

NOVA PUBLICATIONS INDIA LTD.

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17<sup>th</sup>

# Annual Report

2011-2012

**NOVA PUBLICATIONS INDIA LIMITED**

# NOVA PUBLICATIONS INDIA LTD.

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## **MANAGEMENT**

### **BOARD OF DIRECTORS**

Mr. SUNIL KUMAR CHOPRA  
Mr. NIRMAL KUMAR CHOPRA  
Mr. RAJAN CHOPRA  
Mr. RAJ MITTAL  
Mr. SUBHASH CHANDER KOHLI  
Mr. VARINDER SEHGAL

### **AUDITORS**

CHANDRA KIRAN & CO.  
Chartered Accountants,  
30-Parkash Nagar,  
Model Town,  
Jalandhar

### **BANKERS**

AXIS BANK LIMITED  
Opp: Mini Secretariat,  
Ladowali Road  
Jalandhar

### **REGISTERED OFFICE**

41-CHANDAN NAGAR  
JALANDHAR CITY

## NOVA PUBLICATIONS INDIA LTD.

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# NOVA PUBLICATIONS INDIA LTD.

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## NOTICE

Notice is hereby given that the SEVENTEENTH ANNUAL GENERAL MEETING of the members of the Company will be held on Friday, the 28<sup>th</sup> September 2012 at 9:00 A.M at the Premises of 41, Chandan Nagar, Jalandhar to transact the following business:

### **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the company made as at 31<sup>st</sup> March 2012 and Profit & Loss account and other statements of accounts for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To Appoint the Auditors M/s Chandra Kiran & Co., who retire at the ensuing Annual General Meeting and who are eligible for re-appointment and to fix their remuneration.

### **AS SPECIAL BUSINESS**

3. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

*“Resolved that Nirmal Kumar Chopra who was appointed as director of the company by the Board of Directors and who ceases to hold office under section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as director of the company liable to retire by rotation.”*

4. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

*“Resolved that Rajan Chopra who was appointed as director of the company by the Board of Directors and who ceases to hold office under section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as director of the company liable to retire by rotation.”*

5. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

*“Resolved that Sh. Subhash Chander Kohli who was appointed as an additional director of the company by the board of directors who ceases to hold office u/s 260 of companies act 1956 at the ensuing annual general meeting in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, he and is hereby appointed as director of the company liable to retire by rotation.”*

# NOVA PUBLICATIONS INDIA LTD.

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6. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

*“Resolved that Sh. Varinder Sehgal who was appointed as an additional director of the company by the board of directors who ceases to hold office u/s 260 of companies act 1956 at the ensuing annual general meeting in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, he and is hereby appointed as director of the company liable to retire by rotation.”*

*By order of the Board*

For NOVA PUBLICATIONS INDIA LTD

*Sd/-  
(Sunil Kumar Chopra)  
Director*

*Place: Jalandhar  
Dated: 01-09-2012*

*Sd/-  
(Rajan Chopra)  
Director*

# NOVA PUBLICATIONS INDIA LTD.

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## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him /her and the proxies need not be a member of the company. Proxy in order to be effective should be lodged with the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
2. Members are requested to notify to the company any change in their address immediately.
3. Members are requested to bring their copies of the annual report to the meeting.
4. The members' registers and share transfer books shall remain closed from 23<sup>rd</sup> day of September, 2012 to 27<sup>th</sup> day of September, 2012 (both days inclusive).
5. In case you intend to raise any queries in the forthcoming Annual General Meeting, you are requested to forward the same at least 7 days before the date of the meeting so that the same may be attended to appropriately to your entire satisfaction.

Board recommends the adoption of this resolution. No other director is concerned or interested in the resolution.

*By order of the Board*

For NOVA PUBLICATIONS INDIA LTD

*Sd/-*  
*(Sunil Kumar Chopra)*  
*Director*  
*Place: Jalandhar*  
*Dated: 01-09-2012*

*Sd/-*  
*(Rajan Chopra)*  
*Director*

# NOVA PUBLICATIONS INDIA LTD.

## DIRECTOR'S REPORT

Your directors have pleasure in presenting their SEVENTEENTH ANNUAL REPORT together with Audited Accounts of your company for the year ended 31<sup>st</sup> March 2012.

(Rs. In Lacs)

<b>FINANCIAL RESULTS</b>	<b>C.Y</b>	<b>P.Y</b>
Income from Operations	238.40	65.56
Total Expenses	236.96	65.14
Profit Before Interest, Financial Charges & Depreciation	1.44	0.42
Less: Interest & Financial Charges	0.00	0.00
Depreciation	0.24	0.33
Profit After Interest, Financial Charges & Depreciation	1.20	0.09
Provision for Income Tax	0.24	0.02
Deferred Tax	0.03	0.00
Profit Brought forward	(-) 5.46	(-) 5.53
Profit available for appropriations	(-) 4.53	(-) 5.46
Less: Dividend	NIL	NIL
Balance in Profit & Loss Account	(-) 4.53	(-) 5.46

### Dividend

Due to inadequacy of profits your directors are unable to recommend dividend for the year ending 31<sup>st</sup> March 2012.

### Management Discussions and Analysis

Your company has issued no equity shares during the year. The company is planning to commence publication of books and allied activities by the end of the year 2012-13. The expansion program will continue and IPO may be given in 2013-14. Management envisages bright future prospectus for the company. Management Discussion and Analysis Report is enclosed as per Annexure- I.

### Directors

1. Nirmal Kumar Chopra who was appointed as director of the company by the Board of Directors and who ceases to hold office under section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and is eligible to offer himself for reappointment.
2. Rajan Chopra who was appointed as director of the company by the Board of Directors and who ceases to hold office under section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and is eligible to offer himself for reappointment.
3. Sh. Subhash Chander Kohli who was appointed as an additional director of the company by the board of directors who ceases to hold office u/s 260 of companies act 1956 at the ensuing annual general meeting in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director and is eligible to offer himself for reappointment.

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4. Sh. Varinder Sehgal who was appointed as an additional director of the company by the board of directors who ceases to hold office u/s 260 of companies act 1956 at the ensuing annual general meeting in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director and is eligible to offer himself for reappointment.

## **Director's responsibility statement**

- i) That in the preparation of the annual accounts the applicable accounting standards had been followed along with the proper explanation relating to material departures.
- (ii) Appropriate accounting policies have been selected and applied consistently and have made judgment and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company for the year ended 31<sup>st</sup> March 2012.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguard the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on a going concerns basis.

## **Code of Conduct**

A code of conduct for the board members and senior management of the company has been laid down by the board and it posted on the web site of the company. The same has been circulated to all the concerned who have affirmed the compliance with it. In terms of clause 49(D), of the listing agreement CEO of the company has given declaration to that effect which forms part of this report as Annexure -II.

## **Corporate Governance**

As per listed agreement with stock exchanges the code of Corporate Governance is already applicable to the company from the financial year 2003-2004. Accordingly report on Corporate Governance is enclosed as per Annexure-III.

## **Auditors**

M/s Chandra Kiran & Co., Chartered Accountants, the statutory auditors of your company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The company has obtained the required certificate from M/s Chandra Kiran & Co., Chartered Accountants, Jalandhar, the proposed auditors that if they are appointed, it will be within the limits laid down by Sec 224(1B) of Companies Act, 1956.

## **Auditors Report**

The observations made in the Auditor's Report are self explanatory and therefore, do not call for any further comments as there are no adverse remarks by the Auditors.



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## **Compliance Certificates**

The company has obtained Compliance Certificate from Practicing Company Secretary as required under provision to section 383A (1) of the Companies Act, 1956.

## **Particulars of Employees**

No employee is covered by section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. As such the information under this is NIL.

## **Particulars required to be furnished under the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988:**

- (a) **Part A and B:** pertaining to conservation of energy and technology absorption are not applicable to the company.
- (b) **Foreign Exchange Earnings and Outgo:** The Company has neither used nor earned foreign exchange during the year under review.

## **Name of Stock Exchanges where the Equity Share of the company are listed:**

1. The Mumbai Stock Exchange Ltd.
2. The Ludhiana Stock Exchange Association Ltd.

Annual Listing fee is outstanding in respect of the all Stock Exchanges except The Mumbai Stock Exchange Ltd.

## **Acknowledgment**

Your directors wish to place on record their appreciation of the valuable support given by our clients, Bankers, Govt. agencies and share holders.

The Board also takes this opportunity to express its whole hearted appreciation of the dedication and efforts put in by the employees without which the good performance would not have been possible.

*By order of the Board*

For NOVA PUBLICATIONS INDIA LTD

*Sd/-*  
*(Sunil Kumar Chopra)*  
*Director*

*Sd/-*  
*(Rajan Chopra)*  
*Director*

*Place: Jalandhar*  
*Dated: 01-09-2012*

# NOVA PUBLICATIONS INDIA LTD.

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## ANNEXURE –I TO DIRECTORS REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR) (2011-2012)

#### BUSINESS REVIEW

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

The Company is in process of acquisition of shares of M/s Nova Publications & Printers Pvt. Ltd., Dariya Ganj, New Delhi, up coming printing & publishing house at Faridabad. The publishing activity of books and other publications is vital organ of the society and enlighten the future of the country. Therefore, technological up gradation and seeking balance in on and off the line publication system is need of the time.

The main activity of the company is publication.

#### OPPORTUNITIES & THREATS, RISKS & CONCERN, PERFORMANCE & OUTLOOK

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

#### FINANCIAL

The financial performance of the company for the financial year ended March 31, 2012 is given as under:

<u>PERFORMANCE</u>	<u>Rs. In Lacs</u>	
	<u>Year ended</u> <u>31.03.2012</u>	<u>Year ended</u> <u>31.03.2011</u>
Gross Income	238.40	65.56
Expenditure	236.96	65.14
Profit/ Loss	1.44	0.42
Less: Interest & Financial Charges	0.00	0.00
Depreciation	0.24	0.33
Profit After Interest, Financial Charges & Depreciation	1.20	0.09
Provision for Income Tax	0.24	0.02
Profit Brought forward	(-) 5.46	(-) 5.53

#### 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.

# **NOVA PUBLICATIONS INDIA LTD.**

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

## **INFORMATION TECNOLOGY**

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

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

## **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.

# NOVA PUBLICATIONS INDIA LTD.

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## ANNEXURE –II TO DIRECTORS REPORT

### To the shareholders

Affirmation of compliance with code of business conduct I, Rajan Chopra (Director & CEO) declare that board of directors of the company has received affirmation on compliance with code of Business conduct for the period from 1 April, 2011 till 31 March, 2012 from all members of the Board and employees under the senior management cadre.

Rajan Chopra  
(Director & CEO)

## CODE OF CONDUCT

### A. Key Requirements of the Code

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

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

# NOVA PUBLICATIONS INDIA LTD.

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

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

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

## **B. Compliance of Law**

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

## **C. Prevention of insider Trading**

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

## **D. Protection of Assets**

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

## **E. Conduct of Business**

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

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

# NOVA PUBLICATIONS INDIA LTD.

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## **F. Reporting**

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

## **G. Compensation and Disclosures.**

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

## **H. Insertion of the Code in website.**

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

## **I. Compliance Officer**

Mr. Rajan Chopra, Director and CEO shall be the Compliance Officer for the purpose of this code.

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

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

## **K. Violations of the Code**

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

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

## **L. Waivers And Amendments of the Code**

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

# NOVA PUBLICATIONS INDIA LTD.

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## **ANNEXURE –III TO DIRECTORS REPORT** **CORPORATE GOVERNANCE**

### **(A) COMPANY’S PHILOSOPHY**

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

### **(B) BOARD OF DIRECTORS**

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

During the year, 7 Board meetings were held on 28.05.2011, 30.07.2011, 01.09.2011, 01.10.2011, 29.10.2011, 30.01.2012, 31.03.2012 .

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

<b>Name of Director</b>	<b>Designation</b>	<b>No of Board Meetings Attended</b>	<b>Attendance at last AGM</b>	<b>No. of other Directorship</b>
Sunil Kumar Chopra	Non-Executive	7	Yes	5
Nirmal Kumar Chopra	Non-Executive	7	Yes	3
Rajan Chopra	Non-Executive	7	Yes	2
Subhash Chander Kohli	Independent	1	No	1
Varinder Sehgal	Independent	0	No	1
Ramesh Lal Kapoor	Independent	1	No	1

### **(C) AUDIT COMMITTEE**

#### **1. Terms & References**

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

#### **2. Composition**

The audit committee of the Board of Directors was formed in 2003 (24-03-03) and as on today it comprises of three non-executive Independent directors. The committee met twice during the year ended 31.03.2012

# NOVA PUBLICATIONS INDIA LTD.

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<b>Name of Member</b>	<b>Status</b>	<b>No. of meetings Attended</b>
Nirmal Kumar Chopra	Chairman	2
Sunil Kumar Chopra	Member	2
Rajan Chopra	Member	2

## **(D) REMUNERATION POLICY OF DIRECTORS**

The company does not have any policy to pay commission on profits to any director of the company. No remuneration was paid to the directors during the year. As such there was no need to constitute a remuneration committee.

## **(E) SHAREHOLDERS' COMMITTEE**

The company has a committee to look into issues relating to shareholders and focus primarily on Share Transfers, redressal's of shareholders and investors complaints and matters relating thereto. The chairman of the committee is Sh. Sunil Kumar Chopra, a non executive director. Sh. Rajan Chopra, is the compliance officer. No share holder's complaint was received during the year under consideration as such no complaint was pending as on 31-03-2012. No share is pending for transfer as on 31-03-2012.

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

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

<b>Year</b>	<b>Day &amp; Date</b>	<b>Time</b>	<b>Location</b>
2010-11	Friday, 30.09.2011	9.00 AM	41, Chandan Nagar, Jalandhar
2009-10	Thursday, 30.09.2010	9:00 AM	41, Chandan Nagar, Jalandhar
2008-09	Wednesday, 30.09.2009	9:00 AM	41, Chandan Nagar, Jalandhar

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

## **(G) DISCLOSURES**

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



# NOVA PUBLICATIONS INDIA LTD.

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## **(H) MEANS OF COMMUNICATION**

Quarterly results are published in prominent daily newspapers viz. Economic Times (English) & Ajit Samachar (Punjabi) and also informed to all the stock exchanges where the shares are listed through post/by hand.

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

## **(I) GENERAL SHAREHOLDER INFORMATION**

1. **Date of AGM** : 28.09.2012  
Day : Friday  
Time : 9:00 AM  
Venue : 41, Chandan Nagar, Jalandhar

### **2. Financial Calendar**

Annual results of previous year	Sep. 2011
Financial results for the first quarter ending 30-06-2011	July 2011
Financial results for the second quarter ending 30-09-2011	Oct. 2011
Financial results for the third quarter ending 31-12-2011	Jan. 2012
Financial results for the forth quarter ending 31-03-2012	April 2012
AGM for the year ending March 2012	Sep. 2012

3. **Day of Book Closures** : 23<sup>rd</sup> day of September 2012 to 27<sup>th</sup> day of September 2012(both days inclusive)

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

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

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

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

### **8. Performance in comparison to board-based indices such as Sensex, Crisil Index etc.:**

As per stock exchange records.

9. **Registrar and Transfer Agents** : All the related work is handled in house at the Registered office of the company.

# NOVA PUBLICATIONS INDIA LTD.

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## 10. Share transfer system:

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

## 11. a) Distribution of Share Holding (as on 31-03-2012) :

Shares of Nominal Value of Rs.	No. of Share Holders	% to Total	No. of Shares	% to Total
Up to 5000	45	26.63	12100	0.38
5001 to 10000	32	18.93	29600	0.94
10001 to 20000	10	5.92	15500	0.49
20001 to 30000	8	4.73	20900	0.66
30001 to 40000	12	7.10	45200	1.43
40001 to 50000	8	4.73	36100	1.15
50001 to 100000	7	4.14	51700	1.64
100001 and Above	47	27.81	2941000	93.30
<b>Total</b>	<b>169</b>	<b>100</b>	<b>3152100</b>	<b>100</b>

## b) Share holding pattern (as on 31-03-2012) :

Category	No. of Shares Held	Percentage of Shareholding (%)
<u>Promoters</u>		
Indian Promoters	1682600	53.38
Foreign Promoters	NIL	0.00
<u>Other</u>		
Private Corporate Bodies	260900	8.28
Indian Public	1208600	38.34
<b>TOTAL</b>	<b>3152100</b>	<b>100</b>

**12. Dematerialization of shares and liquidity:** The exercise of getting the shares of the company DMAT is in process.

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

**14. Plant Location :** N.A

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

# NOVA PUBLICATIONS INDIA LTD.

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## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the members of **NOVA PUBLICATIONS INDIA LTD.**

We have examined the compliance of the mandatory conditions of Corporate Governance Procedure followed by NOVA PUBLICATIONS INDIA LTD. during the year ended 31<sup>st</sup> March 2012, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges of India.

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

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

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March 2012, no investor grievances are pending for a period exceeding one month against the company as the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For CHANDRA KIRAN & CO.**  
**Chartered Accountants**

(Sd/-)  
**PARMINDER SINGH**  
**PROP.**

**PLACE: Jalandhar City**  
**Dated: 01-09-2012**

# **NOVA PUBLICATIONS INDIA LTD.**

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## **AUDITOR'S REPORT**

**To the members of NOVA PUBLICATIONS INDIA LTD.**

We have audited the attached Balance Sheet of **NOVA PUBLICATIONS INDIA LTD.** as at 31<sup>st</sup> March 2012 and also the Profit and Loss Account & Cash Flow Statement for the year ended on that date annexed thereto for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the manufacturing and other Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the companies Act, 1956, we enclose in Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- I. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- II. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- III. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- IV. In our Opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
- V. On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2012 and taken on record by the Board of directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the companies Act, 1956.
- VI. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so

# NOVA PUBLICATIONS INDIA LTD.

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required and give true and fair view in conformity with the accounting principles generally accepted in India;

- (a) in the case of the Balance Sheet of the State of affairs of the company as at 31<sup>st</sup> March 2012
- (b) in the case of the Profit and Loss Account of the profit /loss for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For CHANDRA KIRAN & CO.**  
**Chartered Accountants**

**(Sd/-)**  
**PARMINDER SINGH**  
**PROP.**

**PLACE: Jalandhar**  
**DATE: This 30<sup>th</sup> Day of June 2012**

# NOVA PUBLICATIONS INDIA LTD.

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## ANNEXURE REFERRED TO IN PARAGRAPH (1) OF AUDITORS REPORT OF EVEN DATE

- (i) (a) The Company has maintained proper records showing full particulars of quantitative details and situations of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the year. As explained by the management there is a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed by the management during the year.
- (c) During the year, no substantial parts of the fixed assets have been disposed off by the company. According to information and explanations given to us, we are of the opinion that the sales of the any minor part of the assets have not affected the going concern status of the company.
- (ii) (a) The inventory has been physically verified during the year by the management in our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the prescribed procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The discrepancies between the physical stocks and the book stocks which have been properly dealt with in the books of account were not material in relation to the size of the company operation.
- (iii) (a) The company has not taken any loan secured or unsecured from the companies, firms or other parties as listed in the register maintained under Section 301 of the Companies Act, 1956.
- (b) The rate of interest and other terms & conditions of loan given or taken by the company secured or unsecured, are not prima facie prejudicial to the interest of the company.
- (c) Payment of the principal amount and interest are as per terms of loan taken from/ or granted no overdue amount is exceeding Rs. 1 Lakhs.
- (d) Reasonable steps have been taken by the company for recovery/payment of the principal and interest exceeding Rs. 1 Lakhs.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) (a) According to information and explanation given to us, we are of the opinion that the transactions that need to be entered in to the register maintained u/s. 301 of the companies act, 1956 have been so entered.

# NOVA PUBLICATIONS INDIA LTD.

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- (b) In our opinion, according to information and explanations given to us, the transactions made in the pursuance of contracts or arrangement entered in register maintained under Section 301 of the companies act 1956 and exceeding the value of Rs..5,00,000/- or more in respect of any party during the year have been made at prices which are reasonable having regards to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public with in the meaning of section 58-A and 58AA of the company Act 1956 and the rules framed there under.
- (vii) In our opinion, the company has Internal Audit system commensurate with the size and nature of its business.
- (viii) Cost records as required to be maintained under section 209 (I) of the Companies Act 1956 are not applicable to the company.
- (ix)
  - (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, excise duty, cess and other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no disputed amounts are payable in respect of Income-Tax, Wealth Tax, Custom Duty, Excise duty sales tax as on 31st March 2012.
- (x) In our opinion, the accumulated losses/ cash losses of the company are not more than 50 % of its net worth the company has not incurred cash losses during the financial year covered by the audit and immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us the company has not defaulted in repayment of dues to a financial institution or bank.
- (xii) In our opinion, the company and as per the information given by the management company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the companies (Auditor's Report) order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures or other investments Therefore, the provisions of clause 4 (xiv) of the companies (Auditor's Report) order, 2003 are not applicable to the company.
- (xv) The company has not given guarantee for loans taken by others from bank or financial institutions.
- (xvi) As per the explanation given by the management, the terms loans were applied for the purpose for which the loans were obtained.

# NOVA PUBLICATIONS INDIA LTD.

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- (xvii) According to the information and explanations given to us and on overall examination of the balance sheet of the company we report that the no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term assets.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us, during the period covered by our audit report the company had not issued debentures.
- (xx) According to the information and explanations given to us, no money was raised by public issue during the period covered by our audit report.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For CHANDRA KIRAN & CO.  
Chartered Accountants**

(Sd/-)  
**PARMINDER SINGH  
PROP.**

**PLACE: Jalandhar  
DATE: This 30<sup>th</sup> Day of June 2012.**



# NOVA PUBLICATIONS INDIA LIMITED

## Balance Sheet as at 31st March, 2012

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	(453,100)	(545,797)
(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)		3,022	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	3	75,923	-
(c) Other Current Liabilities	4	101,147	276,130
(d) Short-Term Provisions	5	23,900	1,800
Total		31,271,892	31,253,133
<b>II.Assets</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	6	94,727	118,686
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	7	31,100,000	31,002,000
(e) Other Non-Current Assets		-	-
<b>(2) Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Cash Equivalents	8	52,090	132,358
(e) Short-Term Loans and Advances	9	25,000	-
(f) Other Current Assets	10	75	89
Total		31,271,892	31,253,133

### 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 CHANDRA KIRAN & CO.  
Chartered Accountants.

FOR NOVA PUBLICATIONS INDIA LTD.

SD/-  
PARMINDER SINGH  
PROPRIETOR  
Membership No. : 084722  
Firm No.: 005695N  
PLACE : Jalandhar  
DATE : This day of 30th JUNE 2012

SD/-  
SUNIL KUMAR CHOPRA  
(DIRECTOR)      SD/-  
RAJAN CHOPRA  
(DIRECTOR)

## NOVA PUBLICATIONS INDIA LIMITED

### Profit and Loss statement for the year ended 31st March, 2012

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	23,839,685	6,556,447
II. Other Income		70	-
III. Total Revenue (I +II)		23,839,755	6,556,447
IV. Expenses:			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade	12	23,183,506	6,123,864
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	13	-	194,000
Employee Benefit Expense	14	360,586	101,218
Financial Costs	15	507	99
Depreciation and Amortization Expense	16	23,959	32,966
Other Expenses	17	151,578	94,987
Total Expenses		23,720,136	6,547,133
V. Profit Before Exceptional and Extraordinary Items and Tax	(III - IV)	119,619	9,314
VI. Exceptional Items			
VII. Profit Before Extraordinary Items and Tax (V - VI)		119,619	9,314
VIII. Extraordinary Items			
IX. Profit Before Tax (VII - VIII)		119,619	9,314
X. Tax Expense:			
(1) Current Tax		23,900	1,800
(2) Deferred Tax		3,022	-
XI. Profit(Loss) for the Period from Continuing Operations	(IX-X)	92,697	7,514
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)		92,697	7,514
XVI. Earning Per Equity Share:			
(1) Basic		0.03	0.00
(2) Diluted		0.03	0.00

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 CHANDRA KIRAN & CO.  
Chartered Accountants.

FOR NOVA PUBLICATIONS INDIA LTD.

SD/-  
PARMINDER SINGH  
PROPRIETOR  
Membership No. : 084722  
Firm No.: 005695N  
PLACE : Jalandhar  
DATE : This day of 30th JUNE 2012

SD/-  
SUNIL KUMAR CHOPRA  
(DIRECTOR)  
SD/-  
RAJAN CHOPRA  
(DIRECTOR)

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

**Sch : 1 Share Capital**

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

The company is having only one class of equity shares having a par value of Rs.10.00. The Equity Shares have rights, preferences and restrictions which are in accordance with provisions of law, in particular the Companies Act,1956

**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
Sunil Kumar Chopra	590000	18.72
Nirmal Kumar Chopra	216000	6.85

**Sch : 2 Reserve & Surplus**

Sr. No	Particulars	C.Y	P.Y
1	Other Reserve (General Reserves)		-
2	Surplus (Profit & Loss Account)		
	Opening Balance	(545,797)	(553,471)
	(+) Net Profit/(Net Loss) for the current year	92,697	7,514
	(+) Income Tax Refund	-	160
	(+) Transfer from Reserves		
	(-) Transfer to Reserves		-
	Closing Balance	<b>(453,100)</b>	<b>(545,797)</b>
	Total	(453,100)	(545,797)

**Sch : 3 Trades Payable**

Sr. No	Particulars	C.Y	P.Y
	a) Creditors for Purchases (Prepared, valued and certified by the management)	-	-
	b) Creditors for Expenses	-	-
	c) Creditors for Capital Goods	-	-
	d) Advance from Customers	75,923	-
	Total	75,923	-

**Sch : 4 Other Current Liabilities**

Sr. No	Particulars	C.Y	P.Y
1	Other payable (specify nature)		
	i) Due to Employees	36,500	8,000
	ii) Other Liabilities:	64,647	268,130
	iii) Liabilities for Cheque Issued	-	-
	Total	101,147	276,130

**Sch : 5 Short Term Provisions**

Sr. No	Particulars	C.Y	P.Y
1	Provision for Taxes	23,900	1,800
	Total	23,900	1,800

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

**Sch : 6 Fixed Assets**

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on Current Year	WDV as on Previous Year
I	<b>Tangible Assets</b>											
1	Plant and Machinery	13.91%	147,360	-	-	147,360	65,006	11,455		76,461	70,899	82,354
2	Scooter	25.89%	39,950	-	-	39,950	25,574	3,722		29,296	10,654	14,376
3	Computer	40.00%	160,400	-	-	160,400	138,444	8,782		147,226	13,174	21,956
	SUB TOTAL (A)		347,710	-	-	347,710	229,024	23,959	-	252,983	94,727	118,686
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)		-	-	-	-	-	-	-	-	-	-
	<b>Total [A + B + C + D] (Current Year)</b>		347,710	-	-	347,710	229,024	23,959	-	252,983	94,727	118,686
	(Previous Year)		347,710			347,710	196,058	32,966		229,024	118,686	151,652

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

**Sch : 7 Long Term Loans and Advances**

Sr. No	Particulars	C.Y	P.Y
I)	Capital Assets a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
II)	Security Deposit a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
III)	Loans & Advances to related parties	31,100,000	31,002,000
IV)	Other Loans & Advances (Prepared, valued and certified by the management)		
	<b>Total</b>	<b>31,100,000</b>	<b>31,002,000</b>

**Sch : 8 Cash & Cash Equivalent**

Sr. No	Particulars	C.Y	P.Y
1	Cash-in-Hand Cash Balance Petty Cash Balance  Sub Total (A)	30,863 - - 30,863	95,318 - - 95,318
2	Bank Balance  Sub Total (B)	21,227 21,227	37,040 37,040
3	Cheques on Hand (C)	-	-
	<b>Total [ A + B + C ]</b>	<b>52,090</b>	<b>132,358</b>

**Sch :9 Short Terms Loans and Advances**

Sr. No	Particulars	C.Y	P.Y
1	Loans & Advances to related parties a) Secured, Considered Good : b) Unsecured, Considered Good : c) Doubtful		
2	Others (a) Advances to Suppliers (b) Advance Tax (c) Advances recoverable in Cash or Kind or for the value to be received and considered good by the management	5,000 20,000 -	- - -
	<b>Total</b>	<b>25,000</b>	<b>-</b>

**Sch : 10 Other Current Assets**

Sr. No	Particulars	C.Y	P.Y
	Prepaid Insurance	75	89
	<b>Total</b>	<b>75</b>	<b>89</b>

**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	23,839,685	6,556,447
	Total	23,839,685	6,556,447

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

Sr. No	Particulars	C.Y	P.Y
1	Purchases	23,183,506	6,123,864
	Total	23,183,506	6,123,864

**Sch : 13 Change in Inventories**

Sr. No	Particulars	C.Y	P.Y
1	Opening Stock of Goods	-	194,000
2	Less: Closing Stock of Goods	-	-
	Total	-	194,000

**Sch : 14 Employment Benefit Expenses**

Sr. No	Particulars	C.Y	P.Y
1	Salaries	352,500	96,000
2	Staff Welfare	8,086	5,218
	Total	360,586	101,218

**Sch :15 Financial Cost**

Sr. No	Particulars	C.Y	P.Y
1	Interest Expense		
	(i) Interest Paid		-
	(ii) Bank Interest		-
2	other Borrowing Cost		
	(i) Bank Charges & Commision	507	99
	Total	507	99

**Sch : 16 Depreciation & Amortised Cost**

Sr. No	Particulars	C.Y	P.Y
1	Depreciation	23,959	32,966
	Total	23,959	32,966

**NOVA PUBLICATIONS INDIA LIMITED**

Schedules Forming Part of the Profit & Loss Accounts

**Sch : 17 Other Expenses**

Sr. No	Particulars	C.Y	P.Y
A.	<b>OFFICE &amp; ADMIN EXPENSES</b>		
	Fees, Taxes & Subscription	52,963	20,000
	AGM Expense	3,000	3,000
	Insurance Charges	540	546
	Legal & Professional Expenses	-	100
	Computer Maintance	1,800	-
	Postage & Telegram	3,468	1,575
	Printing & Stationery	4,824	210
	Scooter Expense	6,620	6,069
	Vehicle Repair & Maintenance	1,522	-
	Miscellaneous Expense	12,549	1
	<b>AUDITOR'S REMUNERATION</b>		
	Audit Fees	3,060	3,060
	Company Law Matters	3,060	3,060
	Income Tax Matters	3,060	3,060
	<b>Total (A)</b>	<b>96,466</b>	<b>40,681</b>
B.	<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
	Freight & Cartage Outward	8,755	-
	Advertisement Expenses	46,357	54,306
			-
	<b>Total (B)</b>	<b>55,112</b>	<b>54,306</b>
	<b>Total [ A + B ]</b>	<b>151,578</b>	<b>94,987</b>

## CASH FLOW STATEMENT

NOVA PUBLICATIONS INDIA LIMITED

Cash flow statement for the year ended 31st MARCH, 2012

(Rupees )

	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	119,619	9,314
	<u>Adjustment:</u>		
	Depreciation and amortization	23,959	32,966
	Amortization of stock compensation		
	(Gain)/Loss on sale of fixed assets	-	-
	Interest Expense	-	-
	Assets written off		
	Provision/ ( Reveral) for doubtful debts and advances		
	(b) Working capital changes:		
	Decrease in inventories	-	194,000
	Decrease in trade receivables	-	2,975,568
	Decrease in short-term loans		
	Decrease in other current assets	14	3
	Increase in trade payables	75,923	
	Increase in other current liabilities		
	Increase in provisions	22,100	600
	<b>Total of (1)</b>	<b>241,615</b>	<b>3,212,451</b>
<b>2</b>	<b>From Investing activities</b>		
	(a) Proceeds from sale of fixed assets	-	-
	(b) Proceeds from sale of investments	-	6,020,000
	(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>6,020,000</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>241,615</b>	<b>9,232,451</b>
<b>II.</b>	<b>CASH OUTFLOWS</b>		
<b>1</b>	<b>From Operating activities</b>		
	(a) Loss from operating activities Adjustments:		
	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	-	
	Increase in trade receivables	-	
	Increase in short-term loans and advances	25,000	9,202,000
	Increase in other current assets		
	Decrease in trade payables		
	Decrease in other current liabilities	174,983	9,235
	Decrease in provisions		
	(c) Direct taxes paid ( Net of refunds)	23,900	1,640
	(d) Dividend Paid	-	-
	<b>Total of (1)</b>	<b>223,883</b>	<b>9,212,875</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	98,000	
	(g) Increase in other non-current assets		
	<b>Total of (2)</b>	<b>98,000</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	-	-
	(e) Share issue expenses		
	<b>Total of (3)</b>	<b>-</b>	<b>-</b>
	<b>Total cash outflows (1+2+3)</b>	<b>321,883</b>	<b>9,212,875</b>
<b>III.</b>	Net (decrease)/increase in cash and cash equivalents (I-II)	(80,268)	19,576
	<b>Add: Cash and cash equivalents at the beginning of the period</b>	<b>132,358</b>	<b>112,782</b>
<b>IV.</b>	Cash and cash equivalents at the end of the period	52,090	132,358



# NOVA PUBLICATIONS INDIA LTD.

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## NOTES FORMING PART OF FINANCIAL STATEMENTS as at and for the year ended March 31, 2012

### 1. CORPORATE INFORMATION

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

### 2. SIGNIFICANT ACCOUNTING POLOCIES

**i) Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 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 octori 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 written down Value method (WDV) as per the rates prescribed in schedule XIV to the Companies Act, 1956. 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.

# NOVA PUBLICATIONS INDIA LTD.

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## OTHER INCOME

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

### vii) **Tangible fixed assets**

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

### CAPITAL WORK IN PROGRESS

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

### viii) **Intangible Assets**

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

### ix) **Foreign currency transactions and translations**

No foreign currency Transactions are recorded during the financial year.

### x) **Foreign currency forward contracts**

No Foreign currency forward contracts are made.

### xi) **Government grants, subsidies and export incentives**

No Government grants and subsidies are received by the company.

### xii) **Investments**

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

### xiii) **Employee benefits**

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

### xiv) **Borrowing Costs**

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

### xv) **Segment reporting**

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

# NOVA PUBLICATIONS INDIA LTD.

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**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) Previous year Figures**

Previous year figures are regrouped and recasted.

# NOVA PUBLICATIONS INDIA LTD.

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## NOVA PUBLICATIONS INDIA LTD.

REGD OFFICE: 41- CHANDAN NAGAR  
JALANDHAR

### PROXY FORM

Reg. Folio No.....

I/We.....  
of.....being a member/members(s) of NOVA  
PUBLICATIONS INDIA LTD. hereby appoint .....  
of.....or  
failing him/her .....  
of .....  
as my/our proxy to vote for me/us on my/our behalf at the SEVENTEENTH Annual General  
Meeting of the company to be held on Friday, the 28<sup>th</sup> September, 2012 at the premises of Plot No.  
41, Chandan Nagar, Jalandhar and at any adjournment thereof.

Signed this.....Day of.....2012  
Signature

Affix a  
One Rupee  
Revenue  
stamp

#### NOTE :

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

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

## NOVA PUBLICATION INDIA LTD.

REGD. OFFICE 41 CHANDAN NAGAR  
JALANDHAR CITY

### ATTENDANCE SLIP

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

I/WE hereby record my/our presence at the 17<sup>th</sup> Annual General Meeting of the Company held on  
Friday, 28<sup>th</sup> September, 2012 at the premises of Plot No.41, Chandan Nagar, Jalandhar City.

Name of the Share holder/Proxy .....LF.NO.....

Address.....

No. of Shares held.....

(Strike out which is not applicable)

Signature of Shareholder/Proxy