**

To,

The Board of Directors,  
NOVA PUBLICATIONS INDIA LIMITED

We hereby certify that for the financial year 2018-19.

1. We have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, if any, of which we are aware, in the design or operation of the internal control systems and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - significant changes, if any, in internal control over financial reporting during this year;
  - significant changes, if any, in accounting policies during this year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For NOVA PUBLICATIONS INDIA LIMITED

Place: Jalandhar  
Dated: 29.08.2019

Chief Financial Officer  
Kamal Thapa

**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 31<sup>st</sup> March 2019, as stipulated in as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said company with Stock Exchanges.

We further state that The Board of Directors of the company during the year under was not constituted in accordance with Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements).

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 M/S KOUL VIJH & ASSOCIATES  
Chartered Accountants

Date: 29.05.2019  
Place: JALANDHAR

C.K.KOUL  
PARTNER  
FRN: 008709N  
M.No. :084727

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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**Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company**  
**Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015**

To

Board of Directors

Nova Publications India Limited

Jalandhar

We have audited the quarterly financial results of **M/s Nova Publications India Limited** for the quarter ended 31<sup>st</sup> March, 2019 and the year to date results for the period 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard(s) for interim Financial Reporting (AS 25/ Ind AS 34), prescribed under Section 133 of the Companies Act, read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- ii. give a true and fair view of the net profit and other financial information for the quarter ended 31<sup>st</sup> March, 2019 as well as the year to date results for the period from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019.

For M/S KOUL VIJH & ASSOCIATES  
Chartered Accountants

Date: 29.05.2019  
Place: JALANDHAR

C.K.KOUL  
PARTNER  
FRN: 008709N  
M.No. :084727

**INDEPENDENT AUDITOR'S REPORT**

**TO,**

**THE MEMBERS OF NOVA PUBLICATIONS INDIA LIMITED**

**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 **31/03/2019** 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 thereunder.

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 **31/03/2019**, 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, 2016 ('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:

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.

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.

The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.

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.

On the basis of the written representations received from the directors as on **31/03/2019** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2019** from being appointed as a director in terms of Section 164 (2) of the Act.

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:

- (a) Company has disclosed the impact of pending litigations on its financial position in its The financial statements.

- (b) 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.
  
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

***FOR KOUL VIJH & ASSOCIATES***  
***(Chartered Accountants)***

***C.K.KOUL***  
***FRN: 008709N***  
***M.No. :084727***

**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) As explained to us, Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed/ Possession Certificate/ Lease agreement/ Encumbrance Certificate provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. The documents are with the banks/ financial institutions and are not available for verification.

**(2) In Respect of Inventory**

(a) As explained to us, Physical verification of inventory has been conducted at reasonable intervals by the management.

(b) Procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. There are 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 by the management.

**(3)** According to information and explanations given to us, The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability, Partnerships or other parties covered in the register maintained under section 189 of the Act.

**(4)** According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

**(5)** In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Therefore, the provisions of the clause (v) of paragraph 3 of the Order are not applicable to the Company.

(6) Having regard to the nature of the Company's business / activities, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act. Accordingly reporting under clause (vi) of paragraph 3 of the Order is not applicable.

(7) According to the information and explanations given to us, in respect of statutory dues:  
 (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2019, for a period of more than six months from the date they became payable.

(c) According to the information and explanation given by the management no dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, Provident Fund and Cess which have not been deposited as on March 31, 2019 on account of disputes.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount Unpaid	Amount paid Under protest

(8) The Company has taken loans or borrowings from banks and government or has not issued any debentures. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions.

(9) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and the term loans have been applied by the Company during the year for the purposes for which they were raised.

(10) To the best of our knowledge and according to the information and explanations given to us, no fraud

by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- (11)** In our opinion and according to the information and explanations given to us, the Company has paid /  
Provided managerial remuneration in accordance with Schedule V to the Act.
- (12)** The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.
- (13)** In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by then applicable accounting standards.
- (14)** During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (15)** In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or associate companies or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- (16)** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**NOVA PUBLICATIONS INDIA LIMITED**  
**Balance Sheet as at 31st March, 2019**

Particulars	Sch No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	31,521,000	31,521,000
(b) Reserves and Surplus	2	418,189	797,675
(c) Money Received Against Share Warrants		-	-
<b>(2) Share Application Money Pending Allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	3	13,342,795	3,875,153
(c) Other Current Liabilities	4	204,498	244,462
(d) Short-Term Provisions	5	-	142,100
<b>Total</b>		<b>45,486,481</b>	<b>36,580,390</b>
<b>II. Assets</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	6	19,991	26,302
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments	7	31,000,000	31,000,000
(c) Deferred Tax Assets (Net)		1,247	279
(d) Long Term Loans and Advances		-	-
(e) Other Non-Current Assets		-	-
<b>(2) Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories		-	993,945
(c) Trade Receivables	8	14,000,000	3,853,590
(d) Cash and Cash Equivalents	9	394,781	362,793
(e) Short-Term Loans and Advances	10	70,463	343,481
(f) Other Current Assets		-	-
<b>Total</b>		<b>45,486,481</b>	<b>36,580,390</b>

**NOTES TO ACCOUNTS**

1 - 17

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.

FOR KOUL VIJH & ASSOCIATES  
Chartered Accountants.

FOR NOVA PUBLICATIONS INDIA LIMITED

C.K.KOUL  
PARTNER  
Membership No. : 084727  
Firm No.: 008709N  
PLACE : Jalandhar  
DATE : This day of 29th MAY 2019

SUNIL KUMAR CHOPRA  
DIN:00092090  
(MG. DIRECTOR)

RAJAN CHOPRA  
DIN:00092139  
(WHOLE TIME DIRECTOR)

Shagun Dewan  
PAN: BYOPD1179E  
(Company Secretary)

**NOVA PUBLICATIONS INDIA LIMITED**  
**Profit and Loss statement for the year ended 31st March, 2019**

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	11	16,928,087	73,463,266
II. Other Income	12	57,299	406,017
III. Total Revenue (I +II)		16,985,386	73,869,283
IV. Expenses:			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade	13	16,686,273	71,896,848
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-	-
Employee Benefit Expense	14	180,643	422,878
Financial Costs	15	650	436,841
Depreciation and Amortization Expense	16	6,311	6,312
Other Expenses	17	491,964	555,921
Total Expenses		17,365,841	73,318,800
V. Profit Before Exceptional and Extraordinary Items and Tax	(III - IV)	(380,454)	550,483
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		(380,454)	550,483
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII - VIII)		(380,454)	550,483
X. Tax Expense:			
(1) Current Tax		-	142,100
(2) Deferred Tax		(968)	(465)
XI. Profit(Loss) for the Period from Continuing Operations	(IX-X)	(379,486)	408,848
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)		(379,486)	408,848
XVI. Earning Per Equity Share:			
(1) Basic		-	0.13
(2) Diluted		-	0.13

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

FOR KOUL VIJH & ASSOCIATES  
Chartered Accountants.

FOR NOVA PUBLICATIONS INDIA LIMITED

C.K.KOUL  
PARTNER  
Membership No. : 084727  
Firm No.: 008709N  
PLACE : Jalandhar  
DATE : This day of 29th MAY 2019

SUNIL KUMAR CHOPRA  
DIN:00092090  
(MG. DIRECTOR)

RAJAN CHOPRA  
DIN:00092139  
(WHOLE TIME DIRECTOR)

Shagun Dewan  
PAN: BYOPD1179E  
(Company Secretary)

**Notes forming part of the financial statements**

**as at and for the year ended March 31, 2019**

**1. CORPORATE INFORMATION**

The Company is in Publishing activity and carrying manufacturing / trading of books and publishing paper.

**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 133 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 USEFUL 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**

Company has invested in the equity shares of Nova Publications & Printers Private Limited. No other Long term investments are made by the company.

**xiii) Employee benefits**

SHORT TERM 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, the disclosures of transactions with related parties are given below:-

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:-

S.No.	Name of Related Party	Relationship	
1	Ved Parkash & Sons	Associates	

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

2	Evergreen Publications India Limited	Associates	
3	Nova Publications	Associates	

(ii) Transactions during the year with related parties:-(Rs. In Lacs)

S.No.	Nature of Transactions	Associates	Key Management Personal
1	Sale of Goods	Rs.169.28	

**xx) Previous year Figures**

Previous year figures are regrouped and recasted.

**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
	<b>Total</b>	<b>31,521,000</b>	<b>31,521,000</b>

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**

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

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

Name	No. of Shares Holding	Percentage of Holding
NIRMAL KUMAR CHOPRA	216000	6.85%
BHAVISHYA ECOMMERCE PRIVATE LIMITED	159643	5.06%

**Sch : 2 Reserve & Surplus**

Sr. No	Particulars	C. Y	P. Y
1	Other Reserve (General Reserves)	-	-
2	Surplus (Profit & Loss Account)		
	Opening Balance	797,675	378,342
	(+) Net Profit/(Net Loss) for the current year	(379,486)	408,848
	(+) Income Tax Refund	-	11,120
	(+) Transfer from Reserves		
	(-) Proposed Dividend	-	-
	(-) Dividend Distribution Tax	-	-
	(-) Income Tax	-	635
	(-) Transfer to Reserves		-
	Closing Balance	<b>418,189</b>	<b>797,675</b>
	<b>Total</b>	<b>418,189</b>	<b>797,675</b>

**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/Expenses (Prepared, valued and certified by the management)		
	i) Outstanding for more than 1 year	-	-
	ii) Others	13,342,795	3,875,153
	<b>Total</b>	<b>13,342,795</b>	<b>3,875,153</b>

**Sch : 4 Other Current Liabilities**

Sr. No	Particulars	C.Y	P.Y
1	Other payable (specify nature)		
	i) Due to Employees	15,000	45,000
	ii) Other Liabilities:	32,042	42,006
	iii) Unclaimed Dividend	157,456	157,456
	<b>Total</b>	<b>204,498</b>	<b>244,462</b>

**Sch : 5 Short Term Provisions**

Sr. No	Particulars	C.Y	P.Y
1	Provision for Taxes	-	142,100
	<b>Total</b>	<b>-</b>	<b>142,100</b>

**Sch : 7 Non Current Investments**

Sr. No	Particulars	C.Y	P.Y
	Investment in Shares	31,000,000	31,000,000
	<b>Total</b>	<b>31,000,000</b>	<b>31,000,000</b>

Company has invested in Equity Shares of Nova Publications & Printers Private Limited

**NOVA PUBLICATIONS INDIA LIMITED**  
**Schedules Forming Part of the Balance Sheet**

**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)	14,000,000	3,853,590
	<b>Total</b>	<b>14,000,000</b>	<b>3,853,590</b>

**Sch : 9 Cash & Cash Equivalent**

Sr. No	Particulars	C.Y	P.Y
1	Cash-in-Hand Cash Balance	159,084	168,356
	Sub Total (A)	-	-
		159,084	168,356
2	Bank Balance	235,697	194,437
	Sub Total (B)	-	-
		235,697	194,437
3	Cheques on Hand (C)	-	-
	<b>Total [ A + B + C ]</b>	<b>394,781</b>	<b>362,793</b>

**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 & TDS c) Advances recoverable in Cash or Kind or for the value to be received and considered good by the management	- 2,758 67,705	- 190,552 152,929
	<b>Total</b>	<b>70,463</b>	<b>343,481</b>

**NOVA PUBLICATIONS INDIA LIMITED**  
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**NOVA PUBLICATIONS INDIA LIMITED**

Schedules Forming Part of the Profit & Loss Accounts

**Sch : 11 Revenue From Operations**

Sr. No	Particulars	C. Y	P. Y
1	Sales of Products	16,928,087	73,463,266
	<b>Total</b>	<b>16,928,087</b>	<b>73,463,266</b>

**Sch : 12 Other Income**

Sr. No	Particulars	C. Y	P. Y
1	Interest Received	2,138	405,518
2	Commission Received	55,161	499
	<b>Total</b>	<b>57,299</b>	<b>406,017</b>

**Sch : 12 Purchases of Stock in Trade**

Sr. No	Particulars	C. Y	P. Y
	Opening Stock	993,945	-
	Purchases	15,692,328	72,890,793
	Closing Stock	-	993,945
	<b>Total</b>	<b>16,686,273</b>	<b>71,896,848</b>

**Sch : 14 Employment Benefit Expenses**

Sr. No	Particulars	C. Y	P. Y
1	Salaries	180,000	420,000
2	Staff Welfare	643	2,878
	<b>Total</b>	<b>180,643</b>	<b>422,878</b>

**Sch : 15 Financial Cost**

Sr. No	Particulars	C. Y	P. Y
1	Interest Expense		
	(i) Interest Paid		428,410
	(ii) Bank Interest	-	-
2	Other Borrowing Cost		
	(i) Bank Charges & Commission	650	8,431
	<b>Total</b>	<b>650</b>	<b>436,841</b>

**Sch : 16 Depreciation & Amortised Cost**

Sr. No	Particulars	C. Y	P. Y
1	Depreciation	6,311	6,312
	<b>Total</b>	<b>6,311</b>	<b>6,312</b>

**Sch : 16 Other Expenses**

Sr. No	Particulars	C. Y	P. Y
A.	<b>OFFICE &amp; ADMIN EXPENSES</b>		
	Fees, Taxes & Subscription	307,233	329,922
	AGM Expenses	8,000	8,000
	Telephone & Domain Hosting Expenses	91,000	93,400
	Entertainment	110	568
	Postage & Telegram	1,556	3,594
	Printing & Stationery	120	40
	Conveyance Expenses	300	2,000
	Tour and Travel	150	1,250
	Legal Charges	440	550
	Miscellaneous Expenses	47	1
	Service Tax Paid	-	41,550
	<b>AUDITOR'S REMUNERATION</b>		
	Audit Fees	-	-
	<b>Total (A)</b>	<b>408,956</b>	<b>480,875</b>
B.	<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
	Advertisement Expenses	83,008	75,046
	<b>Total (B)</b>	<b>83,008</b>	<b>75,046</b>
	<b>Total [ A + B ]</b>	<b>491,964</b>	<b>555,921</b>

**NOVA PUBLICATIONS INDIA LIMITED**

**LIST OF OTHER LIABILITIES**

PARTICULARS	C. Y.
<b>Expenses Payable:</b>	
TDS Payable	-
Salary Payable	15,000
	<u>15,000</u>

**LIST OF ADVANCES TO SUPPLIERS**

PARTICULARS	C. Y.
	-
	-

**LIST OF SHORT TERM ADVANCES**

PARTICULARS	C. Y.
Income Tax refundable	48,420
GST	19,285
	<u>67,705</u>

**LIST OF ADVANCES FROM CUSTOMERS**

PARTICULARS	C. Y.
	-

**LIST OF TRADE PAYABLES**  
**AS ON**

PARTICULARS	C. Y.
<b>(A) CREDITORS FOR PURCHASES</b>	
Corporate Management & Online Jalandhar	10,000
Taurus Infotec	19,000
Seth Faqir Chand Karwa & Co.	13,301,938
National security depository limited	11,800
Datamatics Financial Services	57
	<u>13,342,795</u>

**LIST OF TRADE RECEIVABLES**

PARTICULARS	<u>Less than</u> <u>six months</u>	<u>Exceeding</u> <u>six months</u>	<u>Total</u> <u>Balance</u>
Evergreen Publications (India) Jalandhar	14,000,000	-	14,000,000
<b>TOTAL</b>	<u>14,000,000</u>	<u>-</u>	<u>14,000,000</u>

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	WDV as on Current Year	WDV as on Previous Year	
I	<b>Tangible Assets</b>											
1	Plant and Machinery		147,360	-	-	147,360	121,058	6,311	-	127,369	19,991	26,302
2	Computer		-	-	-	-	-	-	-	-	-	-
	SUB TOTAL (A)		147,360	-	-	147,360	121,058	6,311	-	127,369	19,991	26,302
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]		147,360	-	-	147,360	121,058	6,311	-	127,369	19,991	26,302
			147,360	-	-	147,360	114,746	6,312	-	121,058	26,302	32,614

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

**CASH FLOW STATEMENT**

NOVA PUBLICATIONS INDIA LIMITED

	Particular	Figures for the current reporting period	Figure for the previous reporting period
	1	2	3
<b>I.</b>	<b>CASH INFLOWS</b>		
<b>1</b>	<b>From Operating activities</b>		
	(a) Profit from operating activities	-	550,483
	<u>Adjustment:</u>		
	Depreciation and amortization	6,311	6,312
	Amortization of stock compensation	-	-
	(Gain)/Loss on sale of fixed assets	-	-
	Interest Expense	-	428,410
	Assets written off	-	-
	Provision/ ( Reveral) for doubtful debts and advances	-	-
	(b) Working capital changes:		
	Decrease in inventories	993,945	-
	Decrease in trade receivables	-	30,536
	Decrease in short-term loans	273,018	-
	Decrease in other current assets	-	-
	Increase in trade payables	9,467,642	-
	Increase in other current liabilities	-	152,409
	Increase in provisions	-	-
	<b>Total of (1)</b>	<b>10,740,916</b>	<b>1,168,150</b>
<b>2</b>	<b>From Investing activities</b>		
	(a) Proceeds from sale of fixed assets	-	-
	(b) Proceeds from sale of investments	-	-
	(c) Realisation of long-term loans and advances from subsidiaries/associates/ business ventures	-	-
	(d) Decrease in other long-term loans and advances	-	-
	(e) Decrease in other non-current assets	-	-
	(f) Dividend received	-	-
	(g) Interest received	-	-
	(h) Other income	-	-
	<b>Total of (2)</b>	<b>-</b>	<b>-</b>
<b>3</b>	<b>From Financing activities</b>		
	(a) Proceeds from issue of share capital	-	-
	(b) Share application money pending allotment	-	-
	(c) Proceeds from long-term borrowings	-	-
	(d) Proceeds from short-term borrowings	-	-
	<b>Total of (3)</b>	<b>-</b>	<b>-</b>
	<b>Total cash inflows (1+2+3)</b>	<b>10,740,916</b>	<b>1,168,150</b>
<b>II.</b>	<b>CASH OUTFLOWS</b>		
<b>1</b>	<b>From Operating activities</b>		
	(a) Loss from operating activities	380,454	-
	<u>Adjustments:</u>		
	Depreciation and amortization	-	-
	Amortization of stock compensation	-	-
	(loss)/Gain on sale of fixed assets	-	-
	Interest Income	-	-
	Assets written off	-	-
	(Provision)/ Reversal for doubtful debts and advances	-	-
	(b) Working capital changes:		
	Increase in inventories	-	993,945
	Increase in trade receivables	10,146,410	-
	Increase in short-term loans and advances	-	255,061
	Increase in other current assets	-	-
	Decrease in trade payables	-	4,713,456
	Decrease in other current liabilities	39,964	-
	Decrease in provisions	142,100	918,275
	(c) Direct taxes paid ( Net of refunds)	-	131,615
	(d) Dividend Paid	-	-
	<b>Total of (1)</b>	<b>10,708,928</b>	<b>7,012,352</b>
<b>2</b>	<b>From Investing activities</b>		
	(a) Purchase of tangible assets/capital; work-in-progress	-	-
	(b) Purchase of intangible assets/assets under development	-	-
	(c) Purchase of investments	-	-
	(d) Investment in subsidiaries/associates/business ventures	-	-
	(e) Payment of long-term loans and advances to subsidiaries/associates/business ventures	-	-
	(f) Increase in other long-term loans and advances	-	-
	(g) Increase in other non-current assets	-	-
	<b>Total of (2)</b>	<b>-</b>	<b>-</b>
<b>3</b>	<b>From Financing activities</b>		
	(a) Repayment of long-term borrowings	-	-
	(b) Repayment of short-term borrowings	-	-
	(c) Dividend paid (including distribution tax)	-	-
	(d) Interest on other finance costs	-	428,410
	(e) Share issue expenses	-	-
	<b>Total of (3)</b>	<b>-</b>	<b>428,410</b>
	<b>Total cash outflows (1+2+3)</b>	<b>10,708,928</b>	<b>7,440,762</b>
<b>III.</b>	Net (decrease)/increase in cash and cash equivalents (I-II)	31,988	(6,272,612)
	<b>Add: Cash and cash equivalents at the beginning of the period</b>	<b>362,793</b>	<b>6,635,405</b>
<b>IV.</b>	Cash and cash equivalents at the end of the period	394,781	362,793

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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

**Tel No:** 0181-4333333 / 5042611 / 5042613

**Website:** <http://novapublications.in/> **E-mail:** [epiljal@yahoo.com](mailto:epiljal@yahoo.com)

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

#### **ATTENDANCE SLIP**

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

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

Note:

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

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

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**NOVA PUBLICATIONS INDIA LIMITED**

**CIN: L67120PB1994PLC015406**

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

**Tel No:** 0181-4333333 / 5042611 / 5042613

**Website:** <http://novapublications.in/> **E-mail:** [epiljal@yahoo.com](mailto:epiljal@yahoo.com)

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

**PROXY FORM**

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

Name of the Member(s): .....

Registered address: .....

E-Mail Id: .....

Folio No. / Client Id: .....

DP Id: .....

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

1. Name: ..... Address.....

E-Mail Id: .....Signature: .....

2. Name: .....Address.....

E-Mail Id: .....Signature: .....

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

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

<b>Ordinary Resolution(s)</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Adoption of the audited Balance Sheet as at and the Financial Statements for the financial year ended on March 31,			

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**

2019 and Reports of the Directors and Auditors thereon.			
2. To appoint a Director in place of Mrs. ANU CHOPRA (DIN: 00092102) who retires by rotation and being eligible, offers himself for re-election.			
3. Appointment of Mr. SAHIL SODHI as Independent Director			
4.Appointment of Mrs. GOLABUN BEGAM as Independent Director			
5. Appointment of Mr CHETAN BALUBHAI PATEL as Director			
6. Re-classify the status of all individuals identified as Promoter and Promoter Group.			

Signed this .....day of ..... 2019

\_\_\_\_\_  
 Signature of Shareholder



.....  
 Signature of first proxy holder    Signature of second proxy holder    Signature of third proxy holder

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

**NOVA PUBLICATIONS INDIA LIMITED**  
**CIN: L67120PB1994PLC015406**  
**Regd. Office: 41 Chandan Nagar,**  
**Jalandhar City Punjab - 144008, India.**  
**Tel No: 0181-4333333 / 5042611 / 5042613**  
**Website: <http://novapublications.in/> E-mail:**  
**[epiljal@yahoo.com](mailto:epiljal@yahoo.com)**