

Magnum Ventures Ltd.

CIN: L21093DL1980PLC010492

(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, Ghaziabad-201010

Date: 28th August, 2018

Department of Corporate Services Bombay Stock Exchange Limited PhirojJeeJeeboy 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
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Ref: Scrip Code

BSE: 532896

NSE: MAGNUM

Sub: Notice of 38th Annual General Meeting

Dear Sirs,

Pursuant to SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, we hereby submit the Notice of 38th Annual General Meeting of the Company along with e-voting instructions and explanatory statement.

You are requested to kindly take the same on your records.

Thanking You,

For Magnum Ventures Limited

Abhey Jain

Whole-Time Director

DIN: 01876385

Add: 113/3-4, Ansari Road, Darya Ganj, Delhi - 110002



Regd. Office: Office No. 205, 2nd Floor, Building No. 4326 Street No. 3,
Ansari Road Darya Ganj Central Delhi DL 110002

Office & Works: 18/41, Site-IV, Industrial Area, Sahibabad, Ghaziabad-201010

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

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

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NOTICE

Notice is hereby given that the 38th Annual General Meeting ('AGM') of the Members of the Company will be held on Saturday, 22nd September, 2018 at 11:00 A.M. at Galib 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, 2018 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. Parmod Kumar Jain (DIN: 01222952) Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director, in place of Ms. Neha Gupta (DIN: 07700094), Woman Director of the Company, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint M/s Aggarwal & Rampal, Chartered Accountants (FRN: 003072N) as Statutory Auditors of the Company, who shall hold office from the conclusion of 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting and authorize Board of Directors' fix their remuneration.

"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 re-appointed as Auditors of the Company to hold office from the conclusion of 38th Annual General Meeting (AGM) till the conclusion of 43rd Annual General Meeting to be held in the year 2023, 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 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

For Magnum Ventures Ltd.



Director

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Financial Year 2018-19, as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified.”

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

“RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded for the re-appointment of Mr. Pradeep Kumar Jain (DIN 00024879) as Managing Director of the Company for a period of five (5) years commencing from February 4, 2019, on the terms and conditions of appointment and remuneration as follows:

Remuneration:

The remuneration payable to Mr. Pradeep Kumar Jain, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Pradeep Kumar Jain, if the Company has no profits or its profits are inadequate, then Mr. Pradeep Kumar Jain will be paid in accordance with the provisions of Schedule V of the Act.

Within the aforesaid ceiling, the remuneration payable to Mr. Pradeep Kumar Jain shall be as follows:

Mr. Pradeep Kumar Jain is entitled for remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) per month, including allowances and perquisites, which may be increased with the approval of Board up to Rs. 1,00,000/- (Rupees One Lac Only).

Other Terms & Conditions

- a. Mr. Pradeep Kumar Jain is appointed as Managing Director of the Company for a period of Five (5) years with effect from 04th February, 2019.
- b. As Managing Director, Mr. Pradeep Kumar Jain shall be entrusted with substantial powers of management of affairs of the Company and shall also perform such functions and duties as may be decided by the Board.
- c. Mr. Pradeep Kumar Jain shall be subject to the superintendence, control and directions of the Board.
- d. Mr. Pradeep Kumar Jain shall work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- e. Mr. Pradeep Kumar Jain shall, whenever required by the Board, undertake to travel in India or abroad and elsewhere towards the performance of his duties.

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f. The Board may re-allocate / re-designate the duties and responsibilities of Mr. Pradeep Kumar Jain.

g. Mr. Pradeep Kumar Jain shall not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by his during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mr. Jain shall during the continuance of his employment with the Company also use his best endeavors to prevent any other person from doing so PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.

h. He shall not accept the directorship in any other company (ies), except with the prior approval of the Board.

i. Either party shall be entitled to terminate this employment by giving not less than three months" notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

For and on Behalf of the Board
MAGNUM VENTURES LIMITED
For Magnum Ventures Ltd.



Director

PRADEEP KUMAR JAIN
Managing Director
DIN: 00024879

Date : 13th August 2018
Place : Delhi

Address: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

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Note:

1. A Member entitled to attend and vote at the 38th 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 Sunday, September 16, 2018 to Saturday, September 22, 2018, both days inclusive, for the purpose of 38th 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.

For Magnum Ventures Ltd.



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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.

10. Electronic copy of the Notice of the 38th 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 Participant(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 38th 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 38th Annual General Meeting are again reproduced hereunder for easy reference:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

For Magnum Ventures Ltd.



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<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Enter User ID as given overleaf
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

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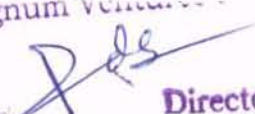
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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to munish_171@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- A. 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.
- B. 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.
- C. Mr. Vijay Kumar Sharma, Practicing Company Secretary (Membership No. CS-32547 & CP No. 12387), of M/s. Munish K. Sharma & Associates, Company Secretaries has been appointed for as the

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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.

- D. 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.
- E. 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.
- F. 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 38th Annual General Meeting and the Annual Report for Financial Year ended 31st March, 2018 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.

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

Item No. 5

M/s V.K. Dube & Co., Cost Accountants (FRN: 000343) has been appointed as Cost Auditors of the Company by the Board in its meeting dated 13th August, 2018 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.

Item No. 6

Mr. Pradeep Kumar Jain was appointed as Managing Director of the Company for a period of 3 years with effect from 4th February, 2016 and his terms, as Managing Director, shall expire on 3rd February, 2019.

The Board of Directors of the Company in its meeting held on 13th August, 2018, subject to the approval of the members, approved the re-appointment of Mr. Pradeep Kumar Jain as Managing Director of the Company for a period of 5 years commencing from February 4, 2019.

Mr. Pradeep Kumar Jain is entitled for remuneration within the permissible limits specified by the Act and is commensurate with his responsibilities of heading a Company of this size with its diversified business operations.

The draft terms and conditions of appointment of Mr. Jain are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting or any adjournment thereof. An Ordinary Resolution in terms as set out in Item No. 6 of the accompanying Notice is placed before the members in the Meeting for approval.

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