

NOTICE

Notice is hereby given that the **39th Annual General Meeting ('AGM')** of the Members of the Company will be held on **Monday, 9th September, 2019 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 Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Abhey 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. Praveen Kumar Jain (DIN: 00423833) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To consider and, if thought fit to pass with or without modification(s), the following resolution as an 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. Jyoti (DIN: 08296989), who was appointed as a Non-Executive Independent Additional Director on the Board of the Company w.e.f. 14/02/2019 to hold office till the date of Annual General Meeting, be and is hereby appointed as Non Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 14th February, 2019.”

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 Financial Year 2019-20, 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Subash Chand Oswal (DIN: 00088516) be and is hereby re-

appointed as an Independent Non Executive Director of the Company, not liable to retire by rotation, to hold the office for a second term of 5 (Five) consecutive years with effect from 10th September, 2019 to 09th September, 2024.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Rakesh Garg (DIN: 02683693) be and is hereby re-appointed as Independent Non Executive Director of the Company, not liable to retire by rotation, to hold the office for a second term of 5 (Five) consecutive years with effect from 10th September, 2019 to 09th September, 2024.”

For and on Behalf of the Board
MAGNUM VENTURES LIMITED

Date : 12th August, 2019
Place : Delhi

Sd/-
PRADEEP KUMAR JAIN
Managing Director
DIN: 00024879

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

Note:

1. A Member entitled to attend and vote at the 39th 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. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the registered office of the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. 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.

5. The Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 03rd, 2019 to Monday, September 9th, 2019, both days inclusive, for the purpose of 39th Annual General Meeting.

6. 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.

7. 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.

8. 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.

9. 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.

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

11. Electronic copy of the Notice of the 39th 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 39th 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.

12. The procedure and instructions for e-voting as given in the Notice of the 39th 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 are 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: <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.
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.

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 are 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.
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 ksitaramans@gmail.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. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 2nd September, 2019 (cut-off date). Only those Members whose names are 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. Those who become Members of the Company after dispatch of the Notice but on or before 2nd September, 2019 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: How to cast your vote electronically on NSDL e-Voting system' should be followed for casting of vote.
- D. Krishnan Sitaraman, Practicing Company Secretary (Membership No. F2087) has been appointed 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.
- E. 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.
- F. 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 two 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.
- G. 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. The results shall, simultaneously, be forwarded to NSE & BSE which shall place the results on their website.

12. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for Financial Year ended 31st March, 2019 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. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Ms. Jyoti (DIN: 08296989) as an Independent Non-Executive Additional Director in accordance with Section 161 of the Companies Act, 2013 and she holds office upto the date of forthcoming Annual General Meeting.

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.

The Company has also received declaration from Ms. Jyoti that she meet 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.

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.

Your approval is required for appointment of Ms. Jyoti as Independent Non Executive Director by way of Ordinary Resolution.

Except Ms. Jyoti, 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.

Item No. 5

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on 12th August, 2019 approved the appointment of M/s V.K. Dube & Co., Cost Accountants (FRN: 000343) as Cost Auditors of the Company to audit the cost records at a remuneration of Rs. 1,00,000/- (Rupees One Lac Only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

On the recommendation of Nomination and Remuneration Committee, Board of Directors in its meeting held on 12th day of August, 2019 recommends to re-appoint Mr. Subash Chand Oswal (DIN: 00088516) as an 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 re-appoint Mr. Subash Chand Oswal as Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years with effect from 10th September, 2019.

Mr. Subash Chand Oswal 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. Subash Chand Oswal 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. Subash Chand Oswal fulfils the conditions specified in the Act and the rules made there under and he is independent of the management.

Your approval is required for re-appointment of Mr. Subash Chand Oswal as Independent Director by way of Special Resolution.

Except Mr. Subash Chand Oswal, 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.

Item No. 7

On the recommendation of Nomination and Remuneration Committee, Board of Directors in its meeting held on 12th day of August, 2019 recommends to re-appoint Mr. Rakesh Garg (DIN: 02683693) as an 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 re-appoint Mr. Rakesh Garg as Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years with effect from 10th September, 2019.

Mr. Rakesh Garg 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. Rakesh Garg 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. Rakesh Garg fulfils the conditions specified in the Act and the rules made there under and he is independent of the management.

Your approval is required for re-appointment of Mr. Rakesh Garg as Independent Director by way of Special Resolution.

Except Mr. Rakesh Garg, 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.