

Magnum Ventures Limited

CIN: L21093DL1980PLC010492

Registered Office: Room No. 118, First Floor, MGM Commercial Complex, 4634/1, Plot No. 19, Ansari Road, Darya Ganj, New Delhi-110002 Phone: +91-11-42420015

E-mail: info@magnumventures.in Website: www.magnumventures.in

Date: 27th February, 2026

Department of Corporate Services BSE Limited Phiroze JeeJeebhoy Towers, Dalal Street, Fort Mumbai-400001	Department of Corporate Communications National Stock Exchange India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra(E) Mumbai-400 051
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Subject: Disclosure under Regulation 30 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding approval of the Scheme of Arrangement by the Board of Directors of Magnum Ventures Limited

Ref: Scrip Code

BSE: 532896, 975493

NSE: MAGNUM

Dear Sir/Madam,

Pursuant to Regulation 30 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), we wish to inform you that the Board of Directors of Magnum Ventures Limited (“Company”) has approved the Scheme of Arrangement among Magnum Ventures Limited (Demerged Company) and Magnum Paperz Limited (Resulting Company) and their respective shareholders and creditors (“**Scheme**”) under Sections 230 and 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, in its meeting held on Friday, 27th February, 2026, after considering the recommendations of the Audit Committee and the committee of the Independent Directors of the Company, through their respective meetings held on Friday, 27th February, 2026.

The Scheme is subject to the approval of BSE Limited, the National Stock Exchange of India Limited, SEBI, shareholders and creditors of the company and such other statutory authorities as may be required and sanction thereof by the NCLT.

The proposed Scheme of Arrangement (“Scheme”), inter alia, provides for Demerger of ‘Paper Business’ (Demerged Undertaking) of Magnum Ventures Limited (the Demerged Company) into Magnum Paperz Limited (the Resulting Company), as a going concern; and matters incidental, consequential and integrally connected thereto.

The Company shall apply to the BSE Limited and National Stock Exchange of India Limited and (“**Stock Exchanges**”), in due course, for obtaining their ‘no-objection letters’ pursuant to Regulation 37 and 59A of the SEBI (LODR) Regulations, 2025.

The disclosures as required under Regulation 30 and Schedule III of the LODR Regulations, read with HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith and marked as **Annexure A**.

Thanking you,
For **Magnum Ventures Limited**

Aaina Gupta
Company Secretary

Encl: a.a.

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Annexure A

Disclosure pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended

Sr. No.	Particulars	Details
1.	Brief details of the Scheme/restructuring and the division(s) to be demerged	<p>The proposed Scheme of Arrangement (“Scheme”), inter alia, provides for Demerger of ‘Paper Business’ (Demerged Undertaking) of Magnum Ventures Limited (the Demerged Company) into Magnum Paperz Limited (the Resulting Company), as a going concern; and matters incidental, consequential and integrally connected thereto. The Demerged undertaking consist of the business of manufacturing paper and paper products from wastepaper through its manufacturing facilities located at Sahibabad, District Ghaziabad, Uttar Pradesh (Delhi NCR), together with all activities incidental or ancillary thereto.</p> <p>The Scheme of Arrangement also provides for reduction of capital of the Demerged Company, for the purpose of giving effect to the Demerger.</p> <p>The sequence for implementation of the Scheme of Arrangement shall be as under:</p> <ol style="list-style-type: none">a. Demerger and Issue of New Shares by the Resulting Company: Upon the Scheme becoming effective, the Demerged Undertaking of the Demerged Company shall stand demerged from and vested in the Resulting Company as a going concern in accordance with this Scheme, and in consideration thereof, the Resulting Company shall, issue and allot the New Shares to the shareholders of the Demerged Company. Simultaneously, the pre-Scheme equity share capital of the Resulting Company shall stand cancelled and extinguished.b. Reduction of Share Capital of the Demerged Company: Upon completion of the issue and allotment of the New Shares by the Resulting Company, the Demerged Company shall, as an integral part of this Scheme and without any further act, approval or application, reduce its

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		issued, subscribed and paid-up share capital in the manner mentioned at point no. 5 below.		
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Particulars	Turnover in FY 2024-25 (Rs. in lakhs)	%
		Demerged Division	29,657.46	75
		Remaining Business	10,068.09	25
		Total	39,725.55	100
3.	Rationale/ reasons for the Scheme of Arrangement	<p>The circumstances that justify and/or necessitate the proposed Scheme of Arrangement between Magnum Ventures Limited (the Demerged Company) and Magnum Paperz Limited (the Resulting Company), and the benefits of the proposed demerger, as perceived by the Boards of Directors of the said Companies, to their shareholders and other stakeholders, are set out below:</p> <p>i. Existing Business Verticals: Magnum Ventures Limited (the Demerged Company) is engaged in two distinct business verticals, namely:</p> <p>a. Paper Business: The business of manufacturing paper and paper products from wastepaper through its manufacturing facilities located at Sahibabad, District Ghaziabad, Uttar Pradesh (Delhi NCR), together with all activities incidental or ancillary thereto.</p> <p>b. Hotel Business: The business of owning and operating a Five Star Hotel under the brand “Country Inn & Suites by Radisson”, situated at Sahibabad, District Ghaziabad, Uttar Pradesh (Delhi NCR), together with all activities incidental or ancillary thereto. The said hotel has the distinction of being an all-vegetarian hotel formally certified as a Five Star Hotel by the Hotel & Restaurant Approval and Classification Committee (HRACC), Ministry of Tourism, Government of India.</p> <p>ii. Distinct Nature of Businesses: The Paper Business and the Hotel Business are inherently different in nature, with distinct operational characteristics, risk profiles and regulatory requirements, and require separate management focus and specialised skill sets.</p>		

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	<p>iii. Focused Business Strategy: The management of the Demerged Company proposes to hive off the Paper Business into a separate entity in order to create a focused and independent business structure for each business vertical.</p> <p>iv. Operational and Strategic Flexibility: The proposed demerger will provide flexibility to manage the Demerged Company and the Resulting Company independently and to enter into different strategic alliances, partnerships and collaborations appropriate to each business in the future.</p> <p>v. Optimised Capital Structure: The demerger will enable both the Demerged Company and the Resulting Company to adopt capital structures and financial policies aligned with their respective operational requirements and long-term strategic objectives.</p> <p>vi. Improved Resource Mobilisation: The Scheme will facilitate each Company to attract and retain suitable manpower, raise funds, and invite strategic investors and other stakeholders independently, based on the needs of their respective businesses.</p> <p>vii. Independent Growth and Expansion: The demerger will provide a platform for independent growth and expansion of each business vertical without exposing the entire organisation to the risks associated with the other business.</p> <p>viii. Enhanced Management Focus: With a view to achieving greater management focus and keeping in mind the paramount and overall interests of the shareholders, the Boards of Directors of the Demerged Company and the Resulting Company have considered that a Scheme of Demerger is the most appropriate and efficient mechanism.</p> <p>ix. Overall Stakeholder Benefit: The proposed Scheme of Demerger is expected to have a beneficial impact on the Demerged Company and the Resulting Company, their respective employees, shareholders and other stakeholders, and is in the overall interest of all concerned.</p>
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4.	Brief details of change in shareholding pattern (if any) of all entities	<p>A. Pre and post scheme Shareholding Pattern of the listed Company– Magnum Ventures Limited</p> <p>i. Shareholding Pattern of Equity Shareholders:</p> <table border="1" data-bbox="792 478 1474 703"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> <tr> <td></td> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>3,77,67,554</td> <td>55.21</td> <td>1,13,30,266</td> <td>55.21</td> </tr> <tr> <td>Public</td> <td>3,06,43,763</td> <td>44.79</td> <td>91,93,129</td> <td>44.79</td> </tr> <tr> <td>Total</td> <td>6,84,11,317</td> <td>100.00</td> <td>2,05,23,395</td> <td>100</td> </tr> </tbody> </table> <p>ii. Shareholding Pattern of Compulsorily Redeemable Preference Shareholders:</p> <table border="1" data-bbox="792 835 1474 1060"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> <tr> <td></td> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>3,25,000</td> <td>100</td> <td>32,500</td> <td>100</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>3,25,000</td> <td>100</td> <td>32,500</td> <td>100</td> </tr> </tbody> </table> <p>B. Pre and post scheme Shareholding pattern of Unlisted Company 1 –Magnum Paperz Limited</p> <p>i. Shareholding pattern of Equity Shareholder:</p> <table border="1" data-bbox="792 1260 1474 1484"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> <tr> <td></td> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>10,000</td> <td>100</td> <td>75,53,511</td> <td>55.21</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> <td>61,28,752</td> <td>44.79</td> </tr> <tr> <td>Total</td> <td>10,000</td> <td>100</td> <td>1,36,82,263</td> <td>100</td> </tr> </tbody> </table> <p>ii. Shareholding pattern of Compulsorily Redeemable Preference Shareholder:</p> <table border="1" data-bbox="792 1617 1474 1873"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> <tr> <td></td> <th colspan="2">Not Applicable</th> <th colspan="2">Post-Scheme</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>-</td> <td>-</td> <td>2,92,500</td> <td>100</td> </tr> <tr> <td>Public</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>-</td> <td>-</td> <td>2,92,500</td> <td>100</td> </tr> </tbody> </table>	Category	No. of shares	%	No. of shares	%		Pre-Scheme		Post-Scheme		Promoter	3,77,67,554	55.21	1,13,30,266	55.21	Public	3,06,43,763	44.79	91,93,129	44.79	Total	6,84,11,317	100.00	2,05,23,395	100	Category	No. of shares	%	No. of shares	%		Pre-Scheme		Post-Scheme		Promoter	3,25,000	100	32,500	100	Public	-	-	-	-	Total	3,25,000	100	32,500	100	Category	No. of shares	%	No. of shares	%		Pre-Scheme		Post-Scheme		Promoter	10,000	100	75,53,511	55.21	Public	-	-	61,28,752	44.79	Total	10,000	100	1,36,82,263	100	Category	No. of shares	%	No. of shares	%		Not Applicable		Post-Scheme		Promoter	-	-	2,92,500	100	Public	-	-	-	-	Total	-	-	2,92,500	100
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		<i>Note: Post Scheme shareholding pattern is subject to treatment of fractional entitlement as per applicable SEBI Circular.</i>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>No cash consideration is payable under the proposed Scheme of Arrangement.</p> <p>Exchange Ratio for Demerger: Upon this Scheme finally coming into effect and in consideration of the transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in accordance with the provisions of this Scheme, the Resulting Company shall, without any further act, application or deed, issue and allot New Shares to the shareholders of the Demerged Company whose names appear in the Register of Members and/or list of Beneficial Owners, as received from the Depositories, as the case may be, as on the Record Date, in the following manner:</p> <ol style="list-style-type: none">a. The Resulting Company shall issue and allot two (2) New Equity Shares of face value of INR 10 each, credited as fully paid-up, to the Equity Shareholders of the Demerged Company for every ten (10) Equity Shares of face value of INR 10 each held by them in the Demerged Company.b. The Resulting Company shall issue and allot nine (9) New Compulsorily Redeemable Preference Shares of face value of INR 100 each, credited as fully paid-up, to each of the Compulsorily Redeemable Preference Shareholders of the Demerged Company for every ten (10) Compulsorily Redeemable Preference Shares of face value of INR 100 each held by them in the Demerged Company, on the same terms and conditions. <p>Cancellation of pre-scheme shareholding of Resulting Company: Pursuant to the provisions of the Scheme, the Resulting Company shall, inter alia, issue and allot new equity shares to the equity shareholders of the Demerged Company in consideration of the transfer and vesting of the Demerged Undertaking. It is the intent and objective of this Scheme that, upon the Scheme becoming effective, the equity shareholding pattern of the Resulting Company shall mirror the equity shareholding pattern of the Demerged Company, such that the same set of equity</p>

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	<p>shareholders shall hold equity shares in the Demerged Company and the Resulting Company in the same proportion. In order to achieve the aforesaid mirror shareholding structure, and upon this Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Resulting Company as existing immediately prior to the Effective Date shall stand cancelled and extinguished, without any further act, instrument or deed and without any payment being made to any shareholder of the Resulting Company against such cancellation. It is expressly clarified that no consideration, cash or otherwise, shall be paid by the Resulting Company to any shareholder in respect of such cancellation.</p> <p>Reduction of Capital of the Demerged Company: Upon this Scheme becoming effective and after the issue and allotment of New Shares by the Resulting Company to the shareholders of the Demerged Company in accordance with this Scheme, the Demerged Company shall, for the purpose of giving effect to the Demerger and reflecting the same in its books of account, reduce its issued, subscribed and paid-up share capital in the following manner:</p> <ol style="list-style-type: none">a. The issued, subscribed and paid-up equity share capital of the Demerged Company shall be reduced by seventy per cent (70%) on a proportionate basis. Accordingly, seven (7) equity shares of face value INR 10 each out of every ten (10) equity shares of face value INR 10 each held by each equity shareholder of the Demerged Company as on the Record Date shall stand cancelled and extinguished.b. The issued, subscribed and paid-up preference share capital of the Demerged Company shall also be reduced by ninety per cent (90%) on a proportionate basis. Accordingly, nine (9) compulsorily redeemable preference shares of face value INR 100 each out of every ten (10) compulsorily redeemable preference shares of face value INR 100 each held by each preference shareholder of the Demerged Company as on the Record Date shall stand cancelled and extinguished. <p>As a consequence of the aforesaid reduction, upon the Scheme becoming effective:</p>
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		<p>i. For every ten (10) equity shares of face value INR 10 each held in the Demerged Company as on the Record Date, the equity shareholders shall thereafter hold three (3) equity shares of face value INR 10 each, credited as fully paid-up, and the balance seven (7) equity shares of face value INR 10 each shall stand cancelled and extinguished, without any further act, instrument or deed.</p> <p>ii. For every ten (10) compulsorily redeemable preference shares of face value INR 100 each held in the Demerged Company as on the Record Date, the preference shareholders shall thereafter hold one (1) compulsorily redeemable preference share of face value INR 100 each, credited as fully paid-up, and the balance nine (9) compulsorily redeemable preference shares of face value INR 100 each shall stand cancelled and extinguished, without any further act, instrument or deed.</p>
6.	Whether listing would be sought for the resulting entity	<p>Yes</p> <p>The Equity Shares of the Demerged Company are presently listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”).</p> <p>In accordance with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Listing Regulations, the SEBI Scheme Master Circular, and other applicable laws, rules and regulations, the Equity Shares of the Resulting Company shall be listed on BSE and NSE.</p>
7.	Details of benefit, if any, to the promoter/promoter companies from restructuring	<p>The Scheme of Arrangement will not result into any extra/ special benefits to the Promoter / Promoter Group/ Group Companies. All the treatment/ share exchange ratio are on proportionate basis with equal treatment for promoter group and public category shareholders.</p>
8.	Quantitative and/ or qualitative effect of restructuring	<p>Please refer point no. 3, 4 and 5 above.</p>
9.	Impact of the Scheme on the outstanding NCDs in the Demerged	<p>The Demerged Company has issued Secured Non-Convertible Debentures (NCD) which are listed on BSE</p>

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	Company	<p>and NSE. These NCDs forms part of the Demerged Undertaking. The NCDs of the Demerged Undertaking shall, pursuant to the Scheme, be transferred to and vest in the Resulting Company, on a going-concern basis, on the same terms and conditions as applicable prior to such transfer, including, inter alia, the coupon rate, tenure, redemption price, quantum, ranking, security cover, nature of security, covenants, and all other rights, obligations and entitlements attached thereto. The Demerged Company and the Resulting Company shall take all actions and execute all documents as may be necessary to give effect to such transfer and vesting.</p> <p>It is hereby clarified that the proposed Scheme does not entail any modification, variation or amendment to the existing terms and conditions of the non-convertible debentures issued by the Demerged Company.</p> <p>The Resulting Company shall take all necessary steps to obtain the requisite listing and trading approvals from the stock exchange(s) on which such non-convertible debentures are listed as on the Effective Date of the Scheme. Upon receipt of such approvals, the non-convertible debentures shall continue to remain listed and freely tradable, without any interruption, thereby ensuring continuity of liquidity and exit options for the non-convertible debenture holders.</p>
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