

Magnum Ventures Ltd.

(An ISO 14001-2004 Certified Company)

Corporate Office : 18/31, Site-IV, Industrial Area, Sahibabad, Ghaziabad (U.P.)

Address for Correspondence : 18/41, Site-IV, Industrial Area, Sahibabad, Distt. Ghaziabad - 201 010

Date: 23rd August, 2016

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroj JeeJeeboy Tower,
Dalal Street, Fort
Mumbai-400001

Department of Corporate Communications
National Stock Exchange India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400 051

Ref: Scrip Code

BSE: 532896

NSE: MAGNUM

Dear Sirs,

Sub: Notice of 36th Annual General Meeting

Dear Sirs,

Pursuant to SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, we hereby submit the notice of 36th Annual General Meeting of the Company along with e-voting instructions and explanatory statement.

You are requested to kindly take the same on record.

Thanking You,

For MAGNUM VENTURES LIMITED



ABHEY KUMAR JAIN
(Whole-Time Director)

DIN: 01876385

**Address: 4326/3 Ansari Road,
Darya Ganj, Delhi-110002**



Office & Works : 18/41, Site-IV, Industrial Area, Sahibabad, Distt. Ghaziabad - 201 010

Phone : +91-120-4199200 **Fax :** +91-120-4199234

Regd. Office : 685, Chitla Gate, Chawri Bazar, Delhi-110 006

E-mail : magnumventures@gmail.com, info@magnumventures.in **Website :** www.magnumventures.in

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NOTICE

Notice is hereby given that the 36th Annual General Meeting ('AGM') of the Members of the Company will be held on **Monday, 19th September, 2016 at 11:00 A.M.** at **Ghalib Institute, AIWAN-E GALIB MARG, New Delhi-110002** to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2016 and Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director, in place of **Mr. Abhey Kumar Jain** (DIN: 01876385) Whole-time Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director, in place of **Mr. Pramod Kumar Jain** (DIN: 01222952) Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment M/s. Aggarwal & Rampal, Chartered Accountants (FRN: 003072N) as Auditors of the Company and to fix their remuneration and in this regard, pass with or without modifications, the following resolution as Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of M/s. Aggarwal & Rampal, (Firm Registration No. 003072N), Chartered Accountants, as the Statutory Auditors of the Company be and are hereby ratified, who was appointed at the AGM held on 10th September, 2014 for a period of four years i.e., up to the conclusion of 38th Annual General Meeting to be held in year 2018, and the remuneration shall be decided by the Board of Directors, on recommendation of Audit Committee, including reimbursement of travelling and out of pocket expenses incurred by the Auditors for the purpose of audit."

Special Business:

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

"Resolved that pursuant to the provisions of Section 149 of the Companies Act, 2013 & its Schedule IV (as amended or re-enacted from time to time) read with Rule No. 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mrs. Anjum Saxena(DIN: 07587808)be and is hereby appointed as Independent Director on the Board of the Company for a period of 1 (One) year with effect from the date of Annual General Meeting.



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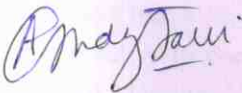
Resolved further that pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with Rule No. 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in Form No DIR-2 along with declaration that she is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for purpose of identification, be and is hereby take note off.”

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

“**Resolved that** pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,00,000/- (Rupees One Lac Only), inclusive of all expenses, of M/s V.K. Dube & Co. (FRN: 000343) for auditing the Company’s cost accounting records for the Financial Year 2016-17, as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified.”

For and on Behalf of the Board

MAGNUM VENTURES LIMITED



ABHEY KUMAR JAIN

(Whole-Time Director)

DIN: 01876385

Address: 4326/3 Ansari Road,
Darya Ganj, Delhi-110002



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Note:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/ Proxies should bring duly filled attendance slips attached herewith for attending the meeting.

3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out under the notice is annexed hereto.

4. The Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 13, 2016 to Monday, September 19, 2016, both days inclusive, for the purpose of Annual General Meeting.

5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact to RTA of the Company for assistance in this regard.

6. You are aware that the provisions of Companies Act, 2013 have been made effective. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Magnum Ventures Limited to contribute to the cause of Green Initiative.

We therefore invite all our shareholders to contribute to the cause by filling up the form to receive communication from the Company in electronic mode. You can download the Email Registration Form from the website of the Company www.magnumventures.com.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. Members seeking any information with regard to the Accounts are requested to write at least 7 (Seven) days before the date of meeting so that it may be convenient to get the information ready at the meeting.

9. Route map of the venue of the meeting is attached herewith.

Anay Jain



10. Electronic copy of the Notice of the 36th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ RTA/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 36th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. The procedure and instructions for e-voting as given in the Notice of the 36th Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depositories):
- a. Open e-mail and open PDF file viz. "ACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Magnum Ventures Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to munish_171@yahoo.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 36th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

Amay Jain



- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 12th September, 2016.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2016, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA (MAS Services Limited).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Mr. Munish Kumar Sharma, Practicing Company Secretary (Membership No. FCS-6031 & CP No. 6460), of M/s. Munish K. Sharma & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Amay Jain



K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.magnumventures.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

12. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for Financial Year ended 31st March, 2016 shall also be available on the Company's website www.magnumventures.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Board of Directors in its meeting held on 12th Day of August, 2016 recommends name of Mrs. Anjum Saxena (DIN: 07587808) as Independent Director of the Company, as per the applicable provisions of the Companies Act, 2013 to the shareholders.

Pursuant to Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mrs. Anjum Saxena as Independent Director to hold office for One (1) year for a term up to 19th September, 2017.

Mrs. Anjum Saxena is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declaration from Mrs. Anjum Saxena that she meet with the criteria of independence as prescribed both under Section 149 of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Anjum Saxena fulfils the conditions specified in the Act and the rules made there under and she is independent of the management.

Mrs. Anjum Saxena is a qualified Advocate by Profession and she has specialization in various Laws and has around 5 years of experience in area of Corporate and Legal and she does not hold any directorships and memberships/chairmanships of Board Committees.

Mrs. Anjum Saxena is interested in the resolutions set out at item no. 5 of the Notice.

None of the other Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise.

The Board recommends the Ordinary Resolution for item no. 5 of the Notice for the approval of the Shareholders.




Item No. 6

M/s V.K. Dube & Co., Cost Accountants has (FRN: 000343) been appointed as Cost Auditors of the Company by the Board in its meeting dated 30th May, 2016 to audit the cost records of the Company at a remuneration of Rs. 1,00,000/- (Rupees One Lac only). Further, Rule 14 of the Companies (Audit and Auditors) Rule, 2014 remuneration of the Cost Auditors requires the ratification of the shareholders.

Your approval is required for the ratification of remuneration to be paid to the Cost Auditor by way of Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent that they are member of the Company.

Anand Jain

