

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: 22nd August, 2017

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
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Ref: Scrip Code

BSE: 532896

NSE: MAGNUM

Sub: Notice of 37th Annual General Meeting

Dear Sir/Madam,

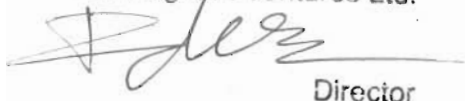
Pursuant to SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, we hereby submit the notice of 37th Annual General Meeting of the Company along with e-voting instructions and explanatory statement

You are requested to kindly take the same on record.

Thanking You,

For MAGNUM VENTURES LIMITED

For Magnum Ventures Ltd.



Director

Pradeep Kumar Jain

Managing Director

DIN: 00024879

Add: 111/3, Darya Ganj, New Delhi - 110002

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

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

Regd. Office: 685, Chitla Gate, Chawri Bazar, Delhi-110006

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

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NOTICE

Notice is hereby given that the 37th Annual General Meeting ('AGM') of the Members of the Company will be held on **Wednesday, 20th September, 2017 at 11:30 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, 2017 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. Praveen Kumar Jain (DIN: 00423833) 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. Shiv Pravesh Chaturvedi (DIN: 06834388) 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)

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“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, Mr. Krishan Gopal Sharma (DIN: 07874204) be and is hereby appointed as Independent Director on the Board of the Company for a period of 5 (Five) year with effect from the date of Annual General Meeting.

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 DIR-2 along with declaration in DIR-8 that he is not disqualified to be appointed as director and 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 2017-18, as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified.”

7. 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. Abhey Jain (DIN: 01876385) as Whole-Time Director of the

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Company for a period of 5 years commencing from December 10, 2017, on the terms and conditions of appointment and remuneration as follows:

Remuneration:

The remuneration payable to Mr. Abhey 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. Abhey Jain, if the Company has no profits or its profits are inadequate, then Mr. Abhey Jain will be paid in accordance with the provisions of Schedule V of the Act.

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

Mr. Abhey 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. Abhey Jain is being re-appointed as Whole-Time Director of the Company for a period of 5 (Five) years with effect from 10th December, 2017.
- b. As Whole-Time Director, Mr. Abhey Jain shall be entrusted with such responsibilities and shall perform such functions and duties as may be decided by the Board, which may be communicated directly or through the Managing Director from time to time.
- c. Mr. Abhey Jain shall be subject to the superintendence, control and directions of the Board, which maybe either be communicated directly and/ or through the Managing Director.
- d. Mr. Abhey 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. Abhey Jain shall, whenever required by the Board or by the Managing Director, undertake to travel in India and elsewhere towards the performance of his duties.
- f. The Board may re-allocate / re-designate the duties and responsibilities of Mr. Abhey Jain.
- g. Mr. Abhey 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

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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.

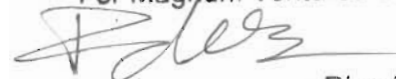
i. Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice,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

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 & 160 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and subject to Articles of Association of the Company, Ms. Neha Gupta (DIN: 07700094), who was appointed as an Additional Director on the Board of the Company w.e.f. 14/01/2017 to hold office till the date of Annual General Meeting, be and is hereby appointed as Director of the Company."

For and on Behalf of the Board
MAGNUM VENTURES LIMITED

For Magnum Ventures Ltd.



Director

Date : 14th August 2017

Place : Delhi

PRADEEP KUMAR JAIN

Managing Director

DIN: 00024879

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Notes:

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 Thursday, September 14, 2017 to Wednesday, September 20, 2017, 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.

10. Electronic copy of the Notice of the 37th 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 37th 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 37th 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.nsdl.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 37th 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.
-
- 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 13th September, 2017.
 - 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. 13th September, 2017, 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. 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 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.

- 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 37th Annual General Meeting and the Annual Report for Financial Year ended 31st March, 2017 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 14th Day of August, 2017 recommends name of Mr. Krishan Gopal Sharma (DIN:07874204) 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 Mr. Krishan Gopal Sharma as Independent Director to hold office for Five (5) year for a term up to 19th September, 2022

Mr. Krishan Gopal Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. Krishan Gopal Sharma that he 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, Mr. Krishan Gopal Sharma fulfils the conditions specified in the Act and the rules made there under and he is independent of the management.

Mr. Krishan Gopal Sharma is a post Graduate with commerce and a retired Assistant Bank Manager and he has specialization in Banking and has around 39 years of experience in area of Banking and he does not hold any directorships and memberships/chairmanships of Board Committees.

Mr. Krishan Gopal Sharma 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 14th August, 2017 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. 7

Mr. Abhey Jain has been re-appointed as Whole Time Director of the company for a period of 3 years by Board of Directors in its meeting held on 09th December, 2014 and now his term is going to expire on 9th December, 2017. His further re-appointment requires the approval of members in the Annual General Meeting and it will be affected from 10th December, 2017.

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

The draft terms and conditions of appointment of Abhey Jain are open for inspection at the Registered office of the Company between 11:00 a.m. and 1:00 p.m. on all days except Saturdays, Sundays and holidays, until the date of Annual General Meeting or any adjournment thereof. An Ordinary Resolution in terms as set out in Item No. 7 of the accompanying Notice is Placed before the members in the Meeting for approval.

Except Abhey Jain, being an appointee, none of the Directors, Manager or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Ms. Neha Gupta (DIN: 07700094) was appointed as an Additional Director in accordance with Section 161 of the Companies Act, 2013 and she holds office upto the date of forthcoming Annual General Meeting. Her term of office shall be liable to determination by retirement of directors by rotation.

Ms. Neha Gupta is Graduate in Commerce and a qualified Company Secretary by Profession and she has specialization in Corporate Laws and has around 1 Years of experience in Corporate and Legal matters.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Ms. Neha Gupta along with a deposit of Rs. 1,00,000/- proposing her candidature for the office of Director, to be appointed as Director.

In terms of the provisions of Rule No. 8 & 14 the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company in form DIR-2 and declaration that she is not disqualified to be appointed as director in form DIR-8 and also that post appointment her number of directorships will be within the maximum number allowed under the Act has been received from her.

Member are requested to note that the all the relevant documents and statements are available for inspection up to the date of Annual General Meeting at the registered office of the Company during the working Hours.

The Board commends the appointment of Ms. Neha Gupta as director of the Company for your approval.

Except Ms. Neha Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except and to the extent that they are members of the Company.