



Magnum Ventures Limited
Annual Report 2022-23

The NEXT LEVEL

Engaged in the hospitality and paper businesses

C O N T E N T S

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether because of new information, future events or otherwise.



04	Corporate Snapshot
11	The big picture
12	Chairman's strategic insight
16	Financial review
23	Our hotels business
25	Success drivers
26	Our brand
29	The Radisson optimism
31	Our complement of restaurants
34	Our cuisine philosophy
35	Our exclusive food and beverage competence
37	Our banquet facilities
41	Our paper business
46	The growing Indian weddings market
48	The world is growing increasingly vegan
50	The growing business conferences market
52	ESG resides at the core of our Magnum personality
56	The promoter family
58	Promoters, Board of Directors and key managerial persons
60	Management discussion and analysis
67	AGM Notice
85	Directors Report
102	Report on Corporate Governance
117	Financial Statements

The NEXT LEVEL

Magnum Ventures Limited comprises two businesses – hospitality and paper.

Both businesses have been differentiated around customer and societal needs.

The hospitality business comprises India's first all-vegetarian five-star hotel.

The paper business addresses the manufacture of recycled environment-friendly paper.

This consistent commitment to be engaged in the businesses of the future resulted in the Company reporting a revenue of ₹460 cr and a profit after tax of ₹70 cr in FY 2022-23.

The Company is committed to pushing the frontier and climbing to the next level from this point onwards, with the objective to enhance stakeholder value in a sustainable way.



PART 1

THIS IS
WHO WE ARE.
THIS IS
WHAT WE DO



C O R P O R A T E S N A P S H O T



Magnum Ventures Limited.

Emerged as an attractively growing player in India's hospitality sector and environment-friendly segment of the paper manufacturing industry.

Drawing from a brand-strengthening association with the Carlson Group of Hotels (now Radisson Group of Hotels) that has helped establish a global hospitality standard.

Leveraging a rich experience from paper manufacturing and trading for across nearly 30 years, coupled with leadership in paper products export to the Middle East and other countries.

The Company's experience in these businesses provides it with a platform to take businesses to the next level.

OUR BACKGROUND

Magnum Papers Limited was established on 29th May, 1980. On 31st May, 1995, the Company's status was changed from a Private Limited Company to a Public Limited Company. On 15th November, 2006, the Company's name was changed to Magnum Ventures Limited ('Magnum').

OUR PROMOTERS AND MANAGEMENT

The Company was established in 1980 and was taken over in 1984 by the Late Mr. Salek Chand Jain and his son Late Mr. Vinod Jain. At present, Mr. Pramod Jain, Mr. Pradeep Jain and Mr. Parveen Jain comprise the promoters of the Company.

OUR LOCATIONS

The Company's headquarters are located in Sahibabad, Ghaziabad (Uttar Pradesh), which is a part of the National Capital Region, 15 kms from the heart of New Delhi. The Company possesses

an expansive paper manufacturing infrastructure (65,000 square meters) and a building area of 5,00,000 square feet in Sahibabad Industrial Area, Ghaziabad. The Company's other unit, by the name of Country Inn & Suites by Radisson, is located in the Sahibabad Industrial Area, Ghaziabad.

OUR BUSINESS

Paper: The Company manufactures papers. The Company has been engaged in manufacturing, trading and exporting paper for more than 25 years. Over a period the Company has developed different kinds of paper for being used at different levels.

Hospitality (Country inn and suites): The Company owns and operates the Country Inn and Suites by Carlson (now Radisson) Hotel in Sahibabad. The property was the second largest under the Country Inn and Suites by Carlson brand the world over. It also has the distinction of being the first of its kind vegetarian five star hotel in India.

OUR EXPORTS

The Company exports products to neighbouring countries, Middle East and developing countries. The Company's copier paper product, in particular, has generated a positive response from customers worldwide.

OUR HUMAN CAPITAL

Magnum possesses a diverse and specialized team of professionals. The Company employed 1,421 employees as on 31st March, 2023. The average age of its employees was 36 as on 31 March 2023.

LISTING

Your Company is listed on the BSE Limited and National Stock Exchange of India Limited, where its equity shares are actively traded. The market capitalization of the Company was ₹1094 Mn as on 31st March, 2023.

Revenues (₹ Lacs)

FY23	46549.88
FY22	33160.13
FY21	18240.97

Why this is measured

It is an index that showcases the Company's ability to maximise revenues, which provided a basis against which the Company's success can be compared with sectoral peers.

What this means

The Company reported a 40.38% growth in sales revenue to ₹46,549.88 Lac. This growth was mainly on account of an increase in sales volume and realisation (towards the later part of the year) that helped enhance revenues.

Value impact

The Company revenue shows an increasing trend, its an outcome of strategic measures taken by the Company.

EBITDA (₹ Lacs)

FY23	4742.73
FY22	2536.37
FY21	1851.43

Why this is measured

It is an index that showcases the Company's ability to generate a surplus after optimising operating costs, providing a base for comparison with sectoral peers.

What this means

Helps create a robust surplus, generating a growth engine that enhances reinvestment.

Value impact

The Company reported an EBITDA growth of 87% in FY2022-23.



Net profit (₹ Lacs)

FY23	2819
FY22	835
FY21	134

Why this is measured

It highlights the strength of the business model in enhancing value for shareholders.

What this means

This ensures that adequate cash is available for reinvestment, strengthening a virtuous cycle of business sustainability.

Value impact

The Company reported a growth in profitability from ₹835 Lac in FY 2021-22 to ₹2,819 Lac in FY 2022-23.

EBITDA margin (%)

FY23	10.19
FY22	7.65
FY21	10.15

Why this is measured

The EBITDA margin provides an idea of how much a company earns (before accounting for interest and taxes) on each rupee of sales.

What this means

This measure demonstrates the buffer in the business, which, when multiplied by scale, can potentially enhance the surplus.

Value impact

The Company reported a 254 bps increase in its EBITDA margin in FY2022-23.



PART 2

OUR
MANAGEMENT'S
PERSPECTIVE
ON OUR
PERFORMANCE
AND PROSPECTS



The big picture

If there is one word that explains the strategic direction of our company, it is 'lifestyle'.

Our hotel business is linked to our capacity to remain relevant with the evolving preferences of customers. This comprises an understanding of how our guests like to be serviced for their stay, cuisine or event requirements.

Our paper business is linked to our capacity to understand the downstream needs of our branded principals and how their consumers, in turn, would prefer.

In turn, this commitment has extended us to a nuanced engagement with our customers, whether this comprises a positioning of our hotel property exclusively around vegetarian food, superior service, paper product customization and environment responsible operations.

The capacity to stay relevant and alive to trends – live and let live - underpins our capacity to remain profitable and sustainable across market cycles.

STRATEGIC INSIGHT



Your company is attractively placed to build on the record performance of the last financial year.

PARVEEN JAIN,
CHAIRMAN

OVERVIEW

The principal message that I need to send out is that your company is aligned with a conscience-driven world.

At Magnum Ventures, we believe that the businesses of the future will need to be increasingly aligned with not just the need to do things the right way – being a process attribute, this is taken for granted – but to do the right things as well.

This is where we come in, convinced that we have built a business that is as sensitive as it is directed to being sustainable.

Through the complement of these attributes – sensitivity and sustainability – we expect to enhance value for all our shareholders across the long-term.

TWO BUSINESS AROUND A SINGLE IDEA

At Magnum Ventures, we are engaged in two businesses – hospitality and paper manufacturing. At first glance, there is nothing in these businesses that makes them different. Over the last decade and a half, your company invested deeper in

these businesses with a differentiation, positioning them differently in cluttered and me-too markets.

Your company's hospitality business has been woven around the vegetarian and vegan positioning. There is a growing awareness in the west that vegetarianism is critical to better mental and body health. This makes our hospitality property possibly the only first vegetarian five-star hotel premises anywhere in the world.

The 216 well-appointed rooms are of 400 square feet each, well beyond prescribed dimensions required for a five-star hotel. The other facilities comprise a swimming pool, spa, salon, gym, among others, apart from a personal theatre with 52 reclining seats. The hotel also comprises ample banqueting space (around 56,000 square feet) for events and functions.

Your company's paper manufacturing facility focuses on the utilisation of wastepaper to manufacture a range of paper varieties. By the virtue of being environment friendly we are optimistic that the business addresses a growing market.

As far as the paper division is concerned, we are strategically placed as our raw material is recycled paper and it is expected that the availability of recycled paper could increase.

PERFORMANCE

I am pleased to communicate that in the first full year following the pandemic that resulted in 12 clear months of unaffected working, your company delivered in line with its indicative potential.

Your company reported a 40% growth in its revenues, 87% increase in EBITDA and 1276% increase in profit after tax. This improvement was largely delivered by its hospitality business, whose contribution to revenues increased from 15% to 19% during the year under review. The increased contribution from the hospitality business and steady returns from the paper business translated into increased EPS from ₹1.37 to ₹18.78.

These numbers – in volume, margins and value – indicate that the Company has conclusively overcome the setback encountered during the pandemic and is poised to take the business ahead.

OPTIMISM

At Magnum Ventures, much of our optimism is simultaneous to the improvement of infrastructure in the country as well as the direction that the

world is taking in terms of protection of the environment and ecology.

As the infrastructure is getting better there is an expected boost in the inbound travelling as well as an uplift in the standard of healthy living. This trend is bound to contribute to a better occupancy for the Indian Hotel industry, which could translate into a greater occupancy for five-star properties like ours.

As a result, there is an ample hope of hotel sector expansion. Your hotel is equipped with an ample number of rooms and large banqueting facilities to facilitate residential weddings that are becoming a trend. The diverse work related to weddings now needs to be relegated to professionals.

Your hotel has been successful in engaging with customers who are strictly vegetarian; these customers have no apprehension of an absence non-vegetarian being an impediment while hosting their family functions with us. To enhance food revenues we are in the process of launching an Italian and Mexican specialty vegetarian restaurant by the name of Little Italy.

As far as the paper division is concerned, we are strategically placed as our raw material is recycled paper and the availability of recycled paper could increase. As plastic is being discouraged all over the world, we see a bright future for the paper industry, especially in the packaging segment. In view of these realities, we are optimistic that our businesses are attractively placed to capitalize and emerge stronger.

BUSINESS-STRENGTHENING INITIATIVES

At Magnum Ventures, the time has come to make a decisive move to grow our business for the next orbit.

This urgency is being driven by an understanding that India is on an unprecedented up-move. The Indian economy is the fastest growing in the world; the country is the most populous

in the world; disposable incomes and lifestyle aspirations are rising. The complement of the realities indicates that the country's consumption momentum will only accelerate, translating into an enhanced occupancy of hospitality rooms and wastepaper.

The Company is capitalising on this buoyancy through specific investments.

The Company will repay liabilities and become free of long-term debt by September 2025, shifting the business engine to net worth. We believe that this restructuring of the Balance Sheet will enhance our credit rating, respect and stakeholder traction; besides, it will strengthen our capacity to absorb unforeseen downturns in our business should they arise.

The Company will evolve its paper portfolio towards value-added products, enhancing realisations from the given manufacturing capacity.

The Company will seek to enhance room tariff in line with a growing economy, affordability and a superior value proposition.

The Company may consider the option of building a second hotel property along the same lines, creating a third revenue engine.

OUTLOOK

Your company is attractively placed to build on the record performance of the last financial year.

Your company generated ₹43.42 cr in cash profit, and the balance is reinvested in growing its business. This reinvestment represents attractive portion of our earning and we expect this to grow based on the initiatives that have been taken to strengthen the business. In a couple of years, we expect to generate a considerably larger free cash flow that should provide us with a foundation for initiating the next growth round of our inspiring journey.

At Magnum Ventures, we have taken courageously contrarian calls

This has helped grow our business differently

■ Most said that yet another hotel in the National Capital Region would not prove profitable

—
We said that every micro-market in the NCR would need a respectable hotel

■ Most said that the Indian traveller was price-sensitive and would not seek to stay in an upmarket hotel

—
We said that in a rapidly transforming India, travellers would seek to travel wider and stay better

■ Most said that a five-star hotel in Sahibabad would result in low occupancies

—
We said that by the virtue of being located between two airports – existing and proposed – we would be ideally located

■ Most said that a five-star hotel would need a distinctive positioning for it to succeed

—
We said we would create our hotel around cuisine

■ Most said that a vegetarian-focused five-star hotel would never work on grounds of limited consumer choice

—
We transformed that evident handicap into a distinctive brand recall

■ Most said that a vegetarian five-star hotel would never attract adequate occupancy

—
We reported a 90.45% occupancy through FY 2022-23

■ Most said that food & beverage revenues would trail room occupancy revenues in our hotel

—
We have demonstrated higher food & beverage revenues over room revenues

■ Most said that the vegetarian-only five-star hotel would prove to be un-chic, local and parochial

—
We have demonstrated this as a freshly innovative idea customized around local traditions and preferences

FINANCIAL REVIEW



Parv Jain, Chief Financial Officer

A financial perspective into our business

How we maintained business growth in FY 2022-23 and created a new foundation

BIG PICTURE

The big picture message is that the Company balanced the need to sustain business momentum and also formulated a blueprint for its next phase of growth. The fact that the Company could report revenue growth of 40.38%, EBITDA growth of 86.99% and growth of 237.60% in adjusted profit after tax (excluding exceptional items) indicates a competence in addressing stakeholder needs.

REVENUES

Your company reported a 40.38% revenue growth during the year under review, emphasising the success of its brand, distribution, product quality and marketing. The Company enhanced volumes across each business: the hotel business grew 73.24% and the paper business grew 34.38%. As a conscious strategy, the Company enhanced the hotel business from 15.43% of overall revenues in FY 2021-22 to 19.04% in FY 2022-23. This increase was reinforced by a stronger focus on group bookings, food & beverage revenues and banquet bookings.

The broad basing of the business across two revenue lines represents adequate de-risking. Even as these products lines may appear different, the common thread running through them is that they address a need for enhanced life quality.

Revenue mix

Year	FY21	FY22	FY23
% of revenues derived from			
Hotel	13.35	15.43	19.04
Paper	86.65	84.57	80.96

PROFITABLE GROWTH

During the last year, the first full year without any pandemic influence, the Company scaled its business profitably. The Company reported 40.38% revenue growth (compared with the Indian GDP growth of a 7.2%). The Company reported a 237.60% increase in adjusted profit after tax (excluding exceptional item).

Profitable growth

Year	FY22	FY23
Revenue growth %	81.79	40.38
EBITDA growth %	37.00	86.99

CAPITAL EFFICIENCY

The Company reported creditable profitability during the year under review. EBITDA margin strengthened 254 bps to 10.19%, which was a reflection of an improvement in volumes, economies, working capital management and larger proportion of value-added products.

The Company protected the overall integrity of its Balance Sheet while reporting record financials. The average cost of gross debt was 2.41% while the Company generated an average 1.68% Return on Equity.

Across the foreseeable future, we expect to generate a return superior to what our risk partners (shareholders) would be able to generate if they invested in alternative asset classes. Following the expansion, we are optimistic of enhancing capital efficiency through a balance of debt cum equity-funded growth, investment in cutting-edge technologies and value-addition. Our investment has been in locations that are proximate to urban agglomerations and economic growth, widening our market access, strengthening our profitability.

MARGINS

During the last financial year, our EBITDA margin strengthened following a consistent focus on enhancing the occupancy of the hotel and capacity utilisation of the paper plant. The improved margins also represented a validation of our volume- and value-driven approach, and activity-based costing (moderating hotel management and manufacturing costs down to among the lowest in India).

EBITDA margin

Year	FY21	FY22	FY23
EBITDA margin %	10.15	7.65	10.19

LIQUIDITY

As a policy, we have maximized the use of accruals in business growth, moderating the use of borrowed funds after the initial round of debt mobilisation in commissioning new projects. We have seen that this has worked best: the prudent use of moderately priced debt in capital projects with a long-term orientation has inspired us to perform better and left us with adequate net worth to fund our working capital. We place a premium on liquidity, preferring it over profitability when the alternative is between maximum revenues with stretched liquidity and centrist revenues with enhanced liquidity.

Working capital as a proportion of the total employed capital was 20.06% in FY 2021-22 and 4.48% in FY 2022-23; the proportion of inventory in the working capital outlay was 61.54% in FY 2021-22 and 130.15% in FY 2022-23. The Company's receivables were 31 days of turnover equivalent during the year under review. A highlight of the Company's liquidity management was the increase in the Company's working capital outlay even as revenues increased 40.38% in FY 2022-23. By selecting to moderate inventory and shrink the receivables cycle, the Company increased working capital turns – from 6.20 in FY 2021-22 to 10.67 in FY 2022-23.

We enhanced our working capital hygiene: shrinking our receivables cycle through better terms of trade with primary customers (trade partners), marketing products with quick offtake that supplemented their cash flows and graduating to a value-added product mix (paper business). Over the years, the Company has worked with an under-borrowed Balance Sheet, marked by adequate cash in hand, rising interest cover, strong gearing and lower Net debt/EBITDA. The Company focussed on strengthening terms of trade, leveraging cash in hand to generate raw material discounts and addressing fresh capital expenditure needs (less incremental debt). The result of this financial discipline was the Company repaid/rescheduled debt to the tune of ₹105.94 cr during the last financial year.

Working capital intensity

Year	FY21	FY22	FY23
Working capital as % of total capital employed	22.52	20.06	4.48

Working capital as % of total capital employed in FY 2022-23 is the impact of the upward revaluation of property, plant and equipment (PPE) by adopting the revaluation model.

Cash and cash equivalents

Year	FY21	FY22	FY23
Cash and cash equivalents (₹ cr)	8.79	5.26	4.35

EXPORTS

The Company is positioned as a competent paper manufacturer. The Company services the growing demand of customers – individual and institutional – across the countries to the extent of ₹10.22 Cr. Nearly 2.19% of the Company's revenue was derived from international dispatches.

Exports

Year	FY21	FY22	FY23
Total exports as a % of overall revenues	0.98	4.59	2.19

REALISATIONS

The Company has consistently sought to strengthen its hotel revenues through a high occupancy and superior realisations. The increased realisation was also catalysed by the weakness of the rupee against the US dollar.

Average realisation (paper business)

Year	FY22	FY23
Average realisation per tonne (₹)	47,673.61	55,173.61

Average room tariff (hotel business)

Year	FY22	FY23
Average room tariff (₹)	3,393	4,610

DEBT MANAGEMENT

The Company's total debt (related to existing operations and not counting the expansion) declined from ₹273 cr to ₹166 cr; net worth strengthened from ₹(51.17) cr to ₹583.93 cr; gearing was stronger from (5.35x) in 2021-22 to 0.28x in 2022-23 as the Company grew net worth on the one hand and used short-term debt to address working capital requirements. The cost of debt on the Company's books was 2.41% during the year under review (0.88% in the previous year), which we consider to be reasonable. By enhancing group bookings in the hotel business that promise volume and value, the Company strengthened hotel profitability. By the virtue of investing in products (paper business) with strong traction that generates an attractive return, the Company is repaying short-term debt with speed.

Gearing

Year	FY22	FY23
Debt-equity ratio	(5.35)	0.28

ACCRUALS MANAGEMENT

Capital discipline is central to the Company's sustainability. The Company generated ₹43.42 cr in cash profit during the year under review.

Accruals intensity

Year	FY22	FY23
Accruals as % of capital expenditure	698.11	924.52

Reinvestment

Year	FY22	FY23
Business reinvestment (₹cr)	3.29	4.69

WAY FORWARD

The corporation enjoyed a strong financial position at the end of the fiscal year under review. The Company's net worth stood at ₹583.93 Cr as on 31st March, 2023, with ₹99.76 Cr long-term debt and ₹66.35 Cr in short-term debt. The Company's large net worth was the outcome of a long-term build-up of surpluses. In an unpredictable world, this significant net worth bias implies relative de-risking; it provides the Company patient and resilient capital in challenging periods.

PARV JAIN
CHIEF FINANCIAL OFFICER





PART 3

OUR HOTELS BUSINESS



BUSINESS ANALYSIS

Our hotels business

OVERVIEW

The Company's hotel properly started operations in 2009 around the unique selling proposition of being the only five-star vegetarian hotel in India. During the initial stages the hotel encountered challenges. However, in due course the vegetarian segment of society began to patronize us for our USP. At present, we generated 15.43% of our combined business in FY 2021-22 and 19.04% of the combined business in FY 2022-23 from our hospitality business.

OUR MANAGEMENT'S PERSPECTIVE

"At Magnum Ventures, the hotel business is the value-driver. The business may be accounting for only 19.04% of the Company's revenues, but it accounts for 72% of the Company's cash profit. This business is addressing a growing reality: there is a greater traction for business conferences, large weddings, eating out and staycations. The result is that our property's occupancy is expected to increase from 90.45% in FY 2022-23, generating higher surpluses (in the face of no significant capital expenditure to be carried out across the foreseeable future). The outlook for the current year appears optimistic in view of the proposed G20 summit in New Delhi in addition to the sustained demand from the conference, marriage and tourism segments. The Company tends to take this business ahead by exploring opportunities in perennial high traffic tourist locations with no existing five-star hotels, securing revenues for the long-term."

Magnum Ventures
Limited set up
a 5-star hotel
and resort called
'Country Inn
& Suites By
Radisson', a part of
the international
Radisson brand.



S U C C E S S D R I V E R S

Unique selling proposition

The property has earned recognition for being the first vegetarian hotel to have been formally certified as a five-star hotel by the Ministry of Tourism, Government of India. By all accounts, the property is also the first vegetarian hotel in the world.

Online

The hotel generated 60% bookings online in FY 2022-23 as compared with 30% in the previous year, as a result of enhanced visibility in search engines.

Facilities

The hotel comprises a complement of residential rooms, banqueting venues, restaurants, business centre and recreational amenities (swimming pool, bar, saloon and health club).

Occupancy

The hotel achieved an occupancy of 90.45% in FY 2022-23 compared with 71.01% in the previous year, strengthening its surplus. During the second half of the financial year, the average occupancy was around 95%.

Talent retention

The Company returned to the increment list in FY 2022-23, moderating attrition to less than half, especially in the front office, restaurant and housekeeping functions

Location

The property is located on Madan Mohan Malviya Marg that connects NH-24 and the Hapur bypass leading to NH-24. The hotel is 38 kms from the New Delhi Airport, 20 kms from Connaught Place (Delhi's prime business district), and 12 kms from Akshardham Temple.

Tariff

The Company strengthened its average room tariff from ₹3,393 in FY 2021-22 to ₹4,610 in FY 2022-23, strengthening overall margins

Destination

The Company's hotel is a prominent NCR wedding destination, enhancing lumpy revenues during the wedding season.

Convenience

The property is ideally placed to capitalize on the large turnout of visitors for events at the famed and lagged Pragati Maidan. By the virtue of being located a mere 20 minutes away, the hotel gets an annual inflow of guests around a specific time of the year, enhancing revenue visibility.

Operational efficiency

The Company moderated the downtime in room preparation before making it ready for the incoming guest from 120 minutes to 40 minutes, helping move the check-in time earlier than the earlier 2 pm, enhancing guest convenience

216

Number of rooms

4

Categories of rooms

64

Number of standard rooms

76

Number of superior rooms

70

Number of club rooms

6

Number of executive suites

OUR BRAND

At Magnum Ventures, we forged an association with the Radisson Hotel Group when we entered the hospitality business in 2009.

The association has endured for a decade and a half, reinforcing an existing brand recall and sending out a message of engagement stability.

The property has benefited from the global hospitality brand's reputation for engagement warmth, professional standard and benchmarking with global best practices.

Any expansion of the Company's hospitality footprint would be in conjunction with the global hospitality major.



THE RADISSON
BRAND

Radisson is an international hotel company that operates multiple hotels worldwide. As of 2021, Radisson Hotel Group owns or operates nine hotel brands: Radisson Collection, Radisson Blu, Radisson, Radisson RED, Radisson Individuals, Park Plaza, Park Inn by Radisson, Country Inn & Suites by Radisson and Prizeotel. The loyalty program of Radisson group is known as Radisson Rewards.

Radisson Hotels' brand is ranked #564 in the list of Global Best Brands, a carefully curated list of recognized

brands as rated by customers of Radisson Hotels.

When compared to other organizations within the Travel and Hospitality industry, Radisson Hotels is ranked #34.

Radisson Group has 1,200 hotels in operation worldwide. The Company is present in over 95 countries with ten distinctive brands.

In the last two years, the Company reported the largest number of signings (more than 200 hotels) and plans to double the size of 1,600 hotels by 2025.



Our unique
selling
proposition:
The world's
first and only
completely
vegetarian
five-star hotel

Our Country Inn & Suites hotel in Sahibabad comes with all five-star amenities

Its principal difference is that it serves vegetarian cuisine

This makes it the only vegetarian-only five-star hotel in the world

The Company has transformed this shortcoming into a brand builder

The hotel is considered 'safe' and 'hygienic' by vegetarian customers

A GROWING OPPORTUNITY IN THE HOSPITALITY BUSINESS

At Magnum Ventures, we perceive a growing long-term opportunity in the hospitality business for good reasons.

One, India suffers from an extensive under-supply in hotel rooms; hotel rooms per capita was 0.01 compared to a country like US where the corresponding figure was 62.

Two, the widening connectivity-road, air and rails is enhancing travel ease and convenience, which should have a catalytic impact on domestic and international tourists inflow

Three, there is a greater focus on public hygiene, convenience, adherence to a basic minimum global hospitality standard and wi-fi connectivity that is creating a foundation for the next round of tourism growth.

Four, a liberal visa regime followed by India is enhancing the inflow of international tourists; besides, there is

a greater preference for living better, which is extending to wider travel for domestic tourists

At Magnum Ventures, we are addressing this unprecedented opportunity through the following priorities.

One, the Company intends to seek locations outside the National Capital Region with the objective to broad base risks and also seek relatively low cost destinations where its five-star property would enjoy a first-mover's advantage

Two, the Indian hospitality sector is passing through a shakeout, with relatively inexperienced promoters of new-age properties finding it difficult to remain viable; this presents an attractive opportunity for a buyout (complete or managerial)

Three, with the occupancy at the Company's existing property beginning to peak, it would need to seek additional properties to protect its overall price-value proposition (as opposed to increasing room or menu tariff that could make it uncompetitive).

OUR HOSPITALITY GROWTH PLAN

At Magnum Ventures, we have drawn on an extensive hospitality experience in one of the largest urban clusters in the world, marked by competitive intensity and diverse tourist footfalls.

The time has come for the Magnum Ventures management to leverage this experience and extend into pan-India geographies through lease or management engagements; it will expand its banqueting and room sales increment in geographies proximate to its existing location, enhancing control and cost efficiency.

The Company will address the growing importance of religious tourism in India by establishing a hospitality presence in Gujarat, Uttar Pradesh, Maharashtra and Uttarakhand. This segment is at a point of unprecedented growth on account of better air and road connectivity in addition to a growth in civic infrastructure.

The Company will grow its hospitality presence and capacity pan-India through capital-light, cash intensive or hybrid approaches based in the location.

The Company will remain responsive to financial incentives announced by the government related to its hospitality expansion.

The Company will build on its validated experience in addressing a pan-India clientele that is comfortable with the best of vegetarian cuisine from within India and the world over.

The Company will continue to refurbish its hotel rooms on an ongoing basis, especially during the slow season, with the objective to be opportunity-prepared when demand revives in the second half of the year; this is generally achieved lower than the prevailing benchmarks on account of a hands-on engagement with service providers.





THE RADISSON OPTIMISM



"In India, the Radisson brand should surpass 100 hotels this year. By the year 2025, the brand is expected to grow up to 200 hotels. This optimism is on account of looking at India's development and the speed of growth. The rate of growth in India, which is at 7%, is well ahead of the GDP compared to many European countries. In the last two years, we at Radisson have had the largest number of signings world-wide ever in the Company. Last year, we signed over 200 hotels. Our plan is to double this size of 1,600 hotels by 2025."

*Federico Gonzalez,
Radisson Hotel Group CEO*

"The Indian hospitality sector is poised to take off to new heights from where it stands as of today. In the coming years, it is going to be a golden period for the hospitality sector. The phenomenal pace at which India is developing its infrastructure, the progress in the communication sector and the opening of start-ups gives us the assurance that the service sector is sure to boom. We will therefore continue to expand and strengthen our footprint across the country. At present, we signed around 12-14 hotels every year. So we aim to get to 200 hotels by FY 2023-24."

*Zubin Saxena, Managing Director and
Vice-President Operations, South Asia,
Radisson Hotel Group*



Our complement of restaurants

We offer a wide range of vegetarian cuisine options in themed specialized restaurants

OVERVIEW

At our hotel property, we have curated a complement of six restaurants with mutually exclusive cuisine options designed to offer customers a wide choice

During the last decade, the Company scaled the number of covers across its restaurants through a tracking of rising cover occupancy; the Company increased the covers of existing restaurants and launched new options, enhancing capital efficiency on the one hand and revenue throughput on the other

The Company made periodic improvements and additions to its existing offering with the objective of serving a wider audience, enhancing use and strengthened revenues. The proportion of food & beverages to room revenue increased from 30.78% in FY 2021-22 to 51.49% in FY 2022-23.



What some of our guests have said about their stay at our hotel



“The hotel does not merely serve vegetarian cuisine; it celebrates vegetarian cuisine.”

“I came from Scandinavia and my apprehension at not getting pork or chicken turned to a culture surprise at the hotel”

“I have never seen a wider range of vegetarian cuisine at any other five-star hotel”

“I regretted coming to the hotel because it was vegetarian-only. I left as a convert and intend to return again.”

“Not wanting to serve non-vegetarian food has turned into a blessing at the hotel because it has encouraged a culture of specialization”

“Finally a hotel that offers a complete peace of mind about utensil integrity!”

Our restaurants



1

64/6

Cuisine specialty: Multi cuisine buffet with a spread of over 150 items (breakfast, lunch and dinner)

Number of covers: 300



2

Tatva

Nature: Fine dining Indian specialty restaurant

Cuisine specialty: Indian

Number of covers: 62



3

3B's

Nature: Poolside restaurant cum lounge bar with live DJ and mega LED screen.

Cuisine specialty: Sizzlers and Flambe

Number of covers: 150



4

The Country Lounge

Nature: Tea and coffee lobby lounge.

Cuisine specialty: Tea, coffee and light snacks

Number of covers: 40



5

Royal Lounge

Nature: A meeting lobby lounge for special occasions.

Cuisine specialty: Tea, coffee and light snacks

Number of covers: 32



6

Little Italy

Nature: Specialty restaurant

Cuisine specialty: Authentic Italian and Mexican vegetarian food.

Number of covers: 60



Our cuisine philosophy



At Magnum Ventures, we believe that a superior hotel experience is derived from a complement of the 'hard' and 'soft' factors.

The former comprises creature comforts that are benchmarked with the best global standards for hotels in the Company's category; the latter comprises a distinctive food and beverage offering.

Ever since the Company went into business, it focused on vegetarian cuisine. Rather than this restriction being perceived as a handicap, the Company transformed it into an advantage in the following ways.

One, the Company broad-based the range of vegetarian cuisine beyond what would have been normally offered by a peer five-star hotel.

Two, the Company extended beyond a deep Indian vegetarian heritage to other cultures (Mexican, Thai, Chinese, Italian and Mediterranean, among others), representing an international celebration of vegetarian cuisine.

Three, the Company introduced the concept of food festivals that enhanced excitement for a short period, engaged footfalls higher than the average and helped transform a number of walk-in engagements into repeat relationships.

Four, the Company introduced the concept of annual memberships to the restaurants, marked by discounted sales.

Five, the Company widened its online booking offers and conveniences that prompted an increase in walk-in customers.

Six, the Company's cuisine was offered through a range of five restaurants, each addressing a distinctive preference that enhanced consumer recall and positioned the restaurants around their standalone brands (in addition to the property's recall).

Seven, the Company's cuisine is not only positioned as good for taste but good for health as well, through the use of organic resources.

Eight, the Company will capitalize on an agreement between Radisson Hotels in India and the Little Italy restaurant brand to popularize vegetarianism and vegan cuisine.

Our exclusive food and beverage competence

OVERVIEW

At Magnum Ventures, we aim to provide exclusive food and beverages to our guests. We provide a homely environment that comprises cuisine equivalent to home cooked food. At the hotel, food and beverages comprise three sub-functions like food production (including different kitchens and specialised chefs), services (including waiters who deliver to customers) and kitchen storage (special support department that ensures the supply of equipment, crockery and cutlery).

INGREDIENT SOURCING APPROACH

The Company's market surveyors assess costs and quality (perishable products like fruits and vegetables or major grocery items) at the beginning of each month. Following a survey, the Company contracts wholesalers on the basis of cost and quality while fixing the price for each month. The Company is a distribution partner of Amul, India's leading dairy brand, which helps obtain a consistent quality and quantity at a fixed price. The Company sources resources from around 50 vendors.

ENSURING QUALITY AND SAFETY

The Company has appointed qualified chefs to appraise incoming quality. The chef from the food safety department ensures a daily technical check of all raw material supplies. The receiving manager possesses a knowledge of all items; he maintains records of all products and transfers the items to the stores department. The stores department conducts a final check and issues them to the respective departments.

ADAPTING TO TRENDS

The Company has witnessed a growing incidence of health consciousness among its customers as they demand

light and freshly prepared food with low carbohydrate content and higher nutritive value. The Company's hotels have taken trends into account to change its recipes and transform to healthy versions around recipes. The Company provides light meals to long stayers and frequent visitors. The Company implements a proper balance of health and taste in every buffet and menu by addressing the needs of the health conscious. The Company focuses on food comprising millet, ensuring its presence in every buffet. The Company's chefs participate in cooking competitions, an opportunity to recognize emerging trends.

NEW PRODUCT DEVELOPMENTS

The Company undertakes product developments and menu changes as per emerging preferences. The Company undertakes menu changes during price revision; existing menu items are replaced keeping in mind the frequency of order, pricing and customer taste. The Company's chef team brainstorms to prepare new items; the inputs of all team members help innovate and enhance ownership.

STRATEGIES WITH A COMPETITIVE EDGE

The Company is considered a prominent vegetarian cuisine destination in the National Capital Region. The Company periodically introduces new items. The Company seeks periodic customer feedback; negative feedback is discussed within the team for redressal.

LEVERAGING RELATIONSHIPS

The Company partnered Little Italy, India's largest home-grown Italian brand. The hotel chain comprises 50 outlets in four countries including India. Little Italy provides vegetarian dishes of Italian origin that blends with Country Inn hotels,

being a leading vegetarian hotel chain. This partnership is expected to add to the Company's reputation as customers with demands of pure vegetarian Italian food may increasingly visit the Country-Inn hotel.

MARKETING AND BRANDING ACTIVITIES

The Company organises food festivals as a part of its branding initiative where guests are invited through SMS and e-mails. The Company's food festivals span a range of cuisine. For instance: festivals have been organised by making dishes with one kind of fruit and vegetables as well as cultural preferences and seasonal changes. The Company's chefs have participated in various competitions and won innumerable awards in various categories.

ECO-FRIENDLY

The Company's products are based on the produce from plants and milk by way of fruits, vegetables, millets, grains and lentils, which helps to maintain an eco-friendly balance of the environment.

Our vegetarian cuisines

Indian
Japanese
Chinese
Scandinavian
Mediterranean
Italian
Thai
Mexican
Mongolian



Our banquet facilities

OVERVIEW

At Magnum Ventures, our property has emerged as a preferred location for large weddings and conferences.

The property's preference is based on a complement of the following factors: five-star status, Radisson brand association, large number of rooms to host multiple wedding events, 8 banquet rooms (aggregate 5,3635 sq ft), capacity to address up to 2,500 guests and an anytime in-house car parking for 400 guests. The Company provides one of the most convenient 5-star locations in the NCR for large events.

The Company provides a one-stop solution for Indian weddings, comprising an ecosystem of service providers to decorations, events advisory, baarat procession area and service, garlanding spot decoration, guest management and valet parking.

Our complement of banquet facilities



1

Darbar Hall

Area: 21,000 sq ft

Number of peak guests occupancy: 800 to 1,000 guests



2

Grand ball room and pre-function area

Area: 11,500 sq ft

Number of peak guest occupancy: 500 guests



3

Royal Heritage

Area: 7250 sq ft

Number of peak guest occupancy: 400 guests



4

Majestic Hall

Area: 4,360 sq ft

Guest rooms: 300



5

Imperial Hall

Area: 2,550 sq ft

Guest rooms: 150



6

Viceroy Hall

Area: 1,875 sq ft

Guest rooms: 80



7

Crystal Hall

Area: 2,700 sq ft

Guest rooms: 100



8

Utsavl Hall

Area: 2,400 sq ft

Guest rooms: 90



Our paper business

OVERVIEW

There is a global movement to replace the use of single-use plastic due to its harmful environmental impact with recycled paper alternatives.

As soon as the ban on single use plastic intensifies in India, there could be a structural shift in the demand towards biodegradable alternatives.

Magnum Ventures has been engaged in the manufacture of paper from wastepaper, underlining its environment commitment.

The Company has positioned its products as 'use as much as you can' around the proposition that the products supplied will not be derived from trees. The Company does not utilize any wood resource in the manufacture of paper; it has underlined its environment friendliness through the moderated consumption of finite resources (wood, water, power and fuels) on the one hand while supporting an eco-system of rag pickers, ensuring that the benefits of corporate profitability translate across its supply chain.

The Company possesses an installed capacity of 85,000 TPA.



THE MANAGEMENT'S PERSPECTIVE

"The Company's paper business is a steady source for revenues and surplus on account of its focused positioning on the manufacture of paper products using wastepaper. There are three ways in which the Company will seek to grow this business. One, it will deepen its existing relationships with large marquee customers, becoming integral to their packaging needs. Two, the Company intends to generate a larger proportion of revenues from value-added products that would otherwise be imported. Three, the Company will seek to enhance its capacity utilization and generate a larger throughput."

PRIORITIES

The Company is committed to the manufacture of value-added and fast-moving paper varieties that are presently being imported into India.

By the virtue of domestic supply, the Company is committed to timely product delivery that encourages customers to nurse a lower paper inventory, strengthening their working capital efficiency.

The Company manufactures paper as per the specific needs of customers, moderating waste and enhancing the price-value proposition for customers.

The Company entertains orders of any size, obviating the need for customers to import large volumes.

The Company plans to upgrade the duplex paper quality we are manufacturing so that it remains viable for the purpose of packaging. The Company developed cup stock paper whose market is expected to grow attractively as a preferred alternative to plastic cups.

CLEAN PROCESS

The Company is a clean paper manufacturer, replacing the use of plastic with chemicals with similar utility outcomes.

The Company's paper operations are marked by a compliance with stringent standards of the Central Pollution Control Board and other bodies (CAQM) and complete water recycling.

The Company is the only one permitted to use coal for energy generation in the National Capital Region on account of the installation of flue gas desulphuriser (therefore treated at par with all responsible thermal power plants).

The Company installed solar energy panels and consumed bio-diesel as permitted by the government.

PORTFOLIO

The Company is the largest manufacturer of rigid paper in India that finds applications in the packaging of prominent consumer electronics and food products. The Company has successfully helped replace imports with domestically available material. The product is being exported by the Company to the Middle East, Sri Lanka and Europe. The Company is a preferred vendor to large multinational manufacturers of consumer electronics products in India, used in the packaging of smartphones.

The Company is a manufacturer of newsprint of a high quality. The Company's products have been consistently used by marquee media brands in India (*The Times of India, Dainik Jagran, Rajasthan Patrika, Punjab Kesri, Hindustan Times and Dainik Bhaskar*, among others).

CHALLENGES AND RESPONSES

The paper industry was affected by wastepaper shortage, supply chain interruptions, non-availability of shipping containers, higher cost of raw material and coal as well as a shortage of skilled manpower.

The Company paid a higher price for raw materials, which enhanced costs. This led to increased revenues and attractive profitability.

The Company's paper manufacturing division encountered challenges related to a shortage of trained manpower following the pandemic as employees were still in their native locations and were unable to re-join the organisation.

The Company hired new talent and trained them. The Company's sources and competence of the human resource department helped overcome the challenges.

HOW WE HAVE TRANSFORMED IN TWO YEARS

The Company shifted its focus to the export of prominent products (grey board also known as Royal Rhino), a preferred alternative to European board. The Company focused on imported raw material and coal stocks that helped moderate the cost of manufacture and generate enhances revenues from existing product segments.

The cup stock and Royal Rhino generated a superior performance domestically and exports. Following a ban on single-use plastic products, the Company was attractively positioned to replace plastic food containers and plates. The Company introduced kraft paper to replace plastic bags.

HIGHLIGHTS, 2022-23

The Company's paper business recorded sales growth from ₹278.62 Cr in 2021-22 to ₹375.64 Cr in 2022-23.

The Company participated in various international exhibitions to display its products and futuristic capabilities.

The Company joined the 'Say no to plastic' movement that has opened the new door for paper industry as the market allows packaging of products for the goodness of the nature.

OUR STRENGTHS

Experience: The Company has been engaged in the paper market since 1980 with a credible reputation

Associations: The Company has established long-term relationships with trade partners (domestic and global), resulting in timely resource availability and sales

People resource: The Company possesses experienced talent to address challenges

Customer line: The Company addresses the needs of longstanding customers; 80% paper business revenues were derived from customers of 15 years or more

Research and development: The Company possesses an in-house lab facility to undertake product improvements.

WAY FORWARD

The professionally qualified younger generation is assigned with the responsibility of addressing emerging trends so that the Company can manufacture suitable products. The Company intends to increase its production capacity from 85,000 tonnes in 2022-23 to 1,00,000 tonnes in 2023-24, which could translate into revenues of ₹500 Cr. The Company expects to explore the international markets by exporting prominent products.



OUR THREE CHAMPION PRODUCTS

The Company has been manufacturing newsprint since 2011 (brand name Magnum)

The Company has been manufacturing grey board since 2017 (brand name Royal Rhino)

The Company has been manufacturing cup stock since 2019 (brand Royal Magnum)

REVENUE SHARE

26.46%

of revenues derived from newsprint, FY 2022-23

20.36%

of revenues derived from duplex boards, FY 2022-23

28.38%

of revenues derived from rigid boards, FY 2022-23

5.78%

of revenues derived from special grade kraft paper, FY 2022-23



PART 4

HOW EVOLVING LIFESTYLES ARE LIKELY TO ENHANCE THE RELEVANCE OF OUR BUSINESS MODEL

The growing Indian weddings market

One of the emerging customer segments of a five-star hotel is for weddings. Over the last decade or so the weddings in hotels have graduated into one of the potential drivers for the family functions celebration sector.

As the 'mohalla' living in clusters has evolved to living in better spaces, family functions have begun to be outsourced to hotels and banquet halls. The new generation has not restricted itself to living in the same city or same neighbourhood and due to the lack of time and resources to arrange functions

on their own, have delegated this to professional hotels.

Some 35 Lac couples were expected to tie the knot in the first half of 2023 (estimate by the Confederation of All India Traders). Nearly 20.6% Indian women and 31.84% women indicated in a 2018 survey that they would be willing to spend ₹10-₹20 Lac on the function and ₹2-5 Lac on themselves respectively on their special day. The combination of the number – the market size and average spending by each – has created a large eco-system, with the hotel in its centre.

The cumulative spend across these 70-Lac weddings has been estimated at ₹13 Lac Cr (CAIT estimate), with New Delhi possibly the largest spender (Source: KPMG).

The Indian wedding celebration in hotels has been catalyzed by the following realities:

The convenience with which the hotels or banquet halls are capable of organising multiple functions in one location has enhanced the appeal to the guests for a destination wedding.

Weddings in India are not just a coming together of two individuals; rather they relish the coming together of two families. The larger the celebration the more befitting it is considered to be solemnised in hotels. The increased air connectivity has helped enhance travelling convenience.

The desire to make the once in a life time event as memorable as possible with the need for pre-wedding shoots, aesthetic props, floral decor, aerial shots and superior lighting and video-shoots has become the common need for the occasion.

Above all as the standard of living and technology has improved over the years, the desire to make the event as glamorous as possible has also increased and that can be delivered only by tried and tested professional service providers.

In a country of 1400 Mn and a major part of the population being youth, there are about 7 Mn estimated Indian marriages a year. This constitutes about ₹4,00,000 Cr dedicated to weddings. Approximately 3.2 Mn events were expected to be solemnized in India from November 2022 to February 2023 against 2.5 Mn events in India from November 2021-February 2022. (Source: Weddingz.in)



BUSINESS DRIVERS

The 'NCR' factor

OVERVIEW

There are three words that drive our business: 'National Capital Region.'

NCR comprises the aggregation of New Delhi, Faridabad, Ghaziabad, Noida and Gurugram.

Over the last four decades, NCR has emerged as possibly the fastest urbanizing agglomeration in the world.

What was a Delhi population of a little more than a million is now in excess of 32 Mn. In just one year, Delhi added around 3% to its population. Today, it is the second largest urban agglomeration in the world after Tokyo and is expected to overtake the Japanese capital by the end of the decade.

As a result, the population of National Capital Region was 58 Mn as per the Census of 2011. This is expected to grow to 70 Mn by 2031 and a projected 110 Mn by 2041 – more than today's population of Australia and Canada combined.

THE MAGNUM VENTURES RELEVANCE

At Magnum Ventures, we believe that a paucity of large land parcels and a high cost of land could make viability a challenge for new five-star properties.

In view of this, the management at Magnum Ventures is convinced that five-star property is an asset with attractive long-term possibilities.

BUSINESS DRIVERS

The world is going increasingly vegan

OVERVIEW

One of the most enduring diet movements the world over is that veganism. There is a growing relevance of a vegan diet for good reasons.

A vegan lifestyle prevents animal slaughter. It offers a potent way to shrink our environmental footprint, increasingly relevant at a time of climate change. Veganism is gaining increasing adoption not just because of animal cruelty but also due to related concerns on environment, antibiotic resistance, zoonotic diseases and health.

Vegans usually eat far more vegetables and fruit than non-vegetarians. Studies consistently show that people who eat the most fruits and vegetables tend to enjoy better health. Research also suggests that vegans suffer lower rates of heart disease and diabetes.

There is a high operating headroom for vegans in most countries. For instance, the share of vegetarians in India is estimated at 24% while only 9% are vegan, indicating a vast opportunity. Besides, there are only 1000 vegetarian restaurants in India.

The India vegan food market size reached USD 1,324 Mn in 2022. Looking forward, IMARC Group expects the market to reach USD 2,463 Mn by 2028, exhibiting a growth rate (CAGR) of 10.9% during 2023-2028.

In Veganuary's 2021 survey, India made it to the top 10 countries list of sign-ups for the first time and grabbed the third spot (the only Asian country on the list). A YouGov survey in December 2021 revealed that 65% of Indians planned to eat more plant-based/vegan foods in 2022.

RELEVANCE FOR MAGNUM VENTURES

The Company's hotel is attractively placed to capitalize on the vegan movement by offering a vegan menu across its restaurants. By the virtue of a strictly vegetarian hotel environment, the Company enjoys the trust of customers and corresponding infrastructure to capitalize on the growing movement. Delhi comprises a part of the popular Golden Triangle that constitutes Jaipur and Agra. Besides, Delhi is enroute to popular religious destinations (Haridwar, Rishikesh, Ajmer, Varanasi, Prayag Raj, Mathura and Vrindavan in addition to Buddhist places of worship for Far Eastern travellers).

Some of the popular personalities who believed in the benefits of being vegetarian had the following beliefs to say:

Dexter Scott King, son of Martin Luther King, believed that vegetarianism gave him higher awareness.

Leo Tolstoy, the Russian philosopher, believed that a man could live and be healthy without killing animals for food.

Albert Einstein, physicist and scientist, propagated that if the whole world adopted vegetarianism, it could change the destiny of humankind.

Martina Navratilova, the popular tennis player, turned to vegetarianism and believed she could play professionally into her forties only for this reason.

Thomas Alva Edison, American inventor and entrepreneur, was of the belief that vegetarianism led him to the highest ethical standard.

George Bernard Shaw, Srinivasan Ramanujan, Carl Lewis, Mahatma Gandhi, Bill Clinton, Mike Tyson and Steve Jobs are famous personalities who emphasised vegetarianism.

BUSINESS DRIVERS

Growing preference for environment-friendly paper

OVERVIEW

The prospects of our paper manufacturing business are secured for two reasons.

One, the Company does not manufacture writing & printing paper that has faced extensive market erosion on account of digitalization and paperless processes.

Two, the Company manufactures paper for packaging, which is a growing segment as it is linked to economic growth and products off take.

Three, the Company manufactures paper using waste, transforming into an economic resource.

The growing prospects of the Company's business are underlined by the fact that

there is a growing global movement away from plastic packaging to cleaner alternatives (like wastepaper).

The hope is derived from the fact that governments are legislating change by banning the manufacture of single use plastic. Besides, progressive brands are making voluntary commitments to increase the proportion of recycled paper in their packaging and reducing the proportion of plastic packaging.

There is optimism that a number of product are being designed with the objective to eliminate the use of plastic and enhancing the consumption of wastepaper in their resource mix.

RELEVANCE FOR MAGNUM VENTURES

Magnum Ventures has been a wastepaper-based paper manufacturer for 30 years. Over the years the Company has elected to manufacture waste paper imported into the country, providing Indian customers with a preferred alternative.

BUSINESS DRIVERS

We are a preferred five-star hotel for Jains

OVERVIEW

The Jain community is one of the most prosperous religious communities in India.

This religious minority accounts for only 4.5 mn people. However, it more than makes up for its relatively low numbers with one of the higher per capita incomes in India, marked by achievers in trade, commerce and industry.

The Jains (followers of the monk visionary Mahavir) follow a strict commitment to

non-violence, which extends to their diet as well. The religion advocates that no vegetable that has grown underground be consumed. The result is that not only as Jains strict vegetarians but even within the vegetarian calling, they will not consume any food that contains potatoes, carrots, garlic, onions, roots, tubers and fruits with many seeds.

The result is that Jains usually patronize vegetarian restaurants, the number of which is usually low even in most urban Indian cities.

RELEVANCE FOR MAGNUM VENTURES

Magnum Ventures is attractively placed to address Jain requirements. By the virtue of offering only vegetarian cuisine, its hotel has established customer trust related to utensil, integrity and non-cross over of resources from non-vegetarian to vegetarian counters. Such an offering would arguably be the first of its kind in India's five-star hotel fraternity.

BUSINESS DRIVERS

The growing business conferences market

OVERVIEW

India is the fastest growing global economy.

The enunciation of long-term policies by the Indian government has inspired unprecedented foreign direct investment and industrial growth.

Besides, the announcement of production-linked incentives has catalysed the growth of a number of downstream sectors.

This economic ferment has created a larger room for business networking. The result is that business conferences have not only increased but have become larger.

This has created a large market for business conferences.

RELEVANCE FOR MAGNUM VENTURES

Business conferences are increasingly relevant for the Company's hotel business.

One, business conferences and trade fairs have increased in New Delhi, given the city's international stature and its capital status in the world's fastest growing economy.

Two, by the virtue of being located in the National Capital Region, the Company's hotel is attractively placed to cater to increased visitor inflow.

Three, New Delhi is one of the most historical cities of India, attracting a large tourist inflow and often the first point of touch down for a large number of onward travellers.

The combination of these realities has strengthened the Company's hotel competitive position, helping create a platform for sustainable growth.



BUSINESS DRIVERS

The increased frequency of eating out

OVERVIEW

Until as recently as a couple of decades ago, there was a consistent preference for 'ghar ka khana.'

There has been a significant change since.

With the increased incidence of working women, increased disposable incomes and a greater need to unwind, there has been an increase in the incidence of eating out.

Despite this increase, numbers suggest a high operating headroom.

The average Chinese eats out on average 50 times a month; the average Indian eats out on average only three to four times a month.

However, there is optimism that this skew could correct with speed on account of a

sustained menu affordability, enhanced hygiene and wider menu offering.

Besides, the increased use of online booking channels, coupled with incentives, there is a growing preference for fine dining. Consumers (essentially those in the 15-24 year age bracket) eat out more frequently than before because eating out has been democratised – from the special occasion to the social, a platform for leisure, interaction and utility. Based on studies, it was evident that even as the average spend per outing was lower among the millennials, their frequency of eating out in a month (2.3 times as against 1.5 of the largest age group) was the highest. (Source: Technopak Research & Analysis).

RELEVANCE FOR MAGNUM VENTURES

We are attractive placed to capitalise on the increased incidence for eating out.

Our complement of five restaurants offers a diverse cuisine option across different day parts.

Footfalls at our restaurants have been accelerated by membership schemes in exchange for discounts on restaurant meals.

Our restaurants periodically enhance consumer excitement through food festivals.



ESG resides at the core of our Magnum personality

OVERVIEW

At Magnum Ventures, a framework of environment-social-governance (ESG) represents the heart of our business. The Company's 'go green' vision aims to improve the safety of its operations, deepen environment integrity and build enhance overall responsibility.

The Company's hotel business, a purely vegetarian hotel, as well as its paper manufacturing business for which the raw material is recycled paper; we are attractively placed to contribute towards an ecological balance. We are saving plants and trees, which otherwise are used to manufacture paper.

Nature has its unique way of maintaining the ecological balance where plants and shrubs which keep growing abundantly

are consumed by human beings and herbivores such as elephant, cattle, sheep, deer etc. The carnivores such as tigers, lions, jackals feed on the herbivores. Similarly, the larger carnivores feed on the smaller carnivores such as dog eating the cat, cat eating the rat and so on. Of late, this ecological balance is getting disturbed because of the extensive cutting of forests to grow plants in farms to feed cattle for the consumption by human beings. The Company takes care to maintain the ecological balance by way of being a vegetarian hotel and using recycled paper to manufacture finished paper.

The environment component addresses the priority for businesses to utilise environmentally responsible resources, consume an optimal quantum, recycle waste, moderate use of finite fossil fuels,

build resistance to climate change and moderate the carbon footprint.

The social component invests in people, organisational culture, customer relationships and social responsibility.

The governance component enunciates how we will conduct business. It enunciates strategic clarity, ethical values, codes, Board composition and alignment with UNSDG principles, evoking a responsible expectation across stakeholders.

The coming together of environment, social and governance priorities represents a platform for sustainable long-term growth.

OUR ENVIRONMENT PILLAR

At Magnum Ventures, our environment approach has been woven around the elements of Plan-Mitigate-Adapt-Resilience.

The Company realises the ever-growing concern about environmental hazardous and strives hard to conserve ecological and environmental balance not only at the manufacturing site but also in the society at large. Cleaner and pollution-free environment, proper waste management and emphasis on creating awareness are ingrained in our business ideology. A special team from the Company's research

and development division armed with vision and zeal continuously strives in this direction with the objective to maintain its status as a zero pollution company.

At Magnum, we believe that it is essential to ensure that the environment is safe for other the public at large by way of noise, air or water inhabitants in the surroundings of its operational facilities. Any incidence of disturbance to pollution needs to be in such a manner that the environment is not adversely affected.

The Company invested in flue gas desulphurization equipment equipment

that ensures the permissible emission standards laid down by Central Pollution Control Board, Uttar Pradesh Pollution Control Board and Commission for Air Quality Management. The Company installed pollution control devices and equipment as per the international standards suggested by the governing bodies. The Company reduced the consumption of resources and installed LED lights with sensors to save energy. The Company is installing solar energy systems in every possible location and intend to plant trees in the surrounding areas in order to increase green cover.

OUR SOCIAL PILLAR

At Magnum Ventures, transformation is accelerated by a passionate team mix that reconciles energy and experience.

Employees: At Magnum Ventures, we have invested in a culture of overarching excellence with the objective to emerge as a benchmark in terms of quality (product and process) and resource productivity. The Company made talent investments (recruitment, retention and training) to enhance efficiency and effectiveness. The Company invested in practices that enhanced safety – training, protocols, certifications, investments and awareness-building.

Customers and vendors: The Company deepened relationships with vendors of raw materials, capital equipment and spares as well as with customers.

Community: At Magnum Ventures, the Company is due for implementing the CSR activities in 2023-2024 and onwards. The Company aims to provide a feel-good to the under privileged, handicapped, disabled and such segments of society. The Company intends to give them a firm belief and feeling that it not only cares but also empathizes, enhancing their self-confidence. In this endeavor, the Company plans to hire a park or a cinema hall and

show them a film or a documentary, which provides not only entertainment and smile on their faces but also develops their self-image to face society with confidence. The Company intends to host a lunch or dinner after the film prior to which some games, specially meant for them, will be organized. The Company is in search of a person who will willingly organize these activities with the frame of mind and heart to serve the underprivileged. The Company plans to conduct such activities at least twice a month.

OUR EMPLOYEE SAFETY INITIATIVES

- The Company undertakes safe storage and constant vigilant inspection of the place where coal is stored.
- The Company ensures that the electrical wiring and connections are proper and safe from any possibility of sparking.
- The Company abides by all the statutory measures that are propagated by law.
- The Company ascertains that wastepaper is stored in an area, which is safeguarded from fire hazards.
- The Company frisks the labour and staff from carrying any matchbox, bidi or cigarette into our place of work.
- The Company undertakes a periodic inspection of the electrical connections in the premises. The Company has an exclusive firefighting team of more than 15 employees who are trained from proper institutes to address fire.

A commitment to do 'Be correct' resides at the core of our governance commitment

OVERVIEW

At Magnum Ventures, governance lies at the heart of our business.

Our principal product or service is marketed not around over-stated promises; it is marketed around the simple assurance of trust.

A downstream consumer products company for our paper business or a walk-in guest at our hotel buys into our product or service because she or he is convinced that our product or service will be good for the consumer. At our company, governance is the hundreds of things that we must do to protect that promise and assurance.

We believe that this commitment will be virtually impossible to sustain if we leave things to chance and hope that everything falls into the right place at the right time. We believe that such a commitment can only become a consistent reality if it is built around a framework that is secure, scalable and sustainable.

Trust

At Magnum Ventures, we believe that there is one word that encapsulates all that we are all that we do – 'trust'. We believe that trust is the underlying element why customers buy from us, why employees engage with us, why vendors sell to us, why investors provide us with risk capital, why bankers lend and why communities support us. Over the years, we have invested in enhancing this trust quotient through various initiatives that have been described in this document.

Governance

Your company will invest in initiatives with a strategic clarity in generating long-term shareholder value through prudent capital allocation and a commitment to protect minority shareholder interest. Your company will avoid periodic equity dilution, high leverage and unrelated investments.

Discipline

At the base of our governance pyramid lies the discipline to do things once and then again in a consistent manner. We believe that governance is nothing but the commitment to keep doing things however challenging or inconvenient they may be at times, convinced that eventually the gains will be disproportionately higher than all the investments of time, effort and funds that have been made. This discipline has helped the Company maintain a delta (margin in lieu of our raw material processing capability or service delivery) through market cycles.

Doing things the correct way

At Magnum Ventures, we believe governance is nothing more than the commitment to do the right things (in addition to doing the right things for enhance efficiency). This combination enhances organisational predictability and consistency, taking shocks out of the system and attracting stakeholders who believe in doing business this way. We are pleased to communicate that a large proportion of our customers and trade partners have remained with us for years, enhancing resource and revenue visibility, the basis of our long-term sustainability.

Distinctiveness

At Magnum Ventures, we recognise that we are in business to provide a distinctive value to our customers and consumers – through a differentiated product, engagement or experience. Over time, this distinctiveness has translated into the Company being recognized as a sectorial outlier and respected player in the geographies of its presence.

Controlled growth

At Magnum Ventures, we believe that business sustainability is best derived from controlled growth as opposed to one-off profitability spikes. In line with this conviction, the Company has allocated accruals into incremental investments. This has helped the Company grow its business in a sustainable way without stretching its Balance Sheet or managerial bandwidth.

Board of Directors

At Magnum Ventures, we believe that our strategic direction is largely influenced by our Board of Directors. In view of this, we have placed a premium on our Board composition, comprising professionals and industrialists of standing. These individuals have enriched our values, experience, multi-sectoral business understanding and strategic quality. We believe that our sustainable growth has been the result of the direction provided by the Board, an invaluable asset.

Balanced approach

At Magnum Ventures, we have selected to balance caution and aggression (strategic aggression and tactical conservatism), a relatively de-risked approach. As a part of this approach, we focus on capital investments generating an attractively short-term payback, maximizing cash flows over cosmetic profits and reinvestment into the business. The measure of our strategic balance is an attractively low gearing and our ability to largely fund our expansions through accruals.

No positions

At Magnum Ventures, we do not take speculative positions on waste paper irrespective of the nature of price swing or market price. This moderates periodic profit spikes on the one hand and limits downsides from sharp price declines, strengthening our business surpluses from competent resource processing only. The Company will not seek short-term arbitrage opportunities around paper manufacture.

Audit and compliance-driven

At Magnum Ventures, we believe that business predictability and the absence of unforeseen systemic shocks are the result of a review less system. In view of this, we strengthened an audit-driven and compliance-driven approach, enhancing the credibility of our reported numbers. The result of this high-review culture is that the Company has not incurred statutory penalties in its existence.

Process-driven

At Magnum Ventures, we believe that growth can be best derived when the promoter charts out a strategic direction and delegates day-to-day management to professionals. To facilitate the reporting of periodic progress, the Company deepened its investment in processes and systems, especially information technology. We believe that this framework of processes represents a scalable foundation that will enable the Company to grow profitably and without a significant increase in employees required to manage operations.

Data-driven

At Magnum Ventures, we are an analytics-driven organization. We have invested in digitalization with the forward-looking objective to accelerate processes, generate rich data (consumers, customers, consumption, markets etc.) resulting in an accurate understanding of ground realities on the one hand and informed decision-making on the other. This approach has helped mature the organisation to one that is driven largely by technology-aided information sharing. We believe that, going ahead, our investment in digital initiatives will strengthen our processes and fact-based decision-making.

Expand incrementally

At Magnum Ventures, we address a market that is annually growing. To expand aggressively in this market implies that we would need to price below established players that could disturb market stability or nurse large unutilized capacity until a time that market growth caught up our installed base. We believe that steady growth is the safest response: consumes expenditure that can be largely addressed through our accruals, does not compel us to disturb market pricing and seek lower prices that could in turn affect our brand and earnings potential and does not stretch our managerial bandwidth in a business with a premium on the availability of specialized professionals.

Singular focus

At Magnum Ventures, we believe that core competence is the biggest insurance against cyclical downturns. In view of this, we have consciously not diluted our corporate attention away from our core businesses: we have selected to position ourselves not as much as a paper manufacturing company as much as a holistic solutions provider; we have selected not to merely position ourselves as a hotel owner but a provider of warm engagement. We believe that this holistic positioning has been leveraged to manufacture a range of downstream products or services across both businesses. This service-driven mindset has enhanced our strategic clarity, opened us to sectoral opportunities, attracted knowledge professionals and strengthened our product / process research.

Long-term

At Magnum Ventures, we have selected to build the business around long-term patience. This approach has influenced all the investments we have made in our assets, technologies, brands, people, locations, products and trade partners. For instance, we invested more in plant or hotel infrastructure and technologies with the perspective that this would not just provide us with a superior product quality but would be future-proofed from technology obsolescence and enhance our productivity across the years. We believe that this approach – expensive upfront but considerably low cost when seen from a long-term perspective – has translated into the highest standards of technology, integrity and competencies at our company. This commitment to 'Be correct' has translated into business robustness and stability.

THE PROMOTER FAMILY

Driving the Company ahead



**Ritesh Jain***General Manager, Technical*

Ritesh holds a degree from Nottingham University (United Kingdom). He is engaged in the technical operations of the paper manufacturing business. His responsibilities comprise the management of technical production aspects. He is responsible for strengthening the core of the business through periodic technical investments, technology contemporariness, environment integrity, product customization and enhancing systemic productivity.

**Shrenik Jain***General Manager, Operations*

Shrenik passed his Chartered Accountant Foundation Examination and has been actively engaged in the Company's operations since 2016. In his position as General Manager, Operations, he oversees the overall operations of the paper manufacturing division, while working in collaboration with Mr. Ritesh Jain. He is responsible for growing the paper business and taking it to the next level.

**Ujjwal Jain***General Manager, Operations*

Ujjwal, a graduate with a BBA degree from North Hampton University in London is responsible for enhancing the visibility, brand and footfalls of the hospitality business.

**Samaksh Jain***Executive Operations*

Samaksh completed his BBA from SIM University, Singapore, and Masters from Boston University, USA. He is assisting Ujjwal Jain in strategic initiatives to enhance footfalls of the hospitality property.

**Rishab Jain***General Manager, Business Development*

Rishab holds a BBA degree from Brunel University, London. He is engaged in managing the development of the hospitality business. His responsibilities encompass enhancing guest experiences by focusing on essential facilities and implementing improvements around guest feedback. He is also in charge of managing environmental integrity, safety measures and governance initiatives, creating a platform for business sustainability.

**Paras Jain***Executive Logistics*

Paras addresses the logistics needs of the hospitality business with the objective to moderate carbon footprint, costs and inventory on the one hand and enhance resource broadbasing and quality on the other.

Promoters, Board of Directors and key managerial persons



Mr. Pramod Kumar Jain

Promoter

Mr. Pramod Kumar Jain, aged about 65 years, being the Promoter and the former director of the Company has played a vital role in the establishment of the marketing network of the Company and the relationship with our key customers of paper products.



Mr. Pradeep Kumar Jain

Promoter and Managing Director

Mr. Pradeep Kumar Jain, aged about 63 years, is the Managing Director of the Company since 4th February, 2006. Holding a Bachelors Degree in Arts, he has been associated with the Company as Director since its takeover in 1984. He is looking after the production function of the paper division of the Company as he has more than 41 years of experience in the paper industry.



Mr Abhay Jain

Managing Director

Mr Abhay Jain, aged about 49 years, is the Managing Director of the Company. He holds Bachelors Degree in Arts. Mr. Jain has an experience of more than 28 years in the paper industry. He was appointed as a Whole-Time Director of the Company from 10th December, 2009 and appointed Managing Director on 10th August, 2022. He is handling the purchase of raw materials and looking after the marketing and manufacturing process of paper.



Mr Parveen Jain

Chairman and Promoter

Mr. Parveen Jain, aged about 61 years, is the Promoter Director of the Company. He holds Bachelors Degree in Arts. He is a non-resident Indian. He has an experience of more than 36 years in the paper industry. He is primarily involved in strategic decision-making, areas of finance, taxation and accounting of the Company. He has been instrumental in the development of the hotel project, structuring technological upgradation and modernization of the paper unit. He also looks after the Company's secretarial function.

Ms. Aanchal Jain*Independent Director*

Ms. Aanchal Jain, aged about 43 years, a member of Institute of Company Secretaries of India, possesses a wide knowledge of corporate and commercial law and experience of more than 15 years. She was appointed as an Independent Director of the Company from 28th December, 2021

Ms. Shalini Rahul*Independent Director*

Ms. Shalini Rahul, aged about 50 years, is having a expertise in Strategic Analysis, Entrepreneurship, Innovation and field of academics, Business Strategy, Consulting, General Management, Research and training. She was appointed as an Independent Director of the Company from 10th August, 2022.

Ms. Jyoti Bansal*Independent Director*

Ms. Jyoti Bansal, aged about 30 years, a member of Institute of Company Secretaries of India, is having professional expertise in Consulting, Corporate Law, Lawyer, Legal, Management. She was appointed as an Independent Director of the Company from 28th December, 2021.

Ms. Jyoti*Independent Director*

Ms. Jyoti, aged about 28 years, is a commerce graduate, having experience in Human Resource, Administration and Management and has worked with Technonics Solutions and Imaginators, for clients like AMEX, Converges, Barclays and Cvent etc. She was appointed as a Non- Executive and Independent Director of the Company from 14th February, 2019.

Mr Shiv Pravesh Chaturvedi*Whole-time Director*

Mr. Shiv Pravesh Chaturvedi, aged 47 years, is an M.B.A. in Human Resources from Asian Institute of Management & Technology, Delhi. He has been associated with the Company since 1996. He has also diploma degree in Personnel Management and Industrial Relations from Bhartiya Siksha Parishad, U.P

Ms. Aaina Gupta*Company Secretary*

Ms. Aaina Gupta is a member of The Institute of Company Secretaries of India. She has a post qualification experience of 7+ years in finance, legal & secretarial practice. She was appointed as Company Secretary from 1st December, 2021.

Management discussion and analysis

GLOBAL ECONOMY

Overview

The global economic growth was estimated at a slower 3.2% in 2022, compared to 6% in 2021 (which was on a smaller base of 2020 on account of the pandemic effect). The relatively slow global growth of 2022 was marked by the Russian invasion of Ukraine, unprecedented inflation, pandemic-induced slowdown in China, higher interest rates, global liquidity squeeze and quantitative tightening by the US Federal Reserve.

The challenges of 2022 translated into moderated spending, disrupted trade and increased energy costs. Global inflation was 8.7% in 2022, among the highest in decades. US consumer prices increased

about 6.5% in 2022, the highest in four decades. The Federal Reserve raised its benchmark interest rate to its highest in 15 years. The result is that the world ended in 2022 concerned that the following year would be slower.

The global equities, bonds and crypto assets reported an aggregated value drawdown of USD 26 trillion from peak, equivalent to 26% of the global gross domestic product (GDP). In 2022, there was a concurrently unique decline in bond and equity markets; 2022 was the only year when the S&P 500 and 10-year US treasuries delivered negative returns of more than 10%.

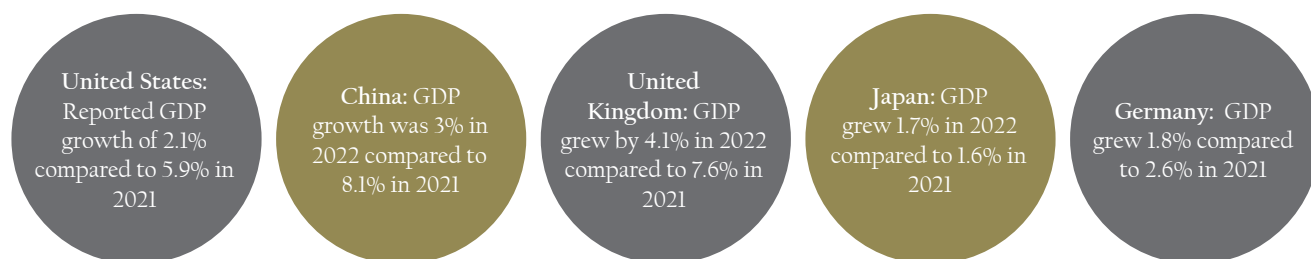
Gross FDI inflows – equity, reinvested earnings and other capital – declined

8.4% to USD 55.3 Bn in April-December. The decline was even sharper in the case of FDI inflows as equity: these fell 15% to USD 36.75 Bn between April and December 2022. Global trade expanded by 2.7% in 2022 (expected to slow to 1.7% in 2023).

The S&P GSCI TR (Global benchmark for commodity performance) fell from a peak of 4,319.55 in June 2022 to 3,495.76 in December 2022. There was a decline in crude oil, natural gas, coal, lithium, lumber, cobalt, nickel and urea realisations. Brent crude oil dropped from a peak of around USD 120 per barrel in June 2022 to USD 80 per barrel at the end of the calendar year following the enhanced availability of low-cost Russian oil.

Regional growth (%)	2022	2021
World output	3.2	6.1
Advanced economies	2.5	5
Emerging and developing economies	3.8	6.3

Performance of major economies



(Source: PWC report, EY report, IMF data, OECD data)

Outlook

The global economy is expected to grow 2.8% in 2023, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 7%. Despite these challenges, there are positive elements within the global economic landscape. The largest economies like China, the US, the European Union, India, Japan,

the UK and South Korea are not in a recession. Approximately 70% of the global economy demonstrates resilience, with no major financial distress observed in large emerging economies. The energy shock in Europe did not result in a recession and significant developments, including China's progressive departure from its strict zero-Covid policy and the resolution of the European energy crisis, fostered optimism for an improved global

trade performance. Despite high inflation, the US economy demonstrated robust consumer demand in 2022. Driven by these positive factors, global inflation is likely to be still relatively high at 4.9% in 2024. Interestingly, even as the global economy is projected to grow less than 3% for the next five years, India and China are projected to account for half the global growth (Source: IMF).

INDIAN ECONOMY

Overview

Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills,

inflation, cautious government and a sluggish equity market. India's economic grew by 7.2% in FY 2022-23. India emerged as the second fastest-growing G20 economy in FY 2022-23. India

overtook UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation (Source: IMF, World Bank)

Growth of the Indian economy

Regional growth (%)	FY 20	FY 21	FY 22	FY 23
Real GDP growth (%)	3.7	-6.6%	8.7	7.2

Growth of the Indian economy quarter by quarter, FY 2022-23

Regional growth (%)	Q1FY 23	Q2FY 23	Q3FY 23	Q4FY 23E
Real GDP growth (%)	13.1	6.3	4.4	6.1

(Source: Budget FY 2023-24; Economy Projections, RBI projections)

According to the India Meteorological Department, the year 2022 delivered 8% higher rainfall over the long-period average. Due to unseasonal rains, India's wheat harvest was expected to fall to around 102 Mn metric tons (MMT) in 2022-23 from 107 MMT in the preceding year. Rice production at 132 Mn metric tons (MMT) was almost at par with the previous year. Pulses acreage grew to 31 Mn hectares from 28 Mn hectares. Due to a renewed focus, oilseeds area increased 7.31% from 102.36 Lac hectares in 2021-22 to 109.84 Lac hectares in 2022-23.

India's auto industry grew 21% in FY 2022-23; passenger vehicle (UVs, cars and vans) retail sales touched a record 3.9 Mn units in FY 2022-23, crossing 3.2 Mn units in FY19. The commercial vehicles segment grew 33%. Two-wheeler sales fell to a seven-year low; the three-wheeler category grew 84%.

Till the end of Q3FY 2022-23, total gross non-performing assets (NPAs) of the banking system fell to 4.5% from 6.5% a year ago. Gross NPA for FY 2022-23 was expected to be 4.2% and a further drop is predicted to 3.8% in FY2023-24.

As India's domestic demand remained steady amidst a global slowdown, import growth in FY 2022-23 was estimated at

16.5% to USD 714 Bn as against USD 613 Bn in FY 2021-22. India's merchandise exports were up 6% to USD 447 Bn in FY 2022-23. India's total exports (merchandise and services) in FY 2022-23 grew 14% to a record of USD 775 Bn in FY 2022-23 and is expected to touch USD 900 Bn in FY 2023-24. Till Q3 FY 2022-23, India's current account deficit, a crucial indicator of the country's balance of payments position, decreased to USD 18.2 Bn, or 2.2% of GDP. India's fiscal deficit was estimated in nominal terms at ~ ₹17.55 Lac Cr and 6.4% of GDP for the year ending 31st March, 2023. (Source: Ministry of Trade & Commerce)

India's headline foreign direct investment (FDI) numbers rose from USD 74.01 Bn in 2021 to a record USD 84.8 Bn in FY 2021-22, a 14% Y-o-Y increase, till Q3FY 2022-23. India recorded a robust USD 36.75 Bn of FDI. In 2022-23, the government was estimated to have addressed 77% of its disinvestment target (₹50,000 Cr against a target of ₹65,000 Cr).

India's foreign exchange reserves, which had witnessed three consecutive years of growth, experienced a decline of approximately USD 70 Bn in 2022, primarily influenced by rising inflation and interest rates. Starting from USD 606.47 Bn on 1st April, 2022, reserves

decreased to USD 578.44 Bn by 31st March, 2023. The Indian currency also weakened during this period, with the exchange rate weakening from ₹75.91 to a US dollar to ₹82.34 by 31st March, 2023, driven by a stronger dollar and increasing current account deficit. Despite these factors, India continued to attract investable capital.

The country's retail inflation, measured by the consumer price index (CPI), eased to 5.66% in March 2023. Inflation data on the Wholesale Price Index, WPI (calculates the overall price of goods before retail) eased to 1.3% during the period. In 2022, CPI hit its highest of 7.79% in April; WPI reached its highest of 15.88% in May 2022. By the close of the year under review, inflation had begun trending down and in April 2023 declined below 5%, its lowest in months.

India's total industrial output for FY 2022-23, as measured by the Index of Industrial Production or IIP, grew 5.1% year-on-year as against a growth of 11.4% in 2021-22.

India moved up in the Ease of Doing Business (EoDB) rankings from 100th in 2017 to 63rd in 2022. As of March 2023, India's unemployment rate was 7.8%. In 2022-23, total receipts (other

than borrowings) were estimated at 6.5% higher than the Budget estimates. Tax-GDP ratio was estimated to have improved by 11.1% Y-o-Y in RE 2022-23.

The total gross collection for FY 2022-23 was ₹18.10 Lac Cr, an average of ₹1.51 Lac a month and up 22% from FY 2021-22, India's monthly goods and services tax (GST) collections hit the second highest ever in March 2023 to ₹1.6 Lac Cr. For 2022-23, the government collected ₹16.61 Lac Cr in direct taxes, according to data from the Finance Ministry. This amount was 17.6% more than what was collected in the previous fiscal.

Per capita income almost doubled in nine years to ₹172,000 during the year under review, a rise of 15.8% over the previous year. India's GDP per capita was 2,320 USD (March 2023), close to the magic figure of USD 2500 when consumption spikes across countries. Despite headline inflation, private consumption in India witnessed continued momentum and was estimated to have grown 7.3% in 2022-23.

Outlook: There are green shoots of economic revival, marked by an increase in rural growth during the last quarter and appreciable decline in consumer price index inflation to less than 5% in

April 2023. India is expected to grow around 6-6.5% (as per various sources) in FY2024, catalysed in no small measure by the government's 35% capital expenditure growth by the government. The growth could also be driven by broad-based credit expansion, better capacity utilisation and improving trade deficit. Headline and core inflation could trend down. Private sector investments could revive. What provides optimism is that even as the global structural shifts are creating a wider berth for India's exports, the country is making its largest infrastructure investment. This unprecedented investment is expected to translate into a robust building block that, going ahead; moderates logistics costs, facilitates a quicker transfer of products and empowers the country to become increasingly competitive. This can benefit India's exports in general, benefiting several sectors. The construction of national highways in 2022-23 was 10,993 kilometres; the Ministry of Road Transport and Highways awarded highway contracts of 12,375 km in the last financial year (Source: IMF).

The global landscape favours India: Europe is moving towards a probable recession, the US economy is slowing, China's GDP growth forecast of 4.4% is

less than India's GDP estimate of 6.8% and America and Europe are experiencing its highest inflation in 40 years.

India's production-linked incentive appears to catalyse the downstream sectors. Inflation is steady. India is at the cusp of making significant investments in renewable energy and other sectors and emerging as a suitable industrial supplement to China. India is poised to outpace Germany and Japan and emerge as the third-largest economy by the end of the decade. The outlook for private business investment remains positive despite an increase in interest rates. India is less exposed to Chinese economic weakness, with much less direct trade with China than many Asian peers.

Broad-based credit growth, improving capacity utilisation, government's thrust on capital spending and infrastructure should bolster investment activity. According to our surveys, manufacturing, services and infrastructure sector firms are optimistic about the business outlook. The downside risks are protracted geopolitical tensions, tightening global financial conditions and slowing external demand.

UNION BUDGET FY 2023-24 PROVISIONS

The Budget 2023-24 sought to lay the foundation for the future of the Indian economy by raising capital investment outlay by 33% to ₹10 Lac Cr, equivalent to 3.3% of GDP and almost three times the 2019-20 outlay, through various projects like PM Gati shakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

An outlay of ₹5.94 Lac Cr was made to the Ministry of Defence (13.18% of the total Budget outlay). An announcement of nearly ₹20,000 Cr was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An outlay of ₹1.97 Lac Cr was announced for Production Linked Incentive schemes across 13 sectors. The Indian government intends to accelerate road construction in FY 2023-24 by 16-21% to 12,000-12,500

km. The overall road construction project pipeline remains robust at 55,000 km across various execution stages. These realities indicate that a structural shift is underway that could strengthen India's positioning as a long-term provider of manufactured products and its emergence as a credible global supplier of goods and services

GLOBAL PAPER INDUSTRY REVIEW

Global: Ironically, paper's role has grown in the digital age, serving as packaging material for the e-commerce revolution. The global pulp and paper market size was valued at USD 3,92,455.06 Mn in 2022 and is expected to expand at a CAGR of 0.91%, reaching USD 4,14,256.21 Mn by 2028. Since 2010, it has remained relatively stable, with an average output

of roughly 400 Mn metric tons per year. The primary produced paper type was packaging paper and board, growing in demand due to the online shopping boom.

The consumption of paper is expected to continue rising over the next decade, reaching a projected volume of 476 Mn metric tons by 2032. In 2021, China remained the world's largest consumer of

paper and paperboard, consuming 132.7 Mn metric tons. The paper industry has faced a range of challenges. The Russian-Ukraine war created challenges in obtaining coal for energy generation and it also affected export and import activities due to the non-availability of shipping containers.

In 2021, the combined paper and paperboard consumption in the United States, Japan, Germany, India and Italy accounted for 32% of the global total, reflecting a significant quantity consumed in these countries. The most in-demand type of paper worldwide was container board, used for manufacturing corrugated boxes (or cardboard) and serving various packaging solutions. (Source: statista.com, Market watch)

India: The Indian paper and paperboard packaging market size is expected to grow from USD 12.07 Bn in 2023 to USD 16.64 Bn by 2028, at a CAGR of 6.63% during the forecast period. The paper and paperboard packaging business experienced growth over the last decade, owing to changes in substrate choice, expansion of new markets, changing ownership dynamics and government initiatives to ban plastic. India's paper

consumption is expected to grow at a rate of 6 to 7% per annum, reaching a milestone of 30 Mn tonnes by the FY 2026-27.

The packaging industry in India is growing rapidly, covering various end-user segments such as food and beverages, healthcare, hygiene and home care, among others. Strong demographics, rising disposable income, growing consumer awareness and increased demand for processed food and entry of multinational companies in sectors like food, beverages, e-commerce and pharmaceuticals are driving the growth of the paper and paperboard packaging industry. With a considerable increase in organized retail, the demand for paper packaging is expected to increase due to the rapid increase in supermarkets and modern shopping centers. Moreover, the Central Pollution Control Board (CPCB), a

federal agency under the Ministry of the Environment, released a list of steps to outlaw specific single-use plastic products from June 2022. Such measures are expected to drive the demand for paper packaging in the country.

The growth of the Indian economy could not only lead to increased disposable incomes, higher literacy rates and growth in the FMCG sector, but will also encourage the use of paper, with paperboard and packaging dominating the majority of the paper market while stationery holds the second-largest share. Consumers, in response to tightening environmental norms, are exhibiting a preference for paper over plastic in packaging applications.

(Source: *researchandmarkets.com, thepulpandpapertimes.com, mordorintelligence.com, business-standard.com*)

GLOBAL HOSPITALITY AND TOURISM INDUSTRY REVIEW

Global: According to the Hotel in 2032 report, tourism is expected to contribute to the worldwide economy at an average annual rate of 5.8% between 2022 and 2032, which is more than double the 2.7% average annual growth rate of the global economy. The contribution of this sector to the overall economy is estimated to enhance by 71% in the Asia-Pacific region by the end of 2022 on account of a rise in domestic spending and the return of foreign tourists. The countries that are anticipated to experience a large increase in foreign visitor arrivals include Malaysia, Japan and Australia. By the end of 2023, the travel and tourism industry in the Asia-Pacific region is anticipated to reach pre-Covid levels.

The international tourist arrivals in 2022 reached 900 Mn, which is nearly double the figure of 421 Mn in 2021 but still 37% lower compared to 2019 according to data from the United Nations World Tourism Organisation (UNWTO). In 2022, Europe, the largest destination region globally, recorded 585 Mn arrivals. The international tourism sector is anticipated to strengthen its recovery, supported by pent-up demand, particularly from the

Asia-Pacific region, as destinations and markets gradually reopen.

The ongoing recovery can be observed in outbound tourism spending from major source markets. The surge in demand and exceeding initial expectations has presented significant operational and workforce challenges for tourism companies and infrastructure, with airports being particularly impacted.

India: The tourism and hospitality industry is one of the largest service industries in India. Tourism plays a vital role as an integral pillar of the Make in India program. The Indian tourism sector is expected to grow at a rate of 6.7% per annum and contribute 9.2% to the GDP, amounting to USD 488 Bn by 2029. The Indian hospitality sector achieved yet another milestone as the branded hotel room supply has crossed the 1.5 Lac mark in 2022.

India has emerged as a preferred destination for medical tourism, with its world-class hospitals and highly skilled medical professionals. The Tourism and Hospitality industry in India provides

diverse opportunities in sub-segments like timeshare resorts, convention centers, motels and heritage hotels. Investment prospects also exist in the establishment of tour operations and travel agencies to cater to the growing influx of tourists. Various international hospitality companies (Hyatt, Hilton, Accor and Wyndham) aim to further expand in India after witnessing strong growth in their business in the calendar year (CY) 2022 resulting from the post-pandemic recovery with strong pent-up demand and relaxation of travel-related restrictions.

The Indian hospitality sector closed 2022 with occupancy in the range of 59-61%, recording a 15-17 percentage point's improvement over 2021 and only 5-7 percentage points lower than 2019. According to HVS Anarock, the average room rates recovered completely in 2022, crossing 2019 levels by almost 1-3% and stood higher 37-39% higher than 2021 levels. The revenue per available rooms increased by 89-91% in 2022 compared to 2021 and remained lower by 7-9% from 2019. (Source: Make in India.com, India Today.in)

MAGNUM'S PRESENCE

The Company is primarily involved in the manufacturing of paper and operates in the hotel industry. With a widespread network of dealers across India, the Company has established a robust presence for its products in the domestic market. Besides its domestic operations, the Company extends its reach by exporting the products to neighbouring countries, the Middle East

and various third-world nations. The Company's cream wove and maplitho products have gained preference among copy manufacturers, publishers and printers. Similarly, coated duplex board has earned a reputation in the packaging industry for its versatility in various types of packaging applications.

The hotel unit, known as Country Inn & Suites by Carlson, Sahibabad, Delhi NCR,

is the second-largest worldwide within the Country Inn & Suites by Carlson brand and holds the distinction of being the first eco-friendly vegetarian concept five-star hotel. The hotel division, under the renowned brand of Country Inn & Suites, commenced operations on 15th February, 2009 and boasts a five-star rating with 216 rooms.

OPPORTUNITIES

Paper industry

Resource efficiency and the bio-economy present significant opportunities for the paper and pulp industries. Innovative processes provide opportunities to create new products and applications using cellulose fiber, resulting in increased added value. India's packaging industry is projected to achieve a CAGR of around 26.7% between 2022 and 2027. The growing demand for packaging is driven by population growth, rising incomes, evolving lifestyles, increased media penetration through the internet and television, as well as a thriving economy.

The Indian government has been continuously consulting industry experts to maximise the potential of the packaging sector. (Source: mordorintelligence.com, single-market-economy.ec.europa.eu)

Hotel industry

With its modern infrastructure, the hotel industry has the potential to attract customers year-round, ensuring a continuous flow of guests. The world's globalisation is leading to a greater availability of booking and travel options for individuals. Technology is actively

contributing to the growth of the hotel industry.

In the hotel industry, various opportunities can be leveraged to outperform competitors, such as enhanced cross-selling strategies, fostering uniqueness, targeting local and international feeder markets, exploring untapped industry opportunities, improving service delivery, implementing online booking systems, offering flexible pricing options and addressing health concerns. (Source: soegjobs.com, marketingtutor.net, catalaconsulting.co.uk)

THREATS

Paper industry

- Quality and cost of raw materials procurement
- Increased competition from the digital media especially for newsprint
- Predominance of small unorganised players

- Capital-intensive industry
- High cost of technology

Hotel industry

- High employee turnover
- High taxes

- Rigid labour market
- Safety emergencies
- Terrorism and political uneasiness
- Emergence of epidemics

FINANCIAL OVERVIEW

Analysis of the profit and loss statement

Revenues: Revenues from operations registered a 40.38% growth from ₹33,160.13 Lac in FY 2021-22 to ₹46,549.88 Lac in FY 2022-23.

Margins: EBITDA for the year was ₹4,742.73 Lac as against ₹2,536.38 Lac in FY 2021-22. EBITDA margin of the Company increase to 10.19% in FY 2022-23 from 7.65% in FY 2021-22. The profit after tax excluding exceptional items of the Company was ₹2,818.69 Lac in FY 2022-23 compared to ₹834.82 Lac in FY 2021-22.

Analysis of the Balance Sheet

Sources of funds: The capital employed by the Company increased to ₹97,559.54 Lac as on 31st March, 2023 from ₹26,664.71 Lac as on 31st March, 2022 owing to internal accruals and upward revaluation of PPE by adopting the revaluation model. The debt-equity ratio of the Company stood at 0.28 in FY 2022-23 compared to -5.35 in FY 2021-22.

Applications of funds: Fixed assets (gross) of the Company increased 159.94% from ₹45,971.42 Lac as on 31st March, 2022 to ₹1,19,497.44 Lac (including upward revaluation of PPE by adopting revaluation model) on 31st March, 2023

Working capital management:

Total current assets of the Company increased by 8.84% from ₹10,180.45 Lac as on 31st March, 2022 to ₹11,080.71 Lac as on 31st March, 2023. Current assets included current investment and cash and bank balance.

Inventories, including raw materials, work-in-progress and finished goods, among others, increased to ₹5,684.98 Lac as on 31st March, 2023 from 3,291.31 Lac as on 31st March, 2022. Trade receivables as at 31st March, 2023 were ₹3,990.17 Lac compared to ₹5,553.69 Lac as at 31st March, 2022.

Key ratios and numbers

Particulars	FY 2021-22	FY 2022-23	Reasons for more than 25% change
EBITDA/turnover	0.08	0.10	
Debtors/turnover	5.65	9.64	During the year under consideration, there was an increase in sales/revenue, which have an effect on increase in the debtor: turnover ratio
Inventory/turnover	11.39	10.25	During the year under consideration, the top line of the Company increased; the Company increased its inventory to fulfil the needs of the customers and market.
Interest coverage ratio	10.54	11.85	
Debt-equity ratio	-5.35	0.28	During the year under consideration, the Company has increased its equity share capital and reduced its debts
Current ratio	0.72	0.83	No major change
Net profit margin (%)	2%	15%	During the year under consideration, the Company incurred good profit; at the same time, the lender reduced debt. Accordingly, there was an increase in the net profit margin ratio.
Book value per share (₹)	-13.61	138.70	
Earnings per share (₹)	1.37	18.78	
Return on net worth (%)	10.06%	12.14%	

RISK MANAGEMENT

Paper industry

Environment risk: The Company's operations could be disrupted due to a non-compliance with environmental regulations

Mitigation: The Company invested in an advanced effluent treatment plant and chemical recovery unit for recycling the black liquor produced in the pulping process

Competition risk: The business is exposed to considerable risk and potential pricing strategy implications as a result of low-cost imports facilitated by favorable government policies in other countries.

Mitigation: The Company gains a competitive edge in the global market by leveraging economies of scale, implementing cutting-edge technology and strategic partnerships with stakeholders, empowering it to offer competitive rates.

Raw material risk: The Company is dependent on waste paper and other materials as raw materials for paper production, faces potential disruptions

in production due to factors such as unavailability, limited availability or price fluctuations of these inputs.

Mitigation: The Company's close proximity to raw material sources, strong vendor relationships, cost-saving measures, efficient inventory management and robust hedging policies ensure steady availability and mitigate raw material price volatility.

Policy risk: The implementation of new policies or modifications to existing policies can have an impact on the Company's business, posing a risk to revenue flow.

Mitigation: The Company's skilled management team monitors policy actions and formulates business strategies accordingly, leveraging government incentives to enhance its market position.

People risk: Inability to find competent professionals might affect quality.

Mitigation: The Company prioritizes investments in the training and development of its employees to keep them constantly updated.

Hotel industry

Cyber vulnerabilities: The risks are associated with hacking incidents and the exposure of personal and sensitive guest data.

Mitigation: The Company implements in-depth cyber risk assessment, remedial actions and cyber security training and awareness programs.

Abuse of social media and other media by guest /staff / stakeholders: The hospitality industry, with its various direct guest interfaces is particularly vulnerable to the impact of social media.

Mitigation: The Company continuously monitored social media comments and provided timely responses.

Employee and customer well-being: Inability to ensure guest confidence in terms of hotel hygiene and cleanliness might affect employee and customer well-being

Mitigation: The Company provided protective care, effective communication and counseling services to the customers.

Data governance: Inability to ensure the accuracy and accessibility of data analytics.

Mitigation: The Company maintained consistency in data input for effective data warehousing and analytics.

Impact of climate change on organization: The hotel industry is at risk from the impacts of climate change and the potential dangers that arise as a result.

Mitigation: The Company consistently monitored the environment while incorporating renewable or alternative energy sources.

Data privacy: Inability to safeguard the privacy of data owners might create a risk to the business

Mitigation: Implementing internal audit, continuous monitoring, establishing data processor/controller agreements with relevant vendors and making necessary changes to the policies and processes.

HUMAN RESOURCES AND INDUSTRIAL RESOURCES

Competent and motivated human resources serve as the foundation for the Company's expansion. The Company's employment philosophy focuses on respect, role clarity and empowerment,

while its human resources policy centers on equal opportunity, personal growth, fairness, trust and teamwork. The Company invests extensively in skill development and people retention, goal

setting, performance-based appraisal, conducive workplace, employee engagement and leadership development. The Company's people strength stood at 1,421 as on 31st March, 2023.

INTERNAL CONTROL SYSTEMS

The Company has established a sound internal control system which contributes to safeguarding the shareholder's investment and the Company's assets. A sound system of internal control facilitates the effectiveness and efficiency of operations, helps ensure the reliability of internal and external reporting and assists compliance with laws and regulations. The Company has an audit committee which oversees the adequacies of the system of the internal control and

report to the board. Also the Company has appointed an internal auditor to conduct internal audit of the functions and activities and report to the Board. All the above business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

The Company carries out necessary upgradations to keep the hotels in good condition and to offer better value in terms of great ambience and comfort,

while keeping the needs of our customers at the core of these changes.

The Company undertook continuous improvement in the Food Safety Management System by training and optimizing the capacities of people, processes and technologies as an ongoing exercise. To increase the rigour in respect of food safety, hygiene and cleanliness audits were conducted by an external audit partner, ensuring implementation of FSSAI guidelines and standards.

CAUTIONARY STATEMENT

Management's Discussion and Analysis Report contains forward looking statements based on certain assumptions and expectations of future events and the Company cannot assure that these assumptions and expectations are accurate and cannot derive a particular conclusion. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to the Management perceptions. The report contains the risks and uncertainties arising to the Company

but it cannot be figured out exactly due to the fluctuations in earnings, ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India ('SEBI'), the Shareholders and readers are cautioned that in the case

of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The changing economic and business conditions and rapid technological innovations are creating an increasingly impact on the industry. The Company does not undertake to make any announcement in case any of these forward looking Statements become materially incorrect in future or any update made thereon.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 20th SEPTEMBER 2023 AT 01:00 PM IST THROUGH VIDEO CONFERENCING ("VC"), TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Parveen Jain (DIN: 00423833) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Sahni Bansal & Associates, Chartered Accountants (Firm Registration Number: 514470C) as Statutory Auditors of the Company, who shall hold office from the conclusion of 43rd Annual General Meeting until the conclusion of 48th Annual General Meeting and authorize Board of Directors' fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s Sahni Bansal & Associates, Chartered Accountants (Firm Registration Number: 514470C), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 43rd Annual General Meeting (AGM) till the conclusion of 48th Annual General Meeting to be held in the year 2028, 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:

4. TO RATIFY THE REMUNERATION OF M/S V K DUBE & CO., COST ACCOUNTANTS, FOR COST AUDIT OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, payment of remuneration of ₹1,25,000/- (Rupees One Lac Twenty Five Thousand Only) plus GST to M/s V.K. Dube & Co., Cost Auditors, (ERN: 000343), for carrying out Cost Audit of the Company for financial year 2023-24, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

5. RE-APPOINTMENT OF MS. JYOTI (DIN: 08296989) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 and pursuant to applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Jyoti (DIN: 08296989) be and is hereby re-appointed as an Independent 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 14th February, 2024 to 13th February, 2029."

6. RE-APPOINTMENT OF MR. PARDEEP KUMAR JAIN (DIN: 00024879) AS MANAGING DIRECTOR OF THE COMPANY

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 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 and pursuant to applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for the re-appointment of Mr. Pardeep Kumar Jain (DIN: 00024879) as Managing Director of the Company for a period of 5 years commencing from 4th February, 2024, on the terms and conditions of appointment and remuneration as follows:

Remuneration:

The terms and conditions of remuneration of Mr. Pardeep Kumar Jain will remain same, which are as follows:

The remuneration payable to Mr. Pardeep Kumar Jain, in any financial year, will not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Managing 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. Pardeep Kumar Jain, if the Company has no profits or its profits are inadequate, then Mr. Pardeep Kumar Jain will be paid the same remuneration as approved by the shareholders by way of special resolution at the ensuing AGM in accordance with the provisions of Schedule V of the Act.

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

Mr. Pardeep Kumar Jain is entitled for remuneration upto ₹1,15,000/- (Rupees One Lac Fifteen Thousand Only) per month, including allowances and perquisites.

Other Terms & Conditions

- a. Mr. Pardeep Kumar Jain is being appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 4th February, 2024.
 - b. As Managing Director, Mr. Pardeep Kumar Jain will be entrusted with substantial powers of management of affairs of the Company, and he will also perform such functions and duties as may be decided by the Board.
 - c. Mr. Pardeep Kumar Jain will be subject to the superintendence, control and directions of the Board.
 - d. Mr. Pardeep Kumar Jain will 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. Pardeep Kumar Jain will, whenever required by the Board, 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. Pardeep Kumar Jain.
 - g. Mr. Pardeep Kumar Jain will 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 him 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 will 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 will 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."
- 7. INCREASE THE REMUNERATION OF MR. SHIV PRAVESH CHATURVEDI (DIN: 06834388) WHOLE-TIME DIRECTOR OF THE COMPANY**

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 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 and pursuant to applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for increase in remuneration of Mr. Shiv Pravesh Chaturvedi (DIN: 06834388) in the following manner, and other terms and conditions will remain same:

Remuneration:

The remuneration payable to Mr. Shiv Pravesh Chaturvedi, 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 Managing 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. Shiv Pravesh Chaturvedi, if the Company has no profits or its profits are inadequate, then Mr. Shiv Pravesh Chaturvedi will be paid the same remuneration as approved by the shareholders by way of special resolution at the ensuing AGM in accordance with the provisions of Schedule V of the Act.

Within the aforesaid ceiling, the remuneration payable to Mr. Shiv Pravesh Chaturvedi shall be as follows:

Mr. Shiv Pravesh Chaturvedi is entitled for remuneration upto ₹1,25,000/- (Rupees One Lac Twenty-Five Thousand Only) per month, including allowances and perquisites."

8. ISSUE OF 1,23,25,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS, PROMOTER GROUP AND NON-PROMOTER OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) ("the Act") and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations") and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the National Stock Exchange of India ("NSE") and BSE Limited ("BSE") ("Stock Exchange(s)"), where the equity shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the SEBI or any

other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”) in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as “necessary approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to a maximum of 1,23,25,000 (One Crore Twenty Three Lakhs Twenty Five Thousand) Warrants convertible into equity shares (“Warrants”) at an exercise price of ₹ 40/- (Rupees Forty Only) (including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share) being higher than the value determined by the independent registered valuer in terms of SEBI ICDR Regulations, each convertible into 1 (one) Equity Share of face value of ₹10/- (Rupees Ten Only) each (“the Equity Shares”) aggregating up-to ₹ 49,30,00,000/- (Rupees Forty Nine Crores Thirty Lacs Only), for cash, to the following promoters/ promoter group/non-promoter (“Proposed Warrant Allottee”) as more particularly set out in the explanatory statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder:

- A. Parmod Kumar Jain
- B. Pradeep Kumar Jain
- C. Abhay Jain
- D. Parv Jain
- E. Veena Jain
- F. RMJ Securities Private limited

RESOLVED FURTHER THAT the Company hereby confirms that in accordance with the provisions of Regulation 161 of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is Monday, 21 August 2023.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

- i. the Proposed Warrant Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant/Resulting Equity Share in terms of the SEBI ICDR Regulations and the balance 75% at the time of exercising the conversion option attached to the Warrant.
- ii. the consideration for allotment of Warrants and/or Equity Shares arising out of conversion of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottee.
- iii. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 (eighteen) months from the date of their allotment.
- v. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within the said 18 (eighteen) months from the date of allotment of the Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants.
- viii. the resulting Equity Shares shall rank pari-passu with the then existing fully paid-up equity shares of the Company including as to Dividend, Voting Rights etc.
- ix. the resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
- x. the entire pre-preferential equity shareholding of the Proposed Warrant Allottee, if any, shall be subject to lock in as per Regulation 167(6) of the SEBI ICDR Regulations.
- xi. the Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
- xii. warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- xiii. the Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights

(including any dividend or voting rights) in the Company in respect of such Warrants;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Warrant Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/ Committee(s) of the Board, Chief Financial Officer and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Warrants/ Resulting equity shares including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of said Warrants/ Resulting equity shares, utilization of issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/Chief Financial Officer/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED ALSO THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

9. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies

Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹85,50,00,000/- (Rupees Eighty-Five Crores Fifty Lakhs Only) divided into 5,55,00,000 (Five Crores Fifty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each to ₹97,82,50,000/- (Rupees Ninety-Seven Crores Eighty -Two Lakhs Fifty Thousand Only) divided into 6,78,25,000 (Six Crores Seventy-Eight Lakhs Twenty-Five Thousand) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each.

RESOLVED FURTHER THAT the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorised Capital of the Company is ₹97,82,50,000/- (Rupees Ninety-Seven Crores Eighty -Two Lakhs Fifty Thousand Only) divided into 6,78,25,000 (Six Crores Seventy-Eight Lakhs Twenty-Five Thousand) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each with power to increase, reduce, reorganize, consolidate, divide and/or sub-divide the share capital and re-classify them into several classes and attach thereto respectively, such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules, regulations or resolutions of the Company or provided for in the Articles of Associations of the Company."

RESOLVED ALSO THAT Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

For and on Behalf of the Board
MAGNUM VENTURES LIMITED

Sd/-
PARDEEP KUMAR JAIN
Managing Director
DIN: 00024879

Date : 21/08/2023
Place : Ghaziabad

Address: I13/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Note:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 May 05, 2022, December 28, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMDI/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HODDHS/P/ CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/ OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Munish Kumar Sharma, Advocate & Insolvency Professional, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to munish_171@yahoo.com with a copy marked to evoting@nsdl.co.in
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs_mv1@cissahibabad.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. i) The Registers of Members and Share Transfer Books of the Company will remain closed from Thursday, September 14th, 2023 to Wednesday, September 20th, 2023 (both days inclusive) for the purpose of annual closure of books.
ii) The remote e-voting period commences on Sunday, September 17, 2023 (09:00 am) and ends on Tuesday, September 19, 2023 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2023, may cast their vote by remote e-voting.
11. Dividend on Company's Equity Shares for the year ended March 31, 2023, has not been recommended by the Board of Directors.
12. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the

dematerialised form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed.

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

13. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN;
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature.

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details shall be provided to Company/RTA at cs_mvl@cissahibabad.in / investor@masserv.com and send the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company at www.amritcorp.com as well as RTA website i.e www.masserv.com.

A separate communication has already been sent to the respective shareholders.

14. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at www.magnumventures.in and on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e., www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
16. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
18. For receiving all future correspondence (including Annual Report) from the Company electronically-

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Magnum Ventures Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.magnumventures.in, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

20. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e., Wednesday, September 13, 2023, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com
21. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
22. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
23. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
24. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e., MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

25. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
26. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 43rd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Wednesday, September, 13, 2023 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

27. In case of any queries regarding the Annual Report, the Members may write to magnumventures@gmail.com to receive an email response.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 17, 2023 (09:00 am) and ends on Tuesday, September 19, 2023 (05:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 13, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 13, 2023.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor https://web.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update

their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (magnumventures@gmail.com). The same will be replied by the company suitably.

General Guidelines

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
- 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.
 - 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 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in
 - Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on September 13th, 2023 (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 e-voting at the AGM.
 - Those who become Members of the Company after dispatch of the Notice but on or before September 13th, 2023 (cut-off date) may follow instructions mentioned above for user ID and password. On receipt of user ID and password, the steps stated above should be followed for casting of vote.
 - The Scrutinizer shall after the conclusion of voting at the AGM, will unblock the votes cast through 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 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.
 - The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.magnumventures.in and on the website of CDSL 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.

Disclosure regarding Appointment & Re-appointment of Directors in the ensuing AGM

As per Regulation 36(3) of SEBI (LODR) Regulations, 2015, the brief resume, experience and other details pertaining to the Directors seeking appointment/ re-appointment in the ensuing Annual General Meeting are furnished below:

(A) Ms. Jyoti

Description	Particular
DIN	08296989
Father's Name	Sh. Surinder Kumar Palia
Date of Birth	23-05-1992
Age	31 Years
Address	B-3/3/488 A, Tara Nagar, Sector 15, Kakrola, Delhi- 110078
Designation	Independent Director
Education/ Qualification	B. Com. (Delhi University), LLB
Experience	5 Years approx
Nature of expertise in specific functional areas;	Human Resource, Administration and Management
Terms and conditions of appointment/ re-appointment	Terms and conditions of appointment/ re-appointment of Independent Directors are available at www.magnumventures.in
Remuneration sought to be paid and last drawn	Sitting Fee: 6500/- per meeting plus ₹3500/- Travelling charge per day
Date of first appointment on the Board	14.02.2019
Disclosure of relationships between directors inter-se	No
The number of Meetings of the Board attended during the year 2022-23	Six
Names of entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorship- 1. Magnum Venture Limited (From 14/02/2019 to till date) Membership in Committee- 1. Nomination And Remuneration Committee of Magnum Ventures Limited- Member 2. Stakeholders Relationship Committee of Magnum Ventures Limited- Member
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointee as Independent Directors	She is a law graduate, having knowledge of Corporate laws and experience of approx. 5 Years. She is having experience in Human Resource, Administration and Management., and that will be helpful for the Company in compliances prospect.
Summary of performance evaluation	She obtained 96.99% marked on her performance evaluation as Independent Director.

(B) Mr. Pradeep Kumar Jain

Description	Particular
DIN	00024879
Father's Name	Late Shri Salek Chand Jain
Date of Birth	05/09/1959
Age	63 Years
Address	113/3-4, Ansari Road, Darya Ganj, Delhi- 110002
Designation	Managing Director
Education/ Qualification	B.A. Arts (Delhi University)
Experience	41 Years approx.
Nature of expertise in specific functional areas;	Marketing and business development
Terms and conditions of appointment/ re-appointment	Terms and conditions of appointment/ re-appointment are mentioned in the Resolution in Notice of AGM
Remuneration sought to be paid and last drawn	Last drawn as well as Sought to be paid: Upto ₹1,15,000 p.m.
Date of first appointment on the Board	17.07.1985
Disclosure of relationships between directors inter-se	Mr. Pradeep Kumar Jain is the brother of Mr. Parveen Jain and Uncle of Mr. Abhay Jain
The number of Meetings of the Board attended during the year 2022-23	Five
Names of entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorship- Magnum Venture Limited Membership in Committee- Nil
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Magnum Ventures Limited-6.07%
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

(C) Mr. Shiv Pravesh Chaturvedi

Description	Particular
DIN	06834388
Father's Name	Shri Hari Shankar Chaturvedi
Date of Birth	01/01/1975
Age	48 Years
Address	C-1103, Arunima Palace Sector-4, Vasundhara, Ghaziabad- 201012
Designation	Whole-time Director
Education/ Qualification	MBA
Experience	25 Years approx.
Nature of expertise in specific functional areas;	Personnel Management
Terms and conditions of appointment/ re-appointment	Except Remuneration, other Terms and conditions of appointment/ re-appointment will remain same as before. Further Remuneration details are mentioned in the Resolution in Notice of AGM
Remuneration sought to be paid and last drawn	Last drawn: Upto ₹86,200 p.m. Sought to be paid: Upto ₹1,25,000 p.m.
Date of first appointment on the Board	01.04.2014
Disclosure of relationships between directors inter-se	No
The number of Meetings of the Board attended during the year 2022-23	Five
Names of entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorship- Magnum Venture Limited Membership in Committee- Nil
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

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

Item No. 3

As per Regulation 36(5) of SEBI (LODR) Regulations, 2015, the disclosures in respect of proposed appointment of statutory auditors are furnished below:

- (a) Proposed fees payable to the statutory auditor(s): ₹ 3,75,000 (Rupees Three Lacs Seventy Five Thousand only) per year plus applicable GST
- (b) Terms of appointment: Five Years Term
- (c) Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: No material change in the fee payable to such auditor from that paid to the outgoing auditor
- (d) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: The appointment of M/s Sahni Bansal & Associates, Chartered Accountants (Firm Registration Number: 514470C) is recommended by the Audit Committee in its meeting held on 21st August, 2023.

Item No. 4

On the recommendation of the Audit Committee, the Board of Directors at their meeting held on 29th May, 2023 approved the appointment of M/s V.K. Dube & Co., Cost Accountants (FRN: 000343) as Cost Auditors of the Company to conduct the audit of cost records for FY 2023-24 at a remuneration of ₹1,25,000/- (Rupees One Lac Twenty-Five Thousand Only) plus GST.

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. 4 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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 directors/KMP/members of the Company.

Item No. 5

On the recommendation of Nomination and Remuneration Committee, Board of Directors in its meeting held on 11th August, 2023, recommends the re-appoint Ms. Jyoti (DIN: 08296989) as an Independent Director of the Company, as per the applicable provisions of the Companies Act, 2013 and rules made thereunder to the shareholders.

Pursuant to the provisions of 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 Ms. Jyoti as Independent Director of the Company to hold the office for a second term of 5 (Five) consecutive years with effect from 14th February, 2024 to 13th February, 2029.

Ms. Jyoti is not disqualified from being appointed as Director in terms of Section 164 of the Act and she meets 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, Ms. Jyoti fulfils the conditions specified in the Act and the rules made thereunder and she is independent of the management.

Your approval is required for re-appointment of Ms. Jyoti as Independent Director by way of Special 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 directors/KMP/members of the Company.

Item No. 6

Subject to approval by shareholders in the General Meeting, the Board of Directors in its meeting held on 11th August, 2023 has re-appointed Mr. Pardeep Kumar Jain as Managing Director. His term will be for a period of 5 years commencing from 4th February, 2024 to 3rd February, 2029.

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

The Board has also decided to pay the remuneration of Mr. Pardeep Kumar Jain as per the existing terms that is upto ₹1,15,000/- (Rupees One Lac Fifteen Thousand Only) per month.

Members 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 re-appointment of Mr. Pardeep Kumar Jain as Managing Director by way of Special Resolution.

Except Mr. Pardeep Kumar Jain, 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 directors/KMP/members of the Company.

Item No. 7

The Board has decided to increase the remuneration of Mr. Shiv Pravesh Chaturvedi upto ₹1,25,000/- (Rupees One Lac Twenty-Five Thousand Only) per month, in its meeting held on 22nd February, 2023.

Members 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 to increase the remuneration of Mr. Shiv Pravesh Chaturvedi, Whole-time Director of the Company by way of Special Resolution.

Except Mr. Shiv Pravesh Chaturvedi, 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 directors/KMP/members of the Company.

Item No. 8

A. Particulars of the Offer including details of Board Resolution passed, kinds of securities offered, the price at which security is being offered and amount which the company intends to raise by way of such securities:

Board of Directors of the Company ("Board") at its meeting held on 21 August 2023, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1) (c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), of the following securities to the proposed allottees ("Proposed Allottees") upto an aggregate of 1,23,25,000 (One Crore Twenty Three Lakhs Twenty Five Thousand) Warrants convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹10/- (Rupees Ten only) each of the Company, at an exercise price of ₹40/- (Rupees Forty only) (including a premium of ₹30/- (Rupees Thirty Only) per Warrant/resulting Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto ₹ 49,30,00,000/- (Rupees Forty Nine Crores Thirty Lacs Only).

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

B. The Objects of the preferential issue:

Your Company intends to utilize the proceeds raised through the Issue ("Issue Proceeds") towards funding the following objects:

- a) Repayment of all or a portion of certain outstanding borrowings including interest thereon availed by Company;

a) Issue of Warrants to following person (Promoter):

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status	No. of Warrants to be issued	% of the post issue offer capital
1.	Parmod Kumar Jain	Promoter	Promoter	20,00,000	9.81
2.	Pradeep Kumar Jain	Promoter	Promoter	20,00,000	9.81

b) Issue of Warrants to following person(s) belonging to the Promoter Group and Non-Promoter

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed	No. of Warrants to be issued	% of the post issue offer capital
1.	Abhay Jain	Promoter Group	Promoter Group	20,00,000	10.63
2.	Parv Jain	Promoter Group	Promoter Group	20,00,000	9.51
3.	Veena Jain	Promoter Group	Promoter Group	23,25,000	4.01
4.	RMJ Securities Private Limited	Non-Promoter	Non-Promoter	20,00,000	2.96

c) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

The current and proposed status of the Proposed Allottees for the Warrants are detailed in Table E (a) & (b) above.

- b) Redemption of Redeemable, Non-Convertible and Non-Cumulative Preference Shares issued by the Company;
- c) Capital expenditure towards tangible and intangible assets;
- d) Working Capital purposes; and
- e) General corporate purposes

(Collectively, referred to herein as the "Objects")

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the borrowings were availed, and which are proposed to be repaid/prepaid from the Issue Proceeds and (iii) activities for which funds earmarked towards general corporate purposes shall be used. Further, our objects as stated in the Memorandum of Association do not restrict us from undertaking the activities for which the funds are being raised by our Company through this Issue.

C. Maximum Number of specified securities to be issued:

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to an aggregate of 1,23,25,000 (One Crore Twenty Three Lakhs Twenty-Five Thousand) Warrants each convertible into equivalent nos. of Equity Shares (i.e., one fully paid up Equity Share upon conversion of one Warrant held) of a face value of ₹10 (Rupees Ten only) each of the Company. Further, no assets of the Company are charged as securities for the said preferential issue.

- D. The allotment of Warrants is subject to Proposed Allottees, Promoter and Members of the Promoter Group, Non-Promoter not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees, Promoter, Members of the Promoter Group, Non-Promoter have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

- E. The names of the Proposed Allottees and the percentage of post preferential offer shareholding that may be held by them along with the Current and Proposed status are given below:

F. Intent of the Promoters, Directors or Key Managerial Personnel (KMP) of the issuer to subscribe to the offer:

Apart from the Proposed Allottees categorized as Promoter/ Promoter Group for issuance of Warrants as mentioned in Table E(a) & (b) above, no other Promoter, director or key managerial personnel intend to subscribe to the present preferential issue.

G. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants is Monday, 21 August 2023 ("Relevant Date"), being the date, which is 30 days prior to the Annual General Meeting i.e. Wednesday, 20 September 2023 (on which date this resolution, if approved by members as Special Resolution, will deemed to be passed).

H. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

I. Basis on which the price has been arrived and Valuation Report:

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares/ Warrants in preferential issues has to be calculated as:

- a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on NSE and BSE. As per the trading volume data available on the Stock Exchanges, the shares of the Company are frequently traded, with higher trading volume at NSE, being the Stock Exchange where securities of the Company are permitted to trade and highest trading turnover during last 240 trading days, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchanges preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottees, the pricing shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares); Or
- ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations;

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated August 21, 2023 from Mr. Manish Agarwal, an Independent Registered Valuer [Registration Number: IBBI/RV/03/2019/12187] having Office at 307, Prakash Deep building, Tolstoy Marg, Connaught palace, New Delhi-110001 and the copy of the same has been hosted on the website of the Company which can be accessed at http://www.magnumventures.in/pdf/preferential-issue/Valuation-Report_MVL_21%20Aug-2023_1.pdf

As per the Valuation Report, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations at which Warrants can be issued is ₹39.97/- (Rupees Thirty Nine and Paise Nine Seven only).

It is proposed that the Warrants shall be issued at an exercise price of ₹40/- (Rupees Forty only) (including a premium of ₹30/- (Rupees Thirty Only) per underlying equity share of face value of ₹10/- each which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Price determined as per 90 trading days VWAP – ₹39.97/-

Price determined as per 10- trading days VWAP – ₹34.44/-

Price determined as per Net Asset Valuation – ₹10.16/-

Price Determined as per Discounted Cash Flow – ₹31.86/-

Hence the price determined as per Valuation Report is – ₹39.97/-.

Accordingly, the proposed issue price is more than the price determined under Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations. Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

J. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

K. Payment of Consideration:

For Warrants: In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

N. The shareholding pattern of the issuer Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non-promoters are as follows:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Equity Shares Held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding:				
1	Indian:				
	Individual	2,11,19,044	38.15	3,14,44,044	46.46
	Bodies Corporate	-	-	-	-
	Sub-Total	2,11,19,044	38.15	3,14,44,044	46.46
2	Foreign Promoters	1,66,48,510	30.08	1,66,48,510	24.60
	Sub-Total (A)	3,77,67,554	68.23	4,80,92,554	71.06
B	Non-Promoters' holding:				
1.	Institutional Investors	58,054	0.11	58,054	0.09
2.	Non- Institution				
	Private Corporate Bodies	8,43,361	1.52	28,43,361	4.20
	Directors and Relatives	-	-	-	-
	Indian Public	1,61,60,900	29.20	1,61,60,900	23.88
	Others (Including NRI's)	5,22,015	0.94	5,22,015	0.77
	Sub- Total (B)	1,75,84,330	31.77	1,95,84,330	28.94
	GRAND TOTAL	5,53,51,884	100.00	6,76,76,884	100.00

Notes:

- The Pre-preferential shareholding pattern is as on 30th June 2023.
- The above pre-issue and post-issue shareholding is prepared assuming full conversion of existing Warrants as well as Warrants issued pursuant to resolution at item No. 8 into equity shares.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

L. Dues toward SEBI, Stock Exchanges or Depositories:

There are no outstanding dues of the Company payable towards Stock Exchanges or Depositories as on the date of this Notice.

However SEBI imposed a penalty of ₹12,00,000 pursuant to SEBI Order no. QJA/SP/CFID/CFID-SEC4/26875/2023-24 dated 31st May, 2023. The Company filed appeal to Securities Appellate Tribunal for the said matter. The Securities Appellate Tribunal has passed the order dated July 13, 2023 directing the Company to deposit the said penalty amount which shall be subject to the result of the appeal. The Company tried to deposit the said amount but faced some technical issue in online payment on SEBI portal for which the various emails have been sent to SEBI but no resolution has been provided by SEBI till date.

M. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ resulting Equity Shares; there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

O. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants and Equity Shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

Q. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants/ equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre- preferential holding & (%) (assuming full conversion of existing warrants)	Present issue of Warrants	Post preferential holding & (%) (assuming full conversion)
1.	Parmod Kumar Jain	ADVPJ3524E	Parmod Kumar Jain	46,37,650 (8.38)	20,00,000	66,37,650 (9.81)
2.	Pradeep Kumar Jain	AAEPJ3120G	Pradeep Kumar Jain	46,38,150 (8.38)	20,00,000	66,38,150 (9.81)
3.	Abhay Jain	AAEPJ3124C	Abhay Jain	51,96,950 (9.39)	20,00,000	71,96,950 (10.63)
4.	Parv Jain	AHLPJ7813J	Parv Jain	44,37,500 (8.02)	20,00,000	64,37,500 (9.51)
5.	Veena Jain	AAKPJ3467C	Veena Jain	3,85,000 (0.69)	23,25,000	27,10,000 (4.01)
6.	RMJ Securities Private limited	AABCR4319R	Naresh Kumar Jain	Nil	20,00,000	20,00,000 (2.96)

1. The Pre-issue Shareholding is as on 21 August 2023.

2. There shall not be change in control consequent to the present preferential issue of Warrants and Equity shares.

Q. Lock in Requirement

The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

- The entire pre-preferential shareholding of the Proposed Warrant Allottees shall be subject to lock-in as per the SEBI ICDR Regulations.
- The Warrants to be issued to the Proposed Warrant Allottees shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.
- The proposed allotment of Equity Shares pursuant to conversion of Warrants to the Proposed Warrant Allottees, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

R. Undertaking

- Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

- As per the information available with the Company and confirmed by the Directors/ Promoter/ KMPs; none of the Directors or Promoters or KMPs/ Non-Promoter who are proposed to be allotted Warrants in terms of this Notice, are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the preferential Issue to its Promoter (including Promoter Group)/ Non-Promoter under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI ICDR Regulations, the Company shall re-compute the price of the Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges, where the equity shares of the issuer are listed and the SEBI Listing Regulations, as amended, and any circular or notification issued by SEBI.

- The Company will make an application to the Stock Exchanges at which the existing Equity shares are listed, for listing of the proposed Equity Shares.

T. Practicing Company Secretary's Certificate:

The certificate obtained from M/s. Munish K Sharma & Associates LLP, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and certificate confirming the pricing as per 164(1) and certificate as per 163(2), shall be available for inspection on the website of the Company at <http://www.magnumventures.in/> upto 20 September 2023.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to persons belonging to the Promoter, Promoter Group and Non-Promoter, is being sought by way of a "Special Resolution" as set out in the said item no. 8 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolutions at Item no.8 of the accompanying Notice for approval by the Members of the Company.

Mr. Pardeep Kumar Jain & Mr. Abhay Jain, Managing Directors and Mr. Parv Jain, CFO of the Company and their relatives are interested in the Special Resolution as Promoter/Promoter Group, Directors and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 8 of this Notice.

Item No. 9

The present Authorised Share Capital of the Company is ₹85,50,00,000/- (Rupees Eighty-Five Crores Fifty Lakhs Only) divided into 5,55,00,000 (Five Crores Fifty-Five Lakhs) equity

shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 21 August 2023, had accorded its approval for increasing the Authorised Share Capital from existing ₹85,50,00,000/- (Rupees Eighty-Five Crores Fifty Lakhs only) divided into 5,55,00,000 (Five Crores Fifty-Five Lakhs) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each to ₹97,82,50,000/- (Rupees Ninety-Seven Crores Eighty-Two Lakhs Fifty Thousand Only) divided into 6,78,25,000 (Six Crores Seventy-Eight Lakhs Twenty-Five Thousand) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each, subject to shareholders' approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from ₹85,50,00,000/- (Rupees Eighty-Five Crores Fifty Lakhs only) to ₹97,82,50,000/- (Rupees Ninety-Seven Crores Eighty-Two Lakhs Fifty Thousand Only) by creation of 1,23,25,000 (One Crore Twenty Three Lakhs Twenty Five Thousand) additional equity shares of ₹10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal to increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 25 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting the 43rd Annual Report on business and operations along with Audited Annual Accounts for the financial year ended March 31, 2023. The financial highlights for the said financial year are given below:

FINANCIAL HIGHLIGHTS

Particulars	(Amount in Lakh)	
	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Total Income	46,549.88	33,160.13
Total Expenditure	43,882.63	32,372.01
Profit /(Loss) Before Tax	2,667.25	788.13
Effect of Extra Ordinary Item & Exceptional Items	(4,267.41)	(320.06)
Provision for tax	-	-
Current Tax	-	-
Deferred Tax	(151.45)	(46.69)
Earlier Year Tax	-	-
Profit/(Loss) After Tax	7,086.10	514.76
Paid-up Share Capital		
Equity Shares	4210.19	3,760.19
Preference Shares	2,050.00	2,500.00
Earnings Per Share - In ₹		
Basis	18.78	1.37
Diluted	18.78	1.37

REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIR

Year in Retrospect

During the year under review, total income of the Company was ₹46,549.88/- Lakh as against ₹33,160.14/- Lakh in the previous year reflecting income growth of 40.38%. During the current reporting period, the Company's profit after tax is ₹7,086.10 Lakh.

Segments

Paper Division

We are pleased to inform to our stakeholders that, at present, the Company is manufacturing the following Products:

- Grey Board
- Newsprint
- Duplex Board
- N.S. Paper & Board
- Kraft Paper & Board

The Detail of Paper manufacture and sale during the Fiscal year 2021-22 and 2022-23 are as under:

Particular	2022-23	2021-22
Production	69,194 MT	56,828 MT
Sale	67,129 MT	56,705 MT

Hotel Division

The Company owns a hotel unit in the name of Country Inn & Suites by Radisson, Sahibabad. It is the first eco-friendly concept based five-star vegetarian hotel in Delhi NCR, the second largest in the world under the brand of Country Inn & Suites.

The Hotel Division started its operation w. e. f. 15-02-2009 under the Brand "Country Inn & Suites by Carlson". The brand owner Country Rezidor Hotel Group has globally changed the name of the hotels to Country Inn & Suites by Radisson and accordingly your Company has changed name of its hotel to "Country Inn & Suites by Radisson" with effect from 17th January 2018. The change in name is done globally as a strategy to allow the brand and the individual hotels to leverage the global recognition and strength of the Radisson brand.

Change in the nature of business

There was no change in the nature of the business of the Company during the financial year ended on March 31, 2023.

DIVIDEND & RESERVES

Your directors do not recommend any dividend for the financial year ended March 31, 2023.

Details of the amount which the Company carries to reserves are provided in Note No. 12 to the Financial Statements.

DIRECTORS AND KMPs

None of the Directors of your Company is disqualified as per provision of section 164(1) & (2) of Companies Act, 2013 and rules made thereunder. Your directors have made necessary disclosures as required under various provisions of the Companies Act, 2013.

(i) Retirement By Rotation:

In accordance with the provisions of section 152 (6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Parveen Jain (DIN: 00423833) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment. Your directors recommend for his appointment/ re-appointment.

(ii) Appointment/Re-appointment/ Resignation of Independent Directors

Mr. Manish Kumar (DIN: 09426619), Independent Director of the Company, due to his personal reasons, has tendered his resignation vide letter dated 09 June, 2022 to the Company and received by the Company on the same day. His resignation was noted and accepted w.e.f. 09 June, 2022 by the Board.

Thereafter, to fill the casual vacancy of Independent Director caused due to resignation of Mr. Manish Kumar, Ms. Shalini Rahul (DIN: 09357650) has been appointed as an Independent Additional Director of the Company in Board Meeting dated 10th August, 2022 for a term of five years pursuant to provisions of the Companies Act, 2013 and her appointment has been approved by the members in the Annual General Meeting held on September 09, 2022.

Ms. Aanchal Jain (DIN: 05348101) and Ms. Jyoti Bansal (DIN: 08489503) have been re-appointed as Independent Directors of the Company for a second term of five years by the members in the Annual General Meeting held on September 09, 2022, pursuant to provisions of the Companies Act, 2013.

Ms. Jyoti (DIN: 05348101) is being proposed for re-appointment as Independent Director of the Company for

a second term of five years, to the members at the ensuing Annual General Meeting.

(iii) Appointment/ Resignation of Director and Key Managerial Personnel

Mr. Abhay Jain was redesignated as Managing Director of the Company for a term of five years and Mr. Shiv Pravesh Chaturvedi was redesignated as Whole-time Director of the Company for a term of five years by the members at the Annual General Meeting held on 9th September, 2022.

Mr. Pardeep Kumar Jain is being proposed for re-appointment as Managing Director of the Company for another term of five years, to the members at the ensuing Annual General Meeting to be held on September 20, 2023.

Brief resume and other description/ disclosure regarding the directors to be appointed / reappointed are given under the notice and explanatory statement.

There is no change in the Key Managerial Personnel of the Company during the financial year 2022-23.

(iv) Declaration by Independent Directors

The Independent Directors have given their respective declarations to the Board confirming that they meet the criteria of Independence to be appointed as Independent Director under the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015.

(v) Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors which include criteria for performance evaluation of the Non-Executive Directors and Executive Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities & Exchange Board of India (SEBI) under SEBI (LODR) Regulations, 2015. The Company has devised an evaluation matrix for the performance evaluation and collates the evaluation results internally.

A meeting of Independent Director was held on 14th February 2023 without the attendance of other directors (Non-Independent) to review the performance of Non-Independent Directors, the Board as a Whole, Chairman of the Company/ Meetings, to assess the flow of information between Company Management and the Board. It was noted that the Board is broad based, information is timely provided, decisions are taken after due deliberations, Board members are encouraged by the Chairman to participate and offer their independent advice based on their experience and act in the best interest of the company and its stakeholders.

The Board is of the opinion that the independent directors appointed during the year holds adequate integrity, expertise and experience (including the proficiency).

MATERIAL CHANGES

During the financial year, the company has revalued its Property, Plant & Equipment as on March 31, 2023 by adopting revaluation model, in accordance with Ind AS 16, based on valuation report of an independent registered valuer. Earlier this Property, Plant & Equipment were valued on cost model. The effect of revaluation has been recognized in Other Comprehensive Income and credited to Revaluation Surplus in Other Equity. Adopting the revaluation

model in accordance with Ind AS 16 from cost to fair value of Property, Plant & Equipment resultant in true and fair view of the financial statement.

Details relating to unpaid or unclaimed deposits or default in repayment of deposit as on 31st March 2023 as covered under Chapter V of the Act are as follows:

1.	Accepted during the year	NIL
2.	Remained unpaid or unclaimed as at the end of the year	NIL
3.	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-	NIL
4.	At the beginning of the year	NIL
5.	Maximum during the year	NIL
6.	At the end of the year	NIL
7.	Details of deposits which are not in compliance with the requirements of Chapter V of the Act	NIL

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings/ outgo is included in Annexure I to this Report.

PARTICULARS OF EMPLOYEES

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act 2013, read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure II to this Report.

The Company does not have any employees who was:

- employed throughout the financial year and in receipt of annual remuneration of ₹1.02 Crore or more;
- employed for part of the year and in receipt of monthly remuneration of ₹8.5 Lakh or more ;

HUMAN RESOURCE DEVELOPMENT

The Company has been successful in building a performance-oriented culture with high levels of engagement and empowerment in an environment of teamwork. The focus has been on creating reserves through cross functional and inter-disciplinary exposure at all levels to ensure redundancy and robustness in the organization. The morale of the team is at a high level.

VIGIL MECHANISM

A vigil mechanism of the Company which also includes a Whistle Blower Policy pursuant to Section 177(9) & 10 of Companies Act, 2013, has been established and can be accessed on the Company website at www.magnumventures.in.

AUDIT COMMITTEE

The Audit Committee as on 31st March 2023 comprises of the following Directors:

- Ms. Aanchal Jain, Independent Director (Chairman);
- Ms. Jyoti Bansal, Independent Director (Member);
- Mr. Parveen Jain, Non-executive Director (Member)

All the recommendations made by the Audit Committee were accepted by the Board. Further, details such as constitution and

PUBLIC DEPOSITS

The Company has not accepted, renewed, and repaid any deposit from the public during the period under review.

meetings, held during the financial year, etc. of audit committee are included in the Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee as on 31st March 2023 comprises of the following Directors:

- Ms. Jyoti, Independent Director (Chairman);
- Ms. Jyoti Bansal, Independent Director (Member);
- Ms. Aanchal Jain, Independent Director (Member);
- Mr. Parveen Jain, Non-executive Director (Member)

All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board. Further, details such as constitution and meetings held during the financial year, etc. are included in the Corporate Governance Report.

The Nomination and Remuneration Policy has also been framed by the Nomination and Remuneration Committee including criteria for determining qualifications, positive attributes, independence of a director and can be accessed on the Company website at www.magnumventures.in.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee as on date comprises of the following Directors:

- Ms. Jyoti Bansal, Independent Director (Chairman);
- Ms. Jyoti, Independent Director (Member);
- Mr. Parveen Jain, Non-executive Director (Member)

All the recommendations made by the Stakeholders Relationship Committee were accepted by the Board. Further, details such as constitution and meetings held during the financial year, etc. are included in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has crossed the limit as prescribed under Section 135 of the Companies Act, 2013 with respect to net profit of rupees five crores, hence the provision of CSR becomes applicable to the Company for the financial year 2022-23. The Board has approved the CSR Policy, which can be accessed on the Company website at www.magnumventures.in and the annual report on CSR activities for the year 2022-23 in the format as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as **Annexure III** to this Report.

MEETINGS OF THE BOARD

The Board of Directors met six times on 28th May, 2022, 10th August, 2022, 14th November, 2022, 10th January, 2023, 14th February 2023 and 22nd February, 2023 during the financial year 2022-23.

Further, the Company had a meeting of Independent Directors dated 14th February, 2023.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

No disclosure or reporting is required in respect of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 as there was no such transaction during the reporting period.

RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into during the financial year were on the arm's length and in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee of the Board for their approval.

The Company has formulated a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. The policy is available on the Company's website www.magnumventures.in.

The current and the future transactions will be deemed to be 'material' in nature as defined in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"). All related party transactions and subsequent material modifications shall require prior approval of the audit committee as per Regulation 23 of the SEBI (LODR) Regulations, 2015 and all material related party transaction shall require approval of shareholders through resolution and the related party shall abstain from voting on such resolution whether the Company is a related party to the particular transaction or not.

The related party transaction, referred to Section 188(1) of the Companies Act, 2013, entered and continued during the financial year are attached herewith in Form AOC-2 as **Annexure IV** to this Report.

RISK MANAGEMENT

Your Company has established the Risk Management System to mitigate the risk faced by the Company in the ordinary course of business. The Company has also formulated a Risk Management Policy which is available on the Company's website www.magnumventures.in. The factors that affect the Company's profitability and operations are regularly monitored and offers/proposals submitted by the Company to its customers are modified accordingly. In the opinion of the Board, there is no risk which may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. Please refer to the report on Internal Financial control, which forms the part of Auditors' Report in Annexure B.

The Company is taking steps to further strengthen the internal financial controls system in the financial year 2023-24.

CORPORATE GOVERNANCE

The Company is in compliance of all mandatory requirement of Corporate Governance as stipulated under SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (hereinafter referred to as 'SEBI Listing Regulations'), with the Stock Exchanges. For the year ended March 31, 2023, the compliance status is provided in the Corporate Governance section of the Annual Report. A Certificate issued by CS Vijay Kumar Sharma, Partner of Munish K Sharma & Associates LLP, Company Secretaries confirming compliance of the conditions of Corporate Governance stipulated in Regulations 17 to 20, 22, 23, 25, 26, 27 and clauses (b) to (g), (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") for the period April 1, 2022 to March 31, 2023 is annexed in **Annexure V**.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Aggarwal & Rampal, Chartered Accountants, (FRN: 003072N) were appointed as Statutory Auditors of the Company for a period of five years at the 38th Annual General Meeting held on 22nd Day of September, 2018 to hold the office till the conclusion of the 43rd Annual General Meeting.

The term of the existing auditor will expire in the ensuing Annual General Meeting, hence the name of M/s Sahni Bansal & Associates, Chartered Accountants (Firm Registration Number: 514470C), is proposed by the Board of Directors in their meeting held on 12th August, 2023 for appointment as the Statutory Auditors of the Company for five years to hold office from the conclusion of the ensuing AGM till the AGM to be held in the year 2028.

The notes on financial statements referred to in the Auditor's report are self-explanatory and do not call for any further comments.

The Key audit matters/ Emphasis of Matters/ qualification/ reservation/ adverse in the Auditor's Report and Directors' response to the same is as follows:

Key Audit Matter

- a) We refer to the note no-01 of the financial statement, the Company has revalued its Property, Plant & Equipment as on March 31, 2023 by adopting revaluation model, in accordance with Ind AS 16, based on valuation report of an independent registered valuer. Earlier these Property, Plant & Equipment were valued on cost model. The effect of revaluation has been recognized in Other Comprehensive Income and credited to Revaluation Surplus in Other Equity. Revaluation of PPE is consider to be a key Audit Matter due to the magnitude of the underlying amount and judgement involved in the assessment of fair value of these assets.
- b) We refer to the note no-11 to the financial statement, the Company has issued 1,77,50,000 warrants convertible into equivalent nos. of equity shares at an exercise price of ₹25 (including a premium of ₹15 per warrant) under preferential allotment. Further the company has allotted 45,00,000 equity shares of face value of ₹10 each fully paid up on preferential basis.

Directors' Reply: The key audit matters are self-explanatory and does not required further director's comments.

Emphasis of Matter:

- a) Balances of M/s Alchemist Asset Reconstruction Company Limited as on March 31, 2023 are subject to confirmation and any variation would be subject to reconciliation and

adjustment thereon and it may impact the true and fair view of the affairs.

Directors' Reply: The company reconciles the account with Alchemist Asset Reconstruction Company Limited on regular basis and no variation has been noticed.

- b) The company and its director Including erstwhile directors and company secretary had received the show cause notice dated September 02, 2022 U/S 11(1), 11(4), 11(4A), 11B(1), 11B(2) read with section 15HA and section 15HB of Securities Exchange Board of India Act 1992 and Rule 4 of Securities Exchange Board of India Rules 1995 subsequent to the investigation conducted by the Securities Exchange Board of India for the year ended March 2017 to March 2020. The company has filed its detailed submission on various dates in response to the said notice and no provision for any penalty or fines (if Imposed) has been accounted in the financials.

Directors' Reply: The SEBI passed its final order dated 31st May 2023, The Company as well as its directors and company secretary have filed appeal against the said order to Securities Appellate Tribunal – Mumbai.

The Securities Appellate Tribunal has passed the order dated July 13, 2023 directing the Company to deposit the penalty amount which shall be subject to the result of the appeal. In the meanwhile, the SEBI order restraining the Company from accessing the securities market shall remain stayed.

Pursuant to Order of Securities Appellate Tribunal the Company tried to deposit the said penalty amount to SEBI various time but deposit of penalty is delayed due to some technical issue faced in online payment on SEBI portal for which the various emails have been sent to SEBI.

- c) Balance of Debtors, Creditors & Advances as on March 31, 2023 are subject to confirmation and reconciliation consequential effect (if any) on the financial statement remains unascertained.

Directors' Reply: The company regularly reconciling its account with its debtors, creditors & advances and there is no deviation is expected in the balances of debtors, creditors & advances.

- d) The inventory has been physically verified by the management and it being a technical matter we are unable to comment upon the quantity, pricing and method being used for valuation of the Inventory and have relied upon the value and quantity certified by the management.

Directors' Reply: The Company do conduct Physical verification of inventory at regular intervals through actual counting, weighing and measuring all items of stock, recording the results and to ensure that the materials are according to the nomenclature, description, specification shown in the stock records and the actual balances of such stocks agree with balances.

- e) Refer Note No. 6 under other notes in Notes to Accounts annexed with the financial statements for the year ended March 31, 2023 wherein the total outstanding debtors for the year ended March 31, 2023 amounting to ₹3990.17 lakhs lakhs include ₹33.32 lakhs which are due for more than six months

Directors' Reply: The company through its management have an efficient recovery policy from its debtors through regular follow up. The debtors in total as at 31st March 2023 was 3990.17 Lakhs out of which 33.32 Lakhs is outstanding for more than six months is 33.32 Lakhs, its only 0.83% of the total debtors as at 31st March 2023.

Others:

In our opinion and according to the information and explanations given to us, the Company has an internal financial controls system over financial reporting however it is needed to be further strengthened to commensurate with the size of the company and nature of the business.

Directors' Reply: The primary purpose of internal controls system is to help safeguard an organization and further its objectives. Internal controls function to minimize risks and protect assets, ensure accuracy of records, promote operational efficiency, and encourage adherence to policies, rules, regulations, and laws. To achieve, the management have efficient internal control system. The company and management keep on strengthen internal control system and procedures on regular basis.

COST AUDITORS

In accordance with the provisions of Companies (Cost Records and Audit) Amendment Rules, 2014 Rule 3 and 4 mandates Paper Industry to get the audit of its cost records after a prescribed turnover of the product and the Company is required to get its cost record audited for the financial year 2022-23.

M/s V.K. Dube & Co., Cost Accountants, were appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2022-23.

Particulars of Cost Auditors' are as follows:

Name of the Cost Auditor's Firm	V.K. Dube & Co., Cost Accountants
Membership Number of Cost Auditor	000343
Address:	R-8/90, Raj Nagar, Ghaziabad, Uttar Pradesh 201002
E-mail id	vkdubeco@gmail.com

INTERNAL AUDITOR

M/s Sahni Bansal & Associates, (Chartered Accountants) was appointed as Internal Auditor of the Company for the financial year 2022-23. However, they have resigned vide his letter dated 2nd November, 2022. They have done the internal audit for the first quarter of the year i.e., 1st April, 2022 to 30th June, 2022 only.

Particulars of Internal Auditors' are as follows

Name of the Internal Auditor	M/s Sahni Bansal & Associates, Chartered Accountants
Address	Office No. 113/10, 1st Floor, Navyug Market, Ghaziabad – 201001 U.P.
E-mail Id	sahni bansalca@yahoo. co.in

The Board has appointed M/s D N Jha & Associates for the period starting from 1st July 2022 to 31st March 2023, in the board meeting held on 14th February, 2023.

Particulars of Internal Auditors' are as follows

Name of the Internal Auditor	M/s D N Jha & Associates, Chartered Accountants
Address	M/s D N Jha & Associates, Chartered Accountants
E-mail Id	dnjhaandassociates@ gmail.com

SECRETARIAL AUDITOR

The Board has appointed M/s. Munish K Sharma & Associates LLP, Company Secretaries, to conduct the Secretarial Audit of the Company for financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith marked as Annexure VI to this Report.

Particulars of Internal Auditors' are as follows

Name of the Secretarial Auditor's Firm	M/s Munish K Sharma & Associates LLP, Company Secretaries
Name & Membership Number of Secretarial Auditor	Mr. Vijay Kumar Sharma, F-9924
Address:	AAF-14, Shipra Krishna Azure, Kaushambi, Ghaziabad, U.P.- 201010
E-mail id	munish_171@yahoo.com

The Secretarial Auditor's report is self-explanatory and do not call for any further comments except for the following observations:

1. Balances of M/s. Alchemist Assets Reconstruction Company Limited as on 31 March 2023 are subject to confirmation and any variation would be subject to reconciliation and adjustment thereon and it may impact the true and fair view of the affairs.

Directors' Reply: The company reconciles the account with Alchemist Asset Reconstruction Company Limited on regular basis and no variation has been noticed.

2. Balance of Debtors, Creditors & Advances as on 31 March 2023 are subject to confirmation and reconciliation consequential effect (if any) on the financial statements remains unascertained.

Directors' Reply: The company regularly reconciling its account with its debtors, creditors & advances and there is no deviation is expected in the balances of debtors, creditors & advances.

3. The total outstanding debtors for the year ended 31 March 2023 amounting to ₹3990.17 lakhs include ₹33.32 lakhs which are due for more than six months.

Directors' Reply: The company through its management have an efficient recovery policy from its debtors through regular follow up. The debtors in total as at 31st March 2023 was 3990.17 Lakhs out of which 33.32 Lakhs is outstanding for more than six months is 33.32 Lakhs, its only 0.83% of the total debtors as at 31st March 2023.

4. The Company has an internal financial controls system over financial reporting however it is needed to be further strengthen to commensurate with the size of the Company and nature of its business.

Directors' Reply: The primary purpose of internal controls system is to help safeguard an organization and further its objectives. Internal controls function to minimize risks and protect assets, ensure accuracy of records, promote operational efficiency, and encourage adherence to policies, rules, regulations, and laws. To achieve, the management have efficient internal control system. The company and management keep on strengthen internal control system and procedures on regular basis.

ANNUAL SECRETARIAL COMPLIANCE REPORT

In compliance with SEBI circular dated February 8, 2019, bearing reference no. CIR/CFD/CMDI/27/2019, the Company has filed the Annual Secretarial Compliance Report for the year 2022-23 with the BSE Ltd. and National Stock Exchange of India Limited. The report was received from CS Vijay Kumar Sharma, Partner at Munish K Sharma & Associates LLP, Company Secretaries and filed within the stipulated time.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of section 134(5) of the Companies Act, 2013, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a. in preparation of the annual accounts for the financial year ended March 31, 2023, the applicable Accounting Standards have been followed and there is no material departure from the same;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of March 31, 2023 and of the profit and loss of the Company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SIGNIFICANT & MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MAINTENANCE OF COST RECORDS

Your Company maintains cost records as specified by the Central Government under Section 148(1) of the Companies Act.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the policy is available on the Company's website www.magnumventures.in.

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year 2022-23, no complaints were received by the Company related to sexual harassment and no complaints were pending at the end of the reporting period.

ANNUAL RETURN

As required pursuant to the provisions of Section 134 of the Companies Act, 2013, Annual Return in Form MGT-7 shall be made available at the Company's website at www.magnumventures.in.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required in terms of the SEBI Listing Regulations, is annexed to this Report.

STOCK EXCHANGE LISTING

The shares of the Company are listed on the Bombay Stock Exchange Limited (BSE Scrip Code: 532896) and National Stock Exchange (NSE Symbol: MAGNUM).

The listing fee for the financial year 2023-24 has already been paid to the Bombay Stock Exchange and National Stock Exchange.

COMPLIANCE ON SECRETARIAL STANDARDS

The provisions of the applicable Secretarial Standards have been duly complied with during the financial year 2022-23.

ENVIRONMENTAL PROTECTION, HEALTH AND SAFETY

During the year, the Company enhanced its efforts to address Health, Safety and Environment matters. The Safety & Health of employees and external stakeholders are embedded in the core organizational values of the Company. The Health & Safety Policy aims to ensure safety of public employees, plant & equipment, ensure compliance with all statutory rules and regulations, imparting training to its employees, carrying out safety audits of its facilities, and promoting eco - friendly activities.

The Company continues to maintain good track record on safety. MVL also has a Committee for the safeguard of its workmen. This Committee meets at regular intervals to take measures for worker's protection in order to make the Company a safe place to work.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143

As per the explanations given by the Auditors in their report no material fraud on or by the Company or any fraud in the Company

by its officers or employees has been noticed or reported during the year.

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES DURING THE YEAR

No Company has become or ceased to be subsidiary/joint venture/associate company of the Company during the year under review.

CAPITAL STRUCTURE:

During the financial year 2022-23 the following changes took place in the share capital of the Company:

The Company has increased its Authorised share capital from ₹69,00,00,000/- (Rupees Sixty-Nine Crores Only) divided into 3,90,00,000 (Three Crores Ninety Lakh) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) Preference Shares of ₹100/- (Rupees One Hundred) each to ₹85,50,00,000/- (Rupees Eighty-Five Crores Fifty Lakhs only) divided into 5,55,00,000 (Five Crores Fifty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹100/- (Rupees One Hundred) each.

Further, Issued, Subscribed and paid-up share capital of the Company as on 31st March, 2023 is ₹62,60,18,840/- (Rupees Sixty-Two Crore Sixty Lakh Eighteen Thousand Eight Hundred and Forty Only) comprising of 4,21,01,884 fully paid-up Equity Shares of ₹10/- each amounting to ₹42,10,18,840/- and 20,50,000 fully paid-up Non-Convertible and Non-Cumulative Preference Shares of ₹100/- each amounting to ₹20,50,00,000/-

The Company has issued and allotted 1,77,50,000 warrants convertible into equity shares on preferential basis to the promoters/promoter group of the Company in the Extra-Ordinary General Meeting held on 8th February, 2023.

The Company issued and allotted 45,00,000 equity shares pursuant to conversion of 45,00,000 warrants in the board meeting held on 22nd February, 2023.

The Company has redeemed 4,50,000 Preference Shares on 22nd February, 2023, pursuant to the terms attached to such shares.

RECEIPT OF AMOUNT FROM DIRECTORS:

During the financial year 2022-23, the Company has received following amounts from the Directors as referred in sub-clause (viii) of clause (c) of sub-rule (1) of Rule 2 of The Companies (Acceptance of Deposits) Rules, 2014 along with declarations thereof:

S. No.	Name of Director	Amount Received by the Company
1.	Mr. Abhay Jain	7,78,25,000
2.	Mr. Parveen Kumar Jain	3,54,00,000
3.	Mr. Pardeep Kumar Jain	10,18,57,000

UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT

During the financial year 2022-23, the Company has raised funds by way of preferential issue of 1,77,50,000 Warrants convertible into equity shares. The funds raised have been utilized as per the objects of the issue. The details of Funds utilization in financial year 2022-23 are as follows:

S. No.	Funds Utilized	Amount
1.	Repayment of all or a portion of certain outstanding borrowings including interest thereon availed by Company	₹ 15,03,12,500/-
2.	Redemption of Redeemable, Non-Convertible and Non-Cumulative Preference Shares issued by the Company	₹ 4,50,00,000/-

ACKNOWLEDGEMENT

Your directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Bankers and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board
Magnum Ventures Limited

Sd/-
Pardeep Kumar Jain
Managing Director
DIN: 00024879
Add: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Sd/-
Abhay Jain
Managing Director
DIN: 01876385
Add: 113/3-4, Ansari Road,
Darya Ganj, New Delhi -110002

Date: 21st August, 2023
Place: Ghaziabad

Annexure I

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE

Information as required under the Companies Act, 2013 is given under

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy- No major steps were taken.
- (ii) The steps taken by the company for utilising alternate sources of energy – No alternate source of energy was used.
- (iii) The capital investment on energy conservation equipment- No capital Investment on energy conservation equipment.

(B) Disclosure of particulars with respect to Technology Absorption

- (i) the efforts made towards technology absorption; Due to Covid and slow market conditions, no efforts have been made towards technology absorption
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; No benefits derived.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- No technology is imported during the year.
 - (a) the details of technology imported; - NA
 - (b) the year of import; - NA
 - (c) whether the technology been fully absorbed; - NA
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof- NA
- (iv) the expenditure incurred on Research and Development. Nil

(C) Foreign Exchange Earnings and Outgo:

The detailed information in respect of Foreign Exchange Earnings and Outgo has been given under (iv) of Other Notes in Notes to Accounts annexed with the financial statements for the year ended March 31, 2023.

For and on Behalf of the Board
Magnum Ventures Limited

Sd/-
Pardeep Kumar Jain
Managing Director
DIN: 00024879

Sd/-
Abhay Jain
Managing Director
DIN: 01876385

Date: 21st August, 2023
Place: Ghaziabad

ANNEXURE II

Section 197(12) of the Companies Act 2013, read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

PART-A

- (i) The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of the Director/ KMP for the F Y 2022-23	Remuneration	Ratio	% of increase of remuneration in FY
1.	Mr. Pardeep Kumar Jain (MD)	13,10,000	7.8	43.75%
2.	Mr. Abhay Jain (MD)	13,10,000	7.8	43.75%
3.	Mr. Shiv Pravesh Chaturvedi (WTD)	9,84,400	5.8	104%
4.	Mr. Parv Jain (CFO)	17,11,464	10.2	Nil
6.	Ms. Aaina Gupta (CS)	6,70,000	3.9	18%

- (ii) The percentage increase in the median remuneration of employees in the financial year;

The median remuneration of employees has increased 26% amounted to ₹1,68,146/- during the FY 2022-23 as compared to ₹1,33,200/- in FY 2021-22.

- (iii) The number of permanent employees on the rolls of the Company

The total number of employees on the rolls of the Company is as follow:

At the beginning of the year: 530 (Hotel), 753 (Paper)

At the end of the year: 545 (Hotel), 830 (Paper)

- (iv) Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

There is 7% average increase in the remuneration of employees during the FY 2022-23 and 41% average increase in limits of remuneration of managerial personnel.

The remuneration of employees is linked to their performance and experience and the managerial remuneration is linked to the Company's performance and growth.

- (v) The remuneration is as per the remuneration policy of the Company.

PART-B

The details of employees as per the Company (Appointment and Remuneration of Managerial Personnel) Amended Rules:

- I. If employed throughout the financial year, was in receipt of remuneration for that year, in the aggregate, was not less than One Crore Two Lakh rupees: No such employee
- II. If employed for a part of financial year, was in receipt of remuneration for any part for that year, at a rate which, in the aggregate was not less than Eight Lakh Fifty Thousand per month: No such employee
- III. The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act 2013, read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Name	Age	Designation	Date of Joining	Qualification	Total Experience (in Years)	Last Employment	% of Shares held in the Company	Whether related to any Director	Annual Net Earning
1	Sukhpreet Kaur Bedi	46	GM of Business Development (F&B Sales)	08/03/2010	B.A.	28	Imperial Hotel	0	No	23,77,800
2	Hari Prakash Mishra	56	Sr. GM Technical	25/07/2022	B.Tech (Electrical)	18	Genus Paper & Boards Ltd. Moradabad	0	No	21,00,000
3	Veena Jain	68	Manager Sales & Marketing	01/02/2017	Graduate	12	N.A.	0.91%	Yes	18,00,000
4	Ritesh Jain	41	GM Technical	01/02/2017	Graduate	15	N.A.	0	Yes	17,50,000
5	Rishab Jain	37	GM Business Development	01/02/2017	Graduate	10	N.A.	0	Yes	17,50,000
6	Parv Jain	35	Chief Financial Officer	13/09/2016	PG Diploma from Les Roches, Switzerland	13	N.A.	2.67	Yes	17,11,464
7	Naresh Chandra Sharma	69	Director - Human Resources	07/05/2009	PGDBA + Dip. In HRD	46	AHA (Air Hostess Academy Pvt. Ltd.)	0	No	16,94,400
8	Nopin Kumar	47	GM production	07/07/2016	B.Sc.	24	Ballarpur Industries	0	No	16,27,500
9	Shrenik Jain	28	Gm Operations	01/02/2017	Graduate	6	N.A.	0	Yes	16,20,000
10	Vikas Rastogi	49	GM production	01/11/2019	PGD - Pulp & Paper Technology	23	Uniglobal Paper Mills Pvt. Ltd. Jhargram (WB)	0	No	15,35,818

For and on Behalf of the Board
Magnum Ventures Limited

Sd/-
Pardeep Kumar Jain
Managing Director
DIN: 00024879
Add: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Sd/-
Abhay Jain
Managing Director
DIN: 01876385
Add: 113/3-4, Ansari Road,
Darya Ganj, New Delhi -110002

Date: 21st August, 2023
Place: Ghaziabad

ANNEXURE III

THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Company will manage CSR initiatives which meet the needs of the local communities where we operate. Our commitment to CSR will be manifested by investing resources in any of the following areas:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive healthcare and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Measures for the benefits of armed veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympics sports;
- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief

in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women;

- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs) Rural Development projects
- Slum area development
- disaster management, including relief, rehabilitation and reconstruction activities.

However, the Company shall give preference to spending on Activities for promoting mental health of deprived Orphans, Widows, physically challenged person, persons of Scheduled Castes and Scheduled Tribes, Old aged persons looking for help/ living in old age home, poverty-stricken persons (through social engagements like Cinemas, Picnic, Dance/ Party events).

MVL may make contributions to the Corporate Foundations/ Trusts, either towards its corpus or directly for its projects and may also itself undertake CSR activities.

2. Composition of CSR Committee: Not Applicable

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
---------	------------------	--------------------------------------	--	--

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company

<http://www.magnumventures.in/pdf/Corporate-Social-Responsibility-Policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 53,95,379

- (b) Two percent of average net profit of the company as per sub-section (5) of section 135: Nil
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Not Applicable
- (d) Amount required to be set-off for the financial year, if any: Not Applicable
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Nil
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (In ₹)	Amount Unspent (In ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil					

- (f) Excess amount for set-off, if any: Nil

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount Remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1	-	-	-	-	-	-	-
2	FY-2	-	-	-	-	-	-	-
3	FY-3	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired

Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section(5) of section 135: **Not Applicable**

For and on Behalf of the Board
Magnum Ventures Limited

Sd/-
Pardeep Kumar Jain
Managing Director
DIN: 00024879
Add: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Sd/-
Abhay Jain
Managing Director
DIN: 01876385
Add: 113/3-4, Ansari Road,
Darya Ganj, New Delhi -110002

Date: 21st August, 2023
Place: Ghaziabad

ANNEXURE IV

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contract/arrangements/transactions	
(c)	Duration of contract/arrangements/transactions	
(d)	Salient terms of contract or Arrangements or transactions including value, if any	
(e)	Justification for entering in to such contract or Arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advance, if any	
(h)	Date on which special resolution was passed in General Meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

S. No	Particular	(1)	(2)	(3)	(4)
(a)	Name of the related party and nature of relationship	Mr. Rishabh Jain Relative of Director/ KMP)	Mr. Ritesh Jain (Relative of Director/ KMP)	Mr. Parv Jain (KMP)	Mr. Shrenik Jain (Relative of Director/ KMP)
(b)	Nature of contract/ arrangements/ transactions	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)
(c)	Duration of contract/ arrangements/ transactions	NA	NA	NA	NA
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per Board's approval ₹17,50,000/-	As per Board's approval ₹17,50,000/-	As per Board's approval ₹ 17,11,464/-	As per Board's approval ₹16,20,000/-
(e)	Date(s) of approval by the Board, if any:	28.05.2022	28.05.2022	01.01.2019	01.01.2019
(f)	Amount paid as advance if any:	NIL	NIL	NIL	NIL

S. No	Particular	(5)	(6)	(7)	(8)
(a)	Name of the related party and nature of relationship	Mr. Ujjwal Jain (Relative of Director/ KMP)	Mrs. Rita Jain (Relative of Director/ KMP)	Mrs. Veena Jain (Relative of Director/ KMP)	Mrs. Mehak Jain (Relative of Director/ KMP)
(b)	Nature of contract/ arrangements/ transactions	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)
(c)	Duration of contract/ arrangements/ transactions	NA	NA	NA	NA
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per Board's approval ₹15,00,000/-	As per Board's approval ₹15,00,000/-	As per Board's approval ₹18,00,000/-	As per Board's approval ₹6,00,000/-

S. No	Particular	(5)	(6)	(7)	(8)
(e)	Date(s) of approval by the Board, if any:	01.01.2019	01.01.2019	01.01.2019	30.08.2018
(f)	Amount paid as advance if any:	NIL	NIL	NIL	NIL

S. No	Particular	(9)	(10)	(11)
(a)	Name of the related party and nature of relationship	Mrs. Asha Jain (Relative of Director/ KMP)	Mrs. Parul Jain (Relative of Director/ KMP)	Mrs. Parul Jain (Relative of Director/ KMP)
(b)	Nature of contract/ arrangements/ transactions	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)
(c)	Duration of contract/ arrangements/transactions	NA	NA	NA
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per Board's approval ₹ 15,00,000/-	As per Board's approval ₹11,40,771/-	As per Board's approval ₹4,80,000/-
(e)	Date(s) of approval by the Board, if any:	01.01.2019	01.01.2019	01.01.2019
(f)	Amount paid as advance if any:	NIL	NIL	NIL

S. No	Particular	(12)	(13)	(14)
(a)	Name of the related party and nature of relationship	Mrs. Meenal Jain (Relative of Director/ KMP)	Mr. Akhil Jain (Relative of Director/ KMP)	Mrs. Saroj Jain (Relative of Director/ KMP)
(b)	Nature of contract/ arrangements/transactions	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)	Related party's appointment to any office or place of profit in the company (Salary)
(c)	Duration of contract/ arrangements/transactions	NA	NA	NA
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per Board's approval ₹ 15,00,000/-	As per Board's approval ₹ 5,28,000/-	As per Board's approval ₹6,00,000/-
(e)	Date(s) of approval by the Board, if any:	01.01.2019	12.02.2016	01.01.2019
(f)	Amount paid as advance if any:	NIL	NIL	NIL

S. No	Particular	(15)	(16)	(17)	(18)
(a)	Name of the related party and nature of relationship	Mrs. Priyanka Jain (Relative of Director/ KMP)	Mr. Pramod Kumar Jain (Relative of Director/ KMP)	Mr. Johri Mal Kamal Kishore (Firm of Relative of Director/ KMP)	Ms. Aaina Gupta (KMP)
(b)	Nature of contract/ arrangements/ transactions	Related party's appointment to any office or place of profit in the company (Salary)	Availing or rendering of any services (Professional Consultancy)	Purchase of any goods or materials	Related party's appointment to any office or place of profit in the company (Salary)
(c)	Duration of contract/ arrangements/ transactions	NA	NA	Yearly Basis	NA
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per Board's approval ₹12,00,000/-	As per agreement ₹12,00,000/-	Not Applicable ₹30,44,415/-	As per Service Agreement ₹6,70,000/-
(e)	Date(s) of approval by the Board, if any:	01.01.2019	01.01.2019	12.02.2016	14.02.2023
(f)	Amount paid as advance if any:	NIL	Nil	NIL	NIL

S. No	Particular	(19)	(20)	(21)	(22)
(a)	Name of the related party and nature of relationship	Mrs. Shashi Jain (Relative of Director/ KMP)	Mr. Sumit Jain (Relative of Director/ KMP)	Mr. Sashank Jain (Relative of Director/ KMP)	Mrs. Neeru Jain (Relative of Director/ KMP)
(b)	Nature of contract/ arrangements/ transactions	leasing of property of any kind (Rent)	leasing of property of any kind (Rent)	leasing of property of any kind (Rent)	leasing of property of any kind (Rent)
(c)	Duration of contract/ arrangements/ transactions	2 Years	2 Years	2 Years	2 Years
(d)	Salient terms of contract or Arrangements or transactions including value, if any	As per agreement ₹3,90,000/-	As per agreement ₹3,90,000/-	As per agreement ₹3,90,000/-	As per agreement ₹3,90,000/-
(e)	Date(s) of approval by the Board, if any:	28.08.2020	28.08.2020	28.08.2020	28.08.2020
(f)	Amount paid as advance if any:	NIL	NIL	NIL	NIL

By the order of the Board of Directors
For Magnum Ventures Limited

Sd/-
Pardeep Kumar Jain
Managing Director
DIN: 00024879
Add: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Sd/-
Abhay Jain
Managing Director
DIN: 01876385
Add: 113/3-4, Ansari Road,
Darya Ganj, New Delhi -110002

Date: 21/08/2023
Place: Ghaziabad

ANNEXURE V

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 27 and clauses (b) to (g), (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the period April 1, 2022 to March 31, 2023 a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers, other stakeholders and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company greatly values transparency, professionalism and accountability.

The Company strives to follow the best corporate governance practices, develop best policies/ guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the SEBI (LODR) Regulation, 2015. The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Company's Code of Conduct contains the fundamental principles and rules concerning ethical business conduct.

BOARD OF DIRECTORS

As stipulated under the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has an optimum combination of Executive and Non-Executive Directors. The Company had total 8 (Eight) directors on the Board as on March 31, 2023. The Company's Board is well balanced and has an optimum combination of skills / competencies.

The composition of the Board of Directors along with their brief resume as on March 31, 2023 is given as under:

Mr. Pardeep Kumar Jain

Mr. Pardeep Kumar Jain is the Managing Director of the Company. He holds Bachelor's Degree. He, along with his father, entered into the business of Company. He has more than 41 years of experience in paper industry. He is responsible for production, marketing & administration of the Paper Unit of the Company. He is also responsible for the administration of the Hotel Unit of the Company.

Mr. Abhay Jain

Mr. Abhay Jain, Managing Director of the Company, holds Bachelors' Degree. Mr. Jain has an experience of 28 years in the Paper Industry. He is handling the purchase of Raw Materials and looking after the Marketing and manufacturing process of Paper and also new product development.

Mr. Parveen Jain

Mr. Parveen Jain, Chairman and Promoter Director of the Company. He holds Bachelors' Degree in Arts from Delhi University. He has an experience of over 36 years in the Paper industry. He is primarily involved in strategic decision-making. He has been instrumental in development of the Hotel project in the Company and structuring technological up gradation and modernization program undertaken in the Paper Units. He is looking after the finance & accounts function of the Company, besides company secretarial function.

Mr. Shiv Pravesh Chaturvedi

Mr. Shiv Pravesh Chaturvedi, Whole time director of the Company, is M.B.A. in Human Resources from Asian Institute of Management & Technology, Delhi. He has been associated with the Company since 1996. He has also diploma degree in Personnel Management and Industrial Relation from Bhartiya Siksha Parishad, U.P.

Ms. Aanchal Jain

Ms. Aanchal Jain was appointed as Independent Director of the Company on 28th December, 2021. She is the member of Institute of Company Secretaries of India, and having a wide knowledge of Corporate and Commercial laws and experience of more than Fifteen Years.

Ms. Jyoti Bansal

Ms. Jyoti Bansal was appointed as Independent Director of the Company on 28th December, 2021. She is the member of Institute of Company Secretaries of India, is having professional expertise in Consulting, Corporate Law, Lawyer, Legal, Management. She was appointed as an Independent Director of the Company w.e.f. 28th December, 2021.

Ms. Jyoti

Ms. Jyoti, Independent Director of the Company, is a commerce graduate from Delhi University, having experience in Human Resource, Administration and Management. She was appointed as a Non- Executive and Independent Director of the Company w.e.f. February 14, 2019.

Ms. Shalini Rahul

Ms. Shalini Rahul is having a expertise in Strategic Analysis, Entrepreneurship, Innovation and field of academics, Business Strategy, Consulting, General Management, Research and training and experience of more than Eighteen Years. She has done MBA and FPM (PhD). She was appointed as an Independent Director of the Company w.e.f. 10th August, 2022.

Name of the Director & Designation	Category	No. of positions held in other public companies		
		Board	Committee	
			Membership	Chairmanship
Mr. Pardeep Kumar Jain Managing Director	Executive & Promoter	Nil	Nil	Nil
Mr. Abhay Jain Managing Director	Executive & Promoter	Nil	Nil	Nil
Mr. Parveen Jain Director	Non-Executive & Promoter Chairman	Nil	Nil	Nil
Mr. Shiv Pravesh Chaturvedi Whole time Director	Executive	Nil	Nil	Nil
Ms. Jyoti Independent Director	Non-Executive & Independent	Nil	Nil	Nil
Ms. Aanchal Jain Independent Director	Non-Executive & Independent	Nil	Nil	Nil
Ms. Jyoti Bansal* Independent Director	Non-Executive & Independent	2	5	Nil
Ms. Shalini Rahul** Independent Director	Non-Executive & Independent	2	2	Nil

*Ms. Jyoti Bansal is an Independent Director in Ajay Industrial Corporation Limited and Marda Commercial & Holdings Ltd. She is also the member of Audit Committee & Nomination & Remuneration Committee in Ajay Industrial Corporation Limited and the member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in Marda Commercial & Holdings Ltd.

** Ms. Shalini Rahul is an Independent Director in Cranex Limited and Intec Capital Limited. She is also the member of Nomination & Remuneration Committee and Stakeholders Relationship Committee in Intec Capital Limited.

Directors' Attendance Record

The Board of Directors met Six times on 28th May 2022, 10th August 2022, 14th November 2022, 10th January 2023, 14th February 2023 and 22nd February 2023 during the Financial Year 2022-23. The Board was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Board Meetings held. The intervening period between the Board Meetings was well within the maximum time gap of 120 days between two meetings as prescribed in the Listing Regulations, 2015. Details of attendance of Directors in the Board meeting during the financial year 2022-23 are as under:

Sl. No.	Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
1	Mr. Abhay Jain	6	6	Yes
2	Mr. Pardeep Kumar Jain	6	5	Yes
3	Mr. Parveen Jain	6	6	Yes
4	Mr. Shiv Pravesh Chaturvedi	6	5	Yes
5	Ms. Jyoti	6	6	Yes
6	Ms. Jyoti Bansal	6	6	Yes
7	Ms. Aanchal Jain	6	5	Yes
8	Mr. Manish Kumar *	1	1	NA
9	Ms. Shalini Rahul **	4	3	Yes

* Mr. Manish Kumar has resigned from the Board w.e.f. 9th June 2022, therefore he was eligible to attend 1 Board meeting only during the FY 2022-23.

** Ms. Shalini Rahul was appointed at the Board in Board Meeting held on 10th August 2022, therefore she was eligible to attend 4 Board meetings during the FY 2022-23.

Disclosure of relationship between directors inter-se:

S. No.	Name of Directors	Nature of Relation
1.	Pardeep Kumar Jain	Brother of Director
2.	Parveen Kumar Jain	Brother of Director
3.	Abhay Jain	Son of Directors Brother

Number of Shares and convertible instrument held by Non-Executive Directors: Mr. Parveen Jain (Non- Executive Director) is holding 1,66,48,510 Equity Shares and 20,50,000 Preference Shares of the Company as on 31st March, 2023.

Familiarization Programme: The details of Familiarization Programme imparted in the F.Y. 2022-23 is given at Company's website at www.magnumventures.in

Skills, Expertise, Competencies of Directors:

The Company believes that it is the collective effectiveness of the Board that impacts Company performance and therefore members of the Board amongst themselves should have a balance of skills, experience and diversity of perspectives appropriate to the Company. The expected skills, expertise and competencies from directors and their mapping against individual directors is as follows:

List of core skills/expertise/competencies	Names of directors who have such skills / expertise / competence
Business Leadership	Mr. Parveen Jain, Mr. Pardeep Jain & Mr. Abhay Jain
Management & Strategic Insight	Mr. Parveen Jain, Mr. Pardeep Jain & Mr. Abhay Jain
Organizational Capacity Building	Mr. Abhay Jain & Mr. Shiv Pravesh Chaturvedi
Policy Evaluation	Mrs. Jyoti, Ms. Aanchal Jain & Ms. Jyoti Bansal
Culture Building	Mrs. Jyoti, Mr. Ms. Aanchal Jain, Ms. Shalini Rahul & Ms. Jyoti Bansal
Risk Management and Compliance	Ms. Aanchal Jain, Ms. Jyoti Bansal & Mr. Parveen Jain
Stakeholders' value creation	Ms. Jyoti, Ms. Aanchal Jain, Ms. Jyoti Bansal & Ms. Shalini Rahul

Statement on Independence of Directors:

The Board pursuant to evaluation carried out of all the Directors confirms that the independent directors fulfill the conditions specified in these regulations and are independent of the management.

Reasons for the resignation of independent directors:

Mr. Manish Kumar (DIN: 09426619) has resigned from the position of Independent Director of the Company due to personal reason.

He has confirmed that there are no other material reasons other than those provided. Detailed reason of resignation & confirmation thereof, have already been filed with the stock exchanges by the Company on time and also available on Company's website at www.magnumventures.in

3. AUDIT COMMITTEE (Regulation 18)**Powers**

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference

The Audit Committee has been entrusted with the job of reviewing the reports of the Internal Auditors and the Statutory Auditors periodically and discussing their findings and suggesting corrective measures. The role of the Audit Committee is as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending for the appointment, remuneration and terms of appointment of the auditor.
- Approval of payment to statutory Auditors for any other services rendered by the statutory Auditors.
- Reviewing with the management, the Annual Financial Statements before submission to the Board for approval, with particular reference to :
 - a. Matters required being included in the Directors Responsibility Statements to be included in the Board's report in terms of Clause(c) of sub-section 3 of Section 134 of the Companies Act, 2013.

- b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgement by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval.
 - Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - Reviewing and monitor the auditor's independence and performance and effectiveness of audit process.
 - Approval or any subsequent modification of transactions of the Company with related parties.
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Evaluation of internal financial controls and risk management systems.
 - Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
 - Discussing with Internal Auditors any significant findings and follow up thereon.

- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussing with statutory Auditors before the Audit commences, about the nature and scope of Audit as well as post-audit discussion to ascertain any area of concern.
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance or discharging that function) after assessing the qualifications experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Review of information by Audit Committee

The Audit Committee reviews the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
- Management letters/letters of internal control weakness issued by the statutory auditors;
- Internal auditors reports relating to internal control weakness; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

(b) Composition

At the beginning of the financial year, the Audit Committee comprises the following:

1. Mr. Manish Kumar - Chairperson (Independent Director)
2. Ms. Jyoti Bansal- Member (Independent Director)

3. Ms. Aanchal Jain- Member (Independent Director)

Further the Committee was re-constituted on 28th May, 2022 as follows:

1. Ms. Aanchal Jain - Chairperson (Independent Director)
2. Ms. Jyoti Bansal- Member (Independent Director)
3. Mr. Parveen Jain- Member (Non Executive Director)

Ms. Aaina Gupta, Company Secretary, acts as the Secretary to the Audit Committee from her appointment.

The committee members have expertise in financial and accounting areas.

(c) Attendance

The Committee met Four (04) times during the financial year 2022-23 on the following dates: 28.05.2022, 10.08.2022, 14.11.2022 and 14.02.2023. Details of attendance of Directors in the Audit Committee meetings are as under:

Name of the Director	Category	Attendance at the Audit Committee Meeting
Mr. Parveen Jain	Non-Executive Director	4
Ms. Jyoti Bansal	Non-Executive Independent Director	4
Ms. Aanchal Jain	Non-Executive Independent Director	4

4. NOMINATION & REMUNERATION COMMITTEE (REGULATION 19)

(a) Terms of Reference

The role of the committee shall inter alia, include the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
- Formulation of criteria for evaluation of Independent Director and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

- Whether to extend or continue the term of appointment of independent directors, on the basis of report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

(b) Composition

At the beginning of the financial year, the Nomination & Remuneration Committee comprises the following:

1. Ms. Jyoti - Chairperson (Independent Director)
 2. Ms. Jyoti Bansal- Member (Independent Director)
 3. Ms. Aanchal Jain- Member (Independent Director)
- Further the Committee was re-constituted on 28th May, 2022 as follows:

1. Ms. Jyoti - Chairperson (Independent Director)
 2. Ms. Jyoti Bansal- Member (Independent Director)
 3. Ms. Aanchal Jain- Member (Independent Director)
 4. Mr. Parveen Jain- Member (Non-executive Director)
- Ms. Aaina Gupta, Company Secretary, has been acting as the Secretary to the Nomination and Remuneration Committee since her appointment.

(c) Attendance

The Remuneration Committee was constituted to approve the remuneration payable to Managing Director, Whole time Director or other directors of the Company. Thus, the Committee shall have the meetings as and when so required.

The Committee met Two (02) times during the financial year 2022-23 on the following dates: 28.05.2022 and 10.08.2022.

Details of attendance of Directors in the Nomination & Remuneration Committee meeting are as under:

Name of the Director	Category	Attendance at the Nomination & Remuneration Committee Meeting
Ms. Jyoti	Non-Executive Independent Director	2
Ms. Jyoti Bansal	Non-Executive Independent Director	2
Ms. Aanchal Jain	Non-Executive Independent Director	2
Mr. Parveen Jain	Non-Executive Director	2

(d) Remuneration Policy of the Company

The Managing Director and Executive Directors of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 2013. Mr. Pardeep Kumar Jain (Managing Director), Mr. Abhay Jain (Managing Director) Mr. Parv Jain (Chief Financial Officer), Mr. Shiv Pravesh Chaturvedi (Whole time Director) and Ms. Aaina Gupta (Company Secretary) of the Company have received remuneration for the financial year 2022-23 as per remuneration policy. Sitting fees were paid to the Non-Executive Directors for attending Board and Committee meetings as approved by the Board.

(e) Details of the Directors' Remuneration for the financial year ended March 31, 2023

Name of Director	Salaries & Perquisites (in ₹)	Commission, Bonus Ex-gratia (in ₹)	Sitting Fees (in Rupees)	Total Amount (in ₹)	No. of Equity Shares held & %	Service contracts
Mr. Pardeep Kumar Jain Managing Director	13,10,000	Nil	Nil	13,10,000	13,25,650 (3.15%)	5 Years
Mr. Abhay Jain Managing Director	13,10,000	Nil	Nil	13,10,000	14,27,600 (3.39%)	5 Years
Mr. Parveen Jain Director	Nil	Nil	Nil	Nil	166,48,510 (39.54%)	NA
Mr. Shiv Pravesh Chaturvedi Whole-time Director	9,84,400	Nil	Nil	9,84,400	Nil	5 Years
Ms. Aaina Gupta Company Secretary	6,70,000	Nil	Nil	6,70,000	Nil	NA
Ms. Jyoti Independent Director	Nil	Nil	87,500	87,500	Nil	5 Years
Mr. Manish Kumar, Independent Director	Nil	Nil	10,000	10,000	Nil	1 Year
Ms. Jyoti Bansal, Independent Director	Nil	Nil	1,13,500	1,13,500	Nil	5 Year
Ms. Aanchal Jain, Independent Director	Nil	Nil	71,500	71,500	Nil	5 Year
Ms. Shalini Rahul Independent Director	Nil	Nil	32,000	32,000	Nil	5 Years

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (REGULATION 20)

(i) Terms of Reference

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report,

non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(ii) Composition

At the beginning of the financial year, the Stakeholders Relationship Committee comprised of the following directors:

1. Ms. Jyoti Bansal- Chairperson (Independent Director)
2. Ms. Jyoti - Member (Independent Director)
3. Mr. Manish Kumar- Member (Independent Director)

Further the Committee was re-constituted on 28th May, 2022 as follows:

1. Ms. Jyoti Bansal- Chairperson (Independent Director)
2. Ms. Jyoti - Member (Independent Director)
3. Mr. Parveen Jain- Member (Non-executive Director)

- (iii) Ms. Aaina Gupta, Company Secretary is the Compliance Officer of the Company for the purpose of the Listing Agreements to look after the compliances under the SEBI (LODR) Regulations, 2015.

- (iv) Detail of investor/ security holder complaints received and redressed during the year 2022-23 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

(v) Attendance

The Committee met One (01) time during the Financial Year 2022-23 on the following date: 10.08.2022. Details of attendance of Directors in the Stakeholders relationship Committee meeting are as under:

Name of the Director	Category	Attendance at the Investor Grievances Committee Meeting
Ms. Jyoti	Non-Executive Independent Director	1
Ms. Jyoti Bansal	Non-Executive Independent Director	1
Mr. Parveen Jain	Non-Executive Director	1

The Company put utmost priority to the satisfaction of its shareholders, which is evident from the fact that there was no complaint received by the Company. The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent/issues have been resolved expeditiously, except in case of dispute over facts.

6. GENERAL BODY MEETINGS

Details of the location of the last three Annual General Meetings of the Company are as follows:

Financial Year	Date	Time	Venue	No. of Special Resolution(s) passed
2019-20	10.11.2020	11:00 AM	Through Video Conferencing (VC)	1
2020-21	24.09.2021	12:30 PM	Through Video Conferencing (VC)	0
2021-22	09.09.2022	01:00 PM	Through Video Conferencing (VC)	8

7. MEANS OF COMMUNICATION

- The Quarterly / half-yearly / annual Financial Results are published in The Financial Express (English) and Jansatta (Hindi) Newspapers and displayed on Company's website: www.magnumventures.in
- The Company keeps on updating its website to provide comprehensive relevant information. The Company believes that all the stakeholders should have access to adequate information about the Company and in today's electronics age website is the best media for such dissemination of information. All information, which could have a material bearing on the share prices, is released at the earliest.
- The Management Discussion and Analysis forms a part of the Annual Report as Annexure -VII
- The Company has not made any formal presentations to the institutional investors or to the analysts during the year.

8. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Day & Date	Time	Venue
Wednesday, 20th September, 2023	01:00 P.M.	Through Video Conferencing (VC)

- ii) **Financial Year:** The financial year starts from 01 April, 2022 and ends on March 31, 2023.

- iii) **Dates of Book Closure:** 14th September, 2023 to 20th September, 2023 (Both days inclusive)

- iv) **Dividend Payment Date:** No Dividend is declared.

- v) **Listing on Stock Exchanges:** Equity Shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange

vi) **Stock Code/ Symbol:** 532896 at the Bombay Stock Exchange and MAGNUM at the National Stock Exchange

vii) **Market Price Data:** High/ low of market price of the Company's equity shares traded on BSE during the last financial year were as follows:

Month	High	Low	Volume
April 2022	16.81	10.57	9,08,422
May 2022	13.75	10.67	2,75,748
June 2022	15.09	10.71	2,83,877
July 2022	13.76	10.45	7,44,223
August 2022	15.19	11.67	7,50,528
September 2022	16.40	12.65	7,59,464
October 2022	18.13	12.62	9,80,520
November 2022	28.69	14.95	24,78,823
December 2022	21.90	16.30	6,73,245
January 2023	36.25	19.80	32,18,751
February 2023	35.50	28.20	10,14,855
March 2023	33.40	25.20	2,99,308

Source: www.bseindia.com

High/ low of market price of the Company's equity shares traded on NSE during the last financial year were as follows:

Month	High	Low	Volume
April 2022	16.85	10.65	44.12
May 2022	13.85	10.50	8.93
June 2022	14.90	11.00	8.53
July 2022	13.75	10.50	14.77
August 2022	15.00	11.85	22.09
September 2022	16.00	12.60	29.82
October 2022	18.10	12.60	45.57
November 2022	28.70	14.80	141.37
December 2022	21.80	16.30	32.11
January 2023	36.25	19.35	153.50
February 2023	35.30	28.30	39.14
March 2023	33.20	25.60	15.40

Source: www.nseindia.com

viii) **Registrar and Share Transfer Agent & Share Transfer System**

M/s MAS Services Limited is acting as Registrar & Transfer Agent (RTA) for handling the Shares related matters, both in physical as well as dematerialized mode. All works relating to Equity Shares are being done by RTA. The Shareholders are, therefore, advised to send all their correspondence to the RTA.

However, for the convenience of shareholders, documents relating to Shares received by the Company are forwarded to the RTA for necessary action thereon.

Particulars	M/s MAS Services Limited
Contact Person	Mr. Shrawan Mangla
Address	T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110 020
Telephone No.	011-26387281/81/83
Fax No.	011-26387384
E mail	info@masserv.com

The Company's equity shares are traded in the Stock Exchanges, Mumbai compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to the documents being in order.

Shareholding of Nominal Value of		Shareholders		Share Amount	
₹	₹	Number	% to Total	In ₹	% in Total
(1)	(2)	(3)	(4)	(5)	(6)
Up to 5,000		10994	76.607	16304790	3.872
5,001	10,000	1546	10.772	13533090	3.214
10,001	20,000	781	5.442	12609400	2.994
20,001	30,000	282	1.965	7462260	1.772
30,001	40,000	135	0.940	4933790	1.171
40,001	50,000	148	1.031	7108200	1.688
50,001	1,00,000	209	1.456	16344490	3.882
1,00,001 and above		256	1.783	342722820	81.403
Total	14351	100	100	421018840	100

x) **De-materialization of shares and liquidity:** As on March 31, 2023 about 100% of the Company's equity shares had been dematerialized except 9 equity shares (not belonging to promoters). Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in de-mat mode.

xi) There are no outstanding GDRs/ ADRs as on the date, however there are 75,25,000 Warrants held by promoter/ promoter group, which are not yet converted into equity shares.

xii) There are no Commodity Price Risk or Foreign Exchange Risk and hedging Activity

xiii) **Plant Locations:** The Company has the following two units located at:

Paper Unit: Plot No. 18/41, Site-IV, Industrial Area, Sahibabad, Ghaziabad 201 010 Uttar Pradesh	Hotel Unit: 64/6 Site-IV, Industrial Area, Sahibabad, Ghaziabad 201 010 Uttar Pradesh
--	---

xiii) **Address for Correspondence:** The shareholders may send their communication, grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Corporate Office:

Magnum Ventures Limited

Plot No. 18/41,

Site-IV, Industrial Area,

Sahibabad, Ghaziabad 201 010

Uttar Pradesh

Phone: 0120- 4199200 (100 lines)

Fax: 0120- 4199234

E-mail: magnumventures@gmail.com

xiv) Performance of the share price of the Company in comparison to broad-based indices like BSE and Nifty Sensex are given below:

Month	Closing Price of Equity Shares at BSE (₹)	BSE SENSEX	Closing Price of Equity Shares at NSE (₹)	Nifty
April 2022	13.47	57,060.87	13.45	17,102.55
May 2022	12.50	55,566.41	12.50	16,584.55
June 2022	11.73	53,018.94	11.75	15,780.25
July 2022	11.99	57,570.25	11.95	17,158.25
August 2022	15.19	59,537.07	15.00	17,759.30
September 2022	13.15	57,426.92	13.20	17,094.35
October 2022	14.99	60,746.59	14.85	18,012.20
November 2022	19.14	63,099.65	19.20	18,758.35
December 2022	19.40	60,840.74	19.45	18,105.30
January 2023	31.65	59,549.90	31.60	17,662.15
February 2023	32.25	58,962.12	32.05	17,303.95
March 2023	29.17	58,991.52	29.10	17,359.75

9. OTHER DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management or their Relatives etc., which may have potential conflict with the interest of the Company at large. The other related party transactions are set out in separate statement annexed to Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

(b) Non-compliance by the Company, Penalties, Strictures

BSE Limited on 24 January 2023 imposed outstanding SOP fines of ₹77,880/- (Rupees Seventy-Seven Thousand Eight Hundred Eighty Only). The Company has paid the said outstanding SOP fines on 30 January 2023 to BSE Limited.

Further, the Hon'ble Executive Director ('ED') of SEBI through its order dated May 31, 2023 imposed penalty of ₹12,00,000/- (Rupees Twelve Lakhs Only) over Magnum Ventures Limited. At present, the Securities Appellate Tribunal has granted stay on this SEBI Order, vide its order dated 13th July, 2023.

(c) Details of Whistle Blower Policy

The vigil mechanism has been established and the Whistle Blower Policy can be accessed on the Company website at www.magnumventures.in. Further no personnel have been denied access to the audit committee.

(d) The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015 and following non-mandatory requirements are complied with:

- Company has appointed separate persons as Chairman and Managing Director.
- Internal Auditor may report directly to the Audit Committee.

(e) The Company does not have any subsidiary.

Shareholders may reach for Company's policies and the Business information at www.magnumventures.in, which is regularly updated in order to meet the Corporate Governance requirement and for the benefit of shareholders / investors.

(f) The Company has obtained a Certificate from M/s Munish K Sharma & Associates LLP, Company Secretaries, that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. This Certificate is enclosed as Annexure-A of this Corporate Governance Report.

(g) The total fees paid to the statutory auditors of the Company for the financial year 2022-23 is ₹3,00,000/- plus Goods and Services Tax.

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company i.e. www.magnumventures.in. All Board members and senior management personnel have affirmed their compliance with the code.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT BY THE MANAGING DIRECTOR:

It is hereby certified that the members of the Board and the Senior Management personnel have confirmed their compliance with the "Code of Conduct for Members of the Board and Senior Management".

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No Complaint has been filed during the financial year under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and no complaint is pending at end of the financial year.

AGREEMENTS ENTERED UNDER 5A OF PARA A OF PART A OF SCHEDULE III OF SEBI (LODR) REGULATIONS, 2015

No agreement under clause 5A of para A of part A of schedule III of SEBI (LODR) Regulations, 2015 has been entered during the financial year 2022-23. However some persons of the Promoter/Promoter Group have pledged their 15,75,000 equity shares vide pledge agreement dated 29th July, 2023 against the loan facility of amount upto ₹6 Crores, availed by the Company. The details of the said agreement are given on the website of the company at www.magnumventures.in.

DISCLOSURE UNDER 10(m) OF PARA C OF SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015

There are no loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.

By the order of the Board of Directors
For Magnum Ventures Limited

Sd/
Pardeep Kumar Jain
Managing Director
DIN: 00024879
Add: 113/3-4, Ansari Road,
Darya Ganj, Delhi-110002

Sd/-
Abhay Jain
Managing Director
DIN: 01876385
Add: 113/3-4, Ansari Road,
Darya Ganj, New Delhi -110002

Date: 21st August, 2023
Place: Ghaziabad

Annexure-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with clause (10)(i) of Para C of Schedule V of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Magnum Ventures Limited
CIN: L21093DL1980PLC010492
Regd. Office: H NO-MN 01, Hub and Oak, E-14,
Lower Ground Floor, Defence Colony, New Delhi - 110024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors, of Magnum Ventures Limited (CIN L21093DL1980PLC010492) having registered office at H NO-MN 01, Hub and Oak, E-14, Lower Ground Floor, Defence Colony New Delhi - 110024 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this certificate in accordance with regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the directors of the Company as stated below for the financial year ending on 31 March 2023 have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority(s):

S. No.	Name of the Director	DIN	Date of appointment in Company*
1.	Mr. Pardeep Kumar Jain	00024879	17/07/1985
2.	Ms. Aanchal Jain	05348101	28/12/2021
3.	Mr. Parveen Jain	00423833	04/02/2006
4.	Mr. Abhay Jain	01876385	10/12/2009
5.	Mr. Shiv Pravesh Chaturvedi	06834388	01/04/2014
6.	Ms. Jyoti Bansal	08489503	28/12/2021
7.	Ms. Jyoti	08296989	14/02/2019
8.	Ms. Shalini Rahul	09357650	10/08/2022

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Munish K. Sharma & Associates LLP
Company Secretaries

Sd/-
CS Vijay Kumar Sharma
Partner
M. No.: F9924
C.P. No. 12387
UDIN: F009924E000715464

Date: 01 August 2023
Place: Kaushambi, Ghaziabad

CEO & CFO CERTIFICATION

I, Pardeep Kumar Jain, Managing Director and Mr. Parv Jain, Chief Financial Officer, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2023 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the company during the year which is fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - a) significant changes in internal control over financial reporting during the year;
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-

Pardeep Kumar Jain

Managing Director

DIN: 00024879

Add: 113/3-4, Ansari Road,

Darya Ganj, Delhi-110002

Sd/-

Parv Jain

Chief Financial Officer

PAN: AHLPJ7813J

Add: 113/3-4, Ansari Road,

Darya Ganj, New Delhi -110002

Date: 10th August, 2023

Place: Ghaziabad

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Para E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To
The Members of
Magnum Ventures Limited
CIN: L21093DLI980PLC010492
Regd. Office: H No-MN 01, Hub and Oak, E-14,
Lower Ground Floor, Defence Colony, New Delhi – 110024

We have examined the compliance of conditions of Corporate Governance by **Magnum Ventures Limited** ('the Company') for the year ended on 31 March 2023 as stipulated in Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 27 and clauses (b) to (g), (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to review of procedures and implementations thereof, as adopted by the Company for ensuring the compliances of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the various conditions as specified in Corporate Governance as stipulated in the above-mentioned SEBI LODR Regulations.

We have to state that, no investor grievance is pending for a period exceeding one month against the Company as per the information furnished by the Company's Registrar, other than those which are a subject matter of litigation.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Munish K. Sharma & Associates LLP
Company Secretaries

Sd/-
CS Vijay Kumar Sharma
Partner
M. No.: F9924
C.P. No. 12387
UDIN: F009924E000715145

Date: 01 August 2023
Place: Kaushambi, Ghaziabad

Annexure VI

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Magnum Ventures Limited
CIN: L21093DL1980PLC010492
Regd. Office: H No - MN 01, Hub and Oak,
E-14, Lower Ground Floor, Defence Colony,
New Delhi - 110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Magnum Ventures Limited (hereinafter called 'the Company'/'listed entity'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the regulations and byelaws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following regulations and guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (vi) Food Safety and Standards Act 2006 and Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011.
- (vii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules and regulations made thereunder

The Company has informed that there are no laws which are specifically applicable to the Company except mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered by the Company with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

During the period under review, the Company has complied with the provision of the Act, Rules, Regulation, Guideline, Standards etc. mentioned above subject to the following observations:

1. Balances of M/s. Alchemist Assets Reconstruction Company Limited as on 31 March 2023 are subject to confirmation and any variation would be subject to reconciliation and adjustment thereon and it may impact the true and fair view of the affairs.

2. Balance of Debtors, Creditors & Advances as on 31 March 2023 are subject to confirmation and reconciliation consequential effect (if any) on the financial statements remains unascertained.
3. The total outstanding debtors for the year ended 31 March 2023 amounting to ₹3990.17 lakhs include ₹33.32 lakhs which are due for more than six months.
4. The Company has an internal financial controls system over financial reporting however it is needed to be further strengthen to commensurate with the size of the Company and nature of its business.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance for the meetings other than those held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, the Company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than referred above.

We also report that during the audit period, the Company and its directors had received the show cause notice dated September 02, 2022 U/S 11(1), 11(4), 11(4A), 11B(1), 11B(2) read with section 15HA and section 15HB of Securities Exchange Board of India Act 1992 and Rule 4 of Securities Exchange Board of India Rules,

1995 subsequent to the investigation conducted by the Securities Exchange Board of India for the year ended March 2017 to March 2020. The Company has filed its detailed submission on various dates in response to the said notice and no provision for any penalty or fines (if imposed) has been accounted in the financials.

However, after closure of the audit period Hon'ble Executive Director ('ED') of SEBI through its order dated May 31, 2023 (bearing No. QJA/SP/CFID/CFID-SEC4/26875/2023-24) imposed penalty of ₹12,00,000/- (Rupees Twelve Lakhs Only) over Magnum Ventures Limited and collectively a penalty of ₹54,00,000/- (Rupees Fifty-Four Lakhs Only) on Directors and KMPs of the Company. The obligation of the Noticees (i.e., Company, its Directors and KMPs), restrained/ prohibited by this Order, in respect of settlement of securities, if any, purchased or sold in the cash segment of the recognized stock exchange(s) as existing on the date of the order.

We also report that during the audit period the Company had received email from BSE Limited on 24 January 2023 regarding outstanding SOP fines of ₹77,880/- (Rupees Seventy-Seven Thousand Eight Hundred Eighty Only). Based on information provided by the management of the Company, the Company has paid the said outstanding SOP fines on 30 January 2023 to BSE Limited.

For Munish K. Sharma & Associates LLP
Company Secretaries

Sd/-
CS Vijay Kumar Sharma
Partner
M. No.: F9924
C.P. No.: 12387
UDIN: F009924E000714606

Place: Ghaziabad
Date: 01 August 2023

Note:

- 1). This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

‘Annexure - A’

To,
The Members of
Magnum Ventures Limited
CIN: L21093DL1980PLC010492
Regd. Office: H No - MN 01, Hub and Oak,
E-14, Lower Ground Floor, Defence Colony
New Delhi - 110024

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Munish K. Sharma & Associates LLP**
Company Secretaries

CS Vijay Kumar Sharma
Partner

M. No.: F9924

C.P. No.: 12387

UDIN: F009924E000714606

Date: 01 August 2023
Place: Ghaziabad

Financial Statements

Independent Auditor's Report

To
The Members of
M/S MAGNUM VENTURES LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of M/S MAGNUM VENTURES LIMITED ("the Company"), which comprises of the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows for the year ended, Statement of Changes in Equity and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2023, and profit and its cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- a) We refer to the note no-01 of the financial statement, the Company has revalued its Property, Plant & Equipment as on March 31, 2023 by adopting revaluation model, in accordance with Ind AS 16, based on valuation report of an independent registered valuer. Earlier these Property, Plant & Equipment were valued on cost model. The effect of revaluation has been recognized in Other Comprehensive Income and credited to Revaluation Surplus in Other Equity. Revaluation of PPE is consider to be a key Audit Matter due to the magnitude of the underlying amount and judgement involved in the assessment of fair value of these assets.

- b) We refer to the note no-11 to the financial statement, the Company has issued 1,77,50,000 warrants convertible into equivalent nos. of equity shares at an exercise price of Rs. 25 (including a premium of Rs. 15 per warrant) under preferential allotment. Further the company has allotted 45,00,000 equity shares of face value of Rs. 10 each fully paid up on preferential basis.

Emphasis of Matter

- a) Balances of M/s Alchemist Asset Reconstruction Company Limited as on March 31, 2023 are subject to confirmation and any variation would be subject to reconciliation and adjustment thereon and it may impact the true and fair view of the affairs.
- b) The company and its director Including erstwhile directors and company secretary had received the show cause notice dated September 02, 2022 U/S 11(1),11(4), 11(4A), 11B(1), 11B(2) read with section 15HA and section 15HB of Securities Exchange Board of India Act 1992 and Rule 4 of Securities Exchange Board of India Rules 1995 subsequent to the investigation conducted by the Securities Exchange Board of India for the year ended March 2017 to March 2020. The company has filed its detailed submission on various dates in response to the said notice and no provision for any penalty or fines (if Imposed) has been accounted in the financials.
- c) Balance of Debtors, Creditors & Advances as on March 31, 2023 are subject to confirmation and reconciliation consequential effect (if any) on the financial statement remains unascertained.
- d) The inventory has been physically verified by the management and it being a technical matter we are unable to comment upon the quantity, pricing and method being used for valuation of the Inventory and have relied upon the value and quantity certified by the management.
- e) Refer Note No. 6 under other notes in Notes to Accounts annexed with the financial statements for the year ended March 31, 2023 wherein the total outstanding debtors for the year ended March 31, 2023 amounting to Rs. 3990.17 Lakhs include Rs.33.32 lakhs which are due for more than six months

Our opinion is not modified in respect of the above emphasis.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) We have also audited the internal financial controls over financial reporting for the Company as on 31 March 2023 with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls. Refer to our separate Report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our

opinion and to the best of our information and according to the explanations given to us:

- i. The Company, as detailed in Note 31(B) to the Financial Statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.
- iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023.

For Aggarwal & Rampal
Chartered Accountants
FR No. 003072N

Vishal Kohli
(Partner)
Membership No: 504122
UDIN: 23504122BGWRNX9063

Place: Ghaziabad
Date: May 29, 2023

“Annexure A” to the Independent Auditors’ Report

With reference to the Annexure A referred to in the Independent Auditor’s Report to the members of the M/S MAGNUM VENTURES LIMITED on the financial statements for the year ended 31 March 2023, we report the following:

- i. a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- b) According to the information and explanations given to us, the Property, Plant & Equipment’s are physically verified by the management on annual basis which in our opinion is reasonable, having regard to the size of the company and nature of its assets. As per information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us and on the basis of our examination of the records, the title deeds of the immovable properties are held in the name of the Company.
- d) The company has revalued its Property, Plant and Equipment’s under the revaluation model based on the valuation made by Registered valuer and no intangible assets revalued during the year.

The details of change in the aggregate of the net carrying value, pursuant to the revaluation as stated above, Property, Plant & Equipment is as follows;

Description	Amount of change	Percentage of Change	Remarks
Property, Plant & Equipment	Rs. 73075 lakhs	407%	Refer note-01 of the financial statement.

- e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. a) According to the information and explanations given to us, the inventory has been physically verified during the year by the management. Since it being a technical matter we are unable to comment upon the quantity, pricing and method being used for valuation of the inventory and have relied upon the value and quantity certified by the management.
- b) As explained to us, during any point of time of the year the Company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets.
- iii. As explained to us, the Company has not made any investments in or provided any guarantee or security or granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties or to promoters or related parties.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or made any investments, guarantees or security to which the provisions of section 185 and 186 of the Companies Act 2013 apply.
- v. According to the information and explanation given to us, the company has not accepted any deposits or any amounts that are deemed to be deposits under the directives issued by the Reserve Bank of India to which the provisions of Section 73 to 76 of Companies Act, 2013 apply.
- vi. The Company has prepared and maintained cost records as prescribed by Central Government under sub section (1) of section 148 of the Companies Act 2013.
- vii. a) The company is generally regular in depositing undisputed statutory dues including applicable provident fund, employees’ state insurance, income tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the extent applicable to it. Further there are no undisputed amounts payable in respect thereof were outstanding at the year-end for a period more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no statutory dues as mentioned in sub-clause (a) which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of Dues	Assessment Year	Amount Involved (Rs.)	Forum where dispute is pending
Service Tax Law	SCN for Service Tax from Hotel	2010-11	1,64,00,749 (Plus Interest & Penalty)	Order passed in company favour, but department filled appeal in Allahabad High Court

- viii. There are no amounts that are in the nature of undisclosed transactions or amounts surrendered as income in assessments under the Income Tax Act, 1961.
- ix. a) The company had not defaulted in repayment of loans and borrowing from financial institutions and banks stated below.
- b) According to the information and explanations given to us, the company is not declared wilful defaulter by any bank or financial institution or other lender.
- c) No term loans have been availed by the Company during the year.

- d) On an overall examination of the financial statements of the Company, funds raised on the short-term basis have prima facie not been used during the year for long term purposes by the Company.
- e) The Company did not have any subsidiary or associate or joint venture during the year and hence reporting under clause 3(ix)(e) of the Order is not applicable
- f) The Company did not have any subsidiary or associate or joint venture during the year and hence reporting under clause 3(ix)(f) of the Order is not applicable
- g) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans raised during the year were applied for the purpose for which those were raised.
- x. According to the information and explanation given to us and based on our examination of the records of the company, the Company has made preferential allotment of shares during the year and funds raised have been used for the purpose for which the funds were raised.
- xi. Based upon the audit procedures performed and information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a) In our opinion and according to the information and explanation given to us, the Company has adequate internal audit system which commensurate with the size and nature of its business.
b) The reports of the Internal Auditors for the period under audit were considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-Ia of the Reserve Bank of India Act 1934.
- xvii. According to the information and explanations given to us, the Company has not incurred cash losses in the current and immediately preceding financial year.
- xviii. There has been no instance of any resignation of Statutory Auditors occurred during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and management plans, we are of opinion that no material uncertainty exists as on the date of our audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the information and explanations given to us, there is no pending amount which is required to be transferred to a fund specified in Schedule VII of the companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;
- xxi. The company does not have any subsidiaries or associate or joint ventures the accounts of which are to be consolidated and as such there are no consolidated financial statements.

For Aggarwal & Rampal

Chartered Accountants

FR No. 003072N

Vishal Kohli

(Partner)

Membership No: 504122

UDIN: 23504122BGWRNX9063

Place: Ghaziabad

Date: May 29, 2023

“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act “)

We have audited the internal financial controls over financial reporting of M/S MAGNUM VENTURES LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended as at that date.

Responsibility of Management and Those Charged With Governance for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility for the Audit of the Internal Financial Controls

Our responsibility is to express an opinion on the Company’s internal financial controls over the financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has an internal financial controls system over financial reporting however it is needed to be further strengthened to commensurate with the size of the company and nature of the business.

For Aggarwal & Rampal

Chartered Accountants

FR No. 003072N

Vishal Kohli

(Partner)

Membership No: 504122

UDIN: 23504122BGWRNX9063

Place: Ghaziabad

Date: May 29, 2023

Balance sheet as at 31st March 2023

Particulars	Note No.	For the year ended as on 31.03.2023 Rs. In Lacs	For the year ended as on 31.03.2022 Rs. In Lacs
ASSETS			
Non Current Assets			
a) Property Plant and Equipment	1	91,022.10	18,856.57
b) Intangible Assets	2	7.91	6.72
c) Right of Use Asset	3	1,982.01	2,276.33
d) Financial Assets			
i. Loans		-	-
ii. Other Financial Assets	4	179.45	176.50
Total Non-Current Asset		93,191.48	21,316.11
Current assets			
a) Inventories	5	5,684.98	3,291.31
b) Financial Assets			
i. Trade receivables	6	3,990.17	5,553.69
ii. Cash and cash equivalents	7	214.82	215.53
iii. Bank Balance other than above	7.1	221.09	310.59
iv. Loans	8	15.51	25.37
v. Other Financial Asset	9	8.94	34.66
c) Other Current Assets	10	945.20	749.31
Total Current Asset		11,080.71	10,180.45
TOTAL ASSETS		104,272.19	31,496.56
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	11	4,210.19	3,760.19
b) Other Equity	12	54,183.74	-8,877.43
Total Equity		58,393.92	-5,117.24
Liabilities			
Non-current liabilities			
a) Financial Liabilities			
i. Borrowings	13	9,976.83	18,072.67
ii. Lease Liabilities	14	1,866.12	2,023.15
b) Provisions	15	563.27	516.90
c) Deferred Tax Liabilities (Net)	16	20,124.40	1,881.26
Total Non-Current Liabilities		32,530.61	22,493.97
Current Liabilities			
a) Financial Liabilities			
i. Borrowings	17	6,635.00	9,287.98
ia. Lease Liabilities	14.1	354.86	369.96
ii. Trade Payable	18	-	-
Total Outstanding dues of Micro Enterprises and Small Enterprises [Refer Note (a) below]		126.33	192.99
Total Outstanding dues of creditors other than dues to Micro and Small Enterprises		3,077.72	2,995.60
iii. Other Financial Liabilities	19	2,168.00	461.80
b) Other Current Liabilities	20	781.55	665.31
c) Provisions	21	204.20	146.19
Total Current Liabilities		13,347.65	14,119.83
TOTAL EQUITY AND LIABILITIES		104,272.19	31,496.56
Significant Accounting Policies & Other Notes to Accounts	31		

See accompanying notes to financial statements

For Aggarwal & Rampal

Chartered Accountants

F.R.N: 003072N

Vishal Kohli

Partner

Membership No. 504122

UDIN:23504122BGWRNX9063

Date: May 29, 2023

Place: Ghaziabad

For and On Behalf of the Board of Directors

Mr. Pradeep Kumar Jain

Managing Director

DIN: 00024879

Mr. Parv Jain

Chief Financial Officer

Mr. Abhay Jain

Managing Director

DIN: 01876385

Ms Aaina Gupta

(Company Secretary)

M.No. A43233

Profit and Loss Account for the period ended on 31st March 2023

Particulars	Refer Note No.	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
		Rs. In Lacs	Rs. In Lacs
Revenue from operations	22	46,001.44	32,830.11
Other income	23	548.44	330.02
Total Income		46,549.88	33,160.14
Expenses			
Cost of Material Consumed	24	35,207.91	24,512.79
Change in Inventory of Finished Goods & W.I.P	25	-1,432.48	-387.24
Employee Benefit Expense	26	4,106.43	3,163.75
Finance Cost	27	400.31	240.55
Depreciation and amortization expense	28	1,675.17	1,507.69
Other Expenses	29	3,925.30	3,334.46
Total Expenses		43,882.63	32,372.01
Profit Before Tax and Exceptional Items and tax		2,667.25	788.13
Exceptional Items	30	-4,267.41	320.06
Profit Before Tax		6,934.65	468.08
Tax expense:			
Current tax		-	-
Deferred tax		-151.45	-46.69
Earlier Year Tax		-	-
Profit For the Year	A	7,086.10	514.76
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurement of gains/ (loss) on the defined benefit plans		6.38	54.92
(ii) Income tax relating to items that will not be reclassified to profit or loss		-1.61	-14.28
(iii) Revaluation surplus		73,075.03	-
(iv) Income tax relating to revaluation surplus		-18,392.99	-
Total Other Comprehensive Income	B	54,686.82	40.64
Total Comprehensive Income	(A+B)	61,772.93	555.40
Earnings per equity share:			
(1) Basic		18.78	1.37
(2) Diluted		18.78	1.37
Significant Accounting Policies & Other Notes to Accounts	31		

See accompanying notes to financial statements

For Aggarwal & Rampal

Chartered Accountants

F.R.N: 003072N

Vishal Kohli

Partner

Membership No. 504122

UDIN:23504122BGWRNX9063

Date: May 29, 2023

Place: Ghaziabad

For and On Behalf of the Board of Directors

Mr. Pradeep Kumar Jain

Managing Director

DIN: 00024879

Mr. Parv Jain

Chief Financial Officer

Mr. Abhay Jain

Managing Director

DIN: 01876385

Ms Aaina Gupta

(Company Secretary)

M.No. A43233

Statement of Changes in Equity for the period ended 31st March, 2023

Equity Share Capital

Particulars	Equity Share Capital
As on 1st April 2021	3,760.19
Changes in Equity Share Capital	-
As on 31st March 2022	3,760.19
Changes in Equity Share Capital During The Year	450.00
As on 31st March 2023	4,210.19

Other Equity

(1) Current Reporting Period

Rs. In Lacs

	Reserve and Surplus				Money received against share warrants	Items of Other Comprehensive Income		Total
	Security Premium	General Reserve	Reserve for Preference Share	Retained Earning		Remeasurement of net defined benefit Plans	Revaluation Surplus	
Balance at 1st April 2022	3,852.54	-	1,484.95	-14,293.25	-	78.34	-	-8,877.43
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period,	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	7,086.10	-	-	-	7,086.10
Other Comprehensive Income for the year	-	-	-	-	-	4.77	-	4.77
Transfer in retained earnings	-	-	-	-	-	-	-	-
Issue of Shares under warrants	675.00	-	-	-	-	-	-	675.00
Amount received against issue of share warrant	-	-	-	-	828.13	-	-	828.13
Redemption of preference share	-	-	-214.89	-	-	-	-	-214.89
Asset Revaluation (Net of Tax)	-	-	-	-	-	-	54,682.05	54,682.05
Any other change to be specified(Ind As Adjustment)	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	4,527.54	-	1,270.06	-7,207.15	828.13	83.11	54,682.05	54,183.74

Statement of Changes in Equity for the period ended 31st March, 2023

(2) Previous Reporting Period

Rs. In Lacs

	Reserve and Surplus				Money received against share warrants	Items of Other Comprehensive Income		Total
	Security Premium	General Reserve	Reserve for Preference Share	Retained Earning		Remeasurement of net defined benefit Plans	Revaluation Surplus	
Balance at 1st April 2021	3,852.54	-	1,484.95	-14,808.02	-	37.70	-	-9,432.83
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period,	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	514.76	-	-	-	514.76
Other Comprehensive Income for the year	-	-	-	-	-	40.64	-	40.64
Transfer in retained earnings	-	-	-	-	-	-	-	-
Issue of Shares under warrants	-	-	-	-	-	-	-	-
Amount received against issue of share warrant	-	-	-	-	-	-	-	-
Asset Revaluation	-	-	-	-	-	-	-	-
Any other change to be specified(Ind As Adjustment)	-	-	-	-	-	-	-	-
Balance as at March 31,2022	3,852.54	-	1,484.95	-14,293.25	-	78.34	-	-8,877.43

See accompanying notes to financial statements

For Aggarwal & Rampal

Chartered Accountants

F.R.N: 003072N

Vishal Kohli

Partner

Membership No. 504122

UDIN:23504122BGWRNX9063

Date: May 29, 2023

Place: Ghaziabad

For and On Behalf of the Board of Directors

Mr. Pradeep Kumar Jain

Managing Director

DIN: 00024879

Mr. Parv Jain

Chief Financial Officer

Mr. Abhay Jain

Managing Director

DIN: 01876385

Ms Aaina Gupta

(Company Secretary)

M.No. A43233

Cash Flow Statement for the year ended 31st March 2023

		Amount in Lacs	
Particulars	As at 31.03.2023	As at 31.03.2022	
CASH FLOW FROM OPERATIONS			
A) Profit before Taxation	2,667.25		788.13
B) Adjustments for			
i Depreciation on Property, plant and Equipment and intangibles	1,380.85	1,371.85	
ii Depreciation on Right to Use assets	294.32	135.84	
iii Interest expenses	286.50	141.22	
iv Interest income	-18.89	-47.26	
vi Profit on Sale of Fixed Asset	-0.91	-0.33	
vi Other Non-cash items	78.00	74.50	
	2,019.86		1,675.82
Operating profit before working capital changes	4,687.11		2,463.95
C) (Increase)/ Decrease in Current Assets			
i Inventories	-2,393.67	-819.50	
ii Trade Receivables	1,563.52	523.15	
iii Loans (Current)	9.86	257.31	
iv Other Current Assets	-195.89	157.41	
v Other Financial Assets (Current)	25.72	57.44	
vi Other Financial Assets (Non-Current)	-0.34	19.07	
Increase / (Decrease) in Current Liabilities			
i Trade Payables	15.46	-78.75	
ii Provisions (Current)	58.00	6.44	
iii Provisions (Non-Current)	52.75	58.13	
vi Other Current Liability	116.24	-32.93	
vii Other Financial Liability	1,706.20	3.46	
	957.85		151.22
Cash generated from operations	5,644.96		2,615.17
Income tax & FBT	-		-
Effect of Extra Ordinary Item	4,267.41		-320.06
NET CASH FROM OPERATIONS	9,912.37		2,295.12
INVESTING ACTIVITIES			
i Additions to Capital work in progress	-	-	
ii Additions to fixed assets	-471.62	-329.85	
iii Additions to ROU	-	-1,709.03	
iv Interest Income	18.89	47.26	
NET CASH FROM INVESTING ACTIVITIES	-452.73		-1,991.62
FINANCING ACTIVITIES			
i Issue of Share	1,125.00	-	
ii Prepayment of Preference	-450.00	-	
iii Warrant	828.13	-	
iv Borrowings	-10,594.33	-2,164.02	
v Interest Paid/Payable	-286.50	-141.22	
vi Payment of lease liabilities	-172.13	1,649.20	
NET CASH FROM FINANCING ACTIVITIES	-9,549.83		-656.04
Net Change in cash and cash equivalents (A+ B + C)	-90.20		-352.54
Cash and cash equivalents at the beginning of the period (See Note-3)	526.12		878.65
Cash and cash equivalents at the end of the period (See Note-3)	435.92		526.12

For Aggarwal & Rampal

Chartered Accountants

F.R.N: 003072N

Vishal Kohli

Partner

Membership No. 504122

UDIN:23504122BGWRNX9063

Date: May 29, 2023

Place: Ghaziabad

For and On Behalf of the Board of Directors

Mr. Pradeep Kumar Jain

Managing Director

DIN: 00024879

Mr. Parv Jain

Chief Financial Officer

Mr. Abhay Jain

Managing Director

DIN: 01876385

Ms Aaina Gupta

(Company Secretary)

M.No. A43233

Notes to the Financial Statements for the year ended march 31, 2023

Note 1

Particulars	Rs. In Lacs												
	Land	Building & Site	Computer	Furniture & Fixture	Plant & Machinery	Vehicles	Electric Installation	Generator	Office Equipment	Fire Fighting Equipment	Deinking Plant	Turbine	Total
Gross carrying value as at April 1, 2022	1,808.66	9,647.44	47.61	5,881.98	23,232.77	313.02	1,459.32	271.95	92.40	71.96	1,019.90	2,124.41	45,971.42
Additions	-	-	17.23	43.82	324.96	4.99	23.13	-	16.47	15.96	-	23.14	469.69
Adjustment due to revaluation	37,411.76	11,283.36	20.07	1,564.40	8,109.04	215.62	2,070.05	492.03	61.63	-53.03	5,349.00	6,551.11	73,075.03
Deletions						18.72							18.72
Gross carrying value as at March 31, 2023	39,220.42	20,930.80	84.91	7,490.20	31,666.76	514.91	3,552.49	763.98	170.49	34.89	6,368.91	8,698.66	119,497.44
Accumulated depreciation as at April 1, 2022	-	3,715.67	39.94	5,442.93	13,203.88	266.41	1,261.14	240.27	71.91	25.50	968.91	1,878.29	27,114.86
Depreciation	-	325.63	4.97	37.91	909.32	10.28	41.35	5.46	13.58	9.39	-	20.37	1,378.26
Accumulated depreciation on deletions	-	-	-	-	-	17.78	-	-	-	-	-	-	17.78
Elimination due to revaluation	-												-
Accumulated depreciation as at March 31, 2023	-	4,041.30	44.91	5,480.84	14,113.19	258.91	1,302.49	245.73	85.49	34.89	968.91	1,898.66	28,475.34
Carrying value as at April 1, 2022	1,808.66	5,931.77	7.67	439.05	10,028.89	46.60	198.18	31.68	20.49	46.46	51.00	246.12	18,856.57
Carrying value as at March 31, 2023	39,220.42	16,889.50	40.00	2,009.36	17,553.57	256.00	2,250.00	518.25	85.00	-0.00	5,400.00	6,800.00	91,022.10

Notes to the Financial Statements for the year ended march 31, 2023

Note 1

Particulars	Land	Building & Site	Computer	Furniture & Fixture	Plant & Machinery	Vehicles	Electric Installation	Generator	Office Equipment	Fire Fighting Equipment	Deinking Plant	Turbine	Rs. In Lacs	
													Total	Total
Gross carrying value as at April 1, 2021	1,808.66	9,647.44	42.11	5,872.77	23,024.26	314.68	1,435.38	267.80	77.86	66.73	1,019.90	2,077.08	45,654.66	
Additions	-	-	5.50	9.21	208.51	10.44	23.94	4.15	14.54	5.23	-	47.33	328.86	
Adjustment due to revaluation	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	12.10	-	-	-	-	-	-	12.10	
Gross carrying value as at March 31, 2022	1,808.66	9,647.44	47.61	5,881.98	23,232.77	313.02	1,459.32	271.95	92.40	71.96	1,019.90	2,124.41	45,971.42	
Accumulated depreciation as at April 1, 2021	-	3,388.83	33.67	5,406.54	12,302.06	264.33	1,216.45	235.46	63.06	16.41	968.91	1,860.85	25,756.58	
Depreciation	-	326.84	6.28	36.39	901.81	13.57	44.68	4.81	8.85	9.10	-	17.45	1,369.78	
Accumulated depreciation on deletions	-	-	-	-	-	11.49	-	-	-	-	-	-	11.49	
Elimination due to revaluation	-	-	-	-	-	-	-	-	-	-	-	-	-	
Accumulated depreciation as at March 31, 2022	-	3,715.67	39.94	5,442.93	13,203.88	266.41	1,261.14	240.27	71.91	25.50	968.91	1,878.29	27,114.86	
Carrying value as at April 1, 2021	1,808.66	6,258.60	8.44	466.24	10,722.19	50.34	218.92	32.34	14.80	50.32	51.00	216.24	19,898.09	
Carrying value as at March 31, 2022	1,808.66	5,931.77	7.67	439.05	10,028.89	46.60	198.18	31.68	20.49	46.46	51.00	246.12	18,856.57	

Notes to the Financial Statements for the year ended march 31, 2023

Note 2

	Rs. In Lacs
Intangible Asset	Amount
Gross carrying value as at April 1, 2022	55.31
Additions	3.78
Adjustments/Transfer	-
Deletions	-
Gross carrying value as at March 31, 2023	59.09
Accumulated depreciation as at April 1, 2022	48.59
Depreciation	2.59
Accumulated depreciation on deletions	-
Accumulated depreciation as at March 31, 2023	51.18
Carrying value as at April 1, 2022	6.72
Carrying value as at March 31, 2023	7.91
Gross carrying value as at April 1, 2021	53.39
Additions	1.92
Adjustments/Transfer	-
Deletions	-
Gross carrying value as at March 31, 2022	55.31
Accumulated depreciation as at April 1, 2021	46.52
Depreciation	2.07
Accumulated depreciation on deletions	-
Accumulated depreciation as at March 31, 2022	48.59
Carrying value as at April 1, 2021	6.87
Carrying value as at March 31, 2022	6.72

Note 3

	Rs. In Lacs
Right of Use Asset	Amount
Gross carrying value as at April 1, 2022	2,488.72
Additions	-
Adjustments/Transfer	-
Deletions	-
Gross carrying value as at March 31, 2023	2,488.72
Accumulated depreciation as at April 1, 2022	212.39
Depreciation	294.32
Accumulated depreciation on deletions	-
Accumulated depreciation as at March 31, 2023	506.70
Carrying value as at April 1, 2022	2,276.33
Carrying value as at March 31, 2023	1,982.01
Gross carrying value as at April 1, 2021	779.69
Additions	1,709.03
Adjustments/Transfer	-
Deletions	-
Gross carrying value as at March 31, 2022	2,488.72
Accumulated depreciation as at April 1, 2021	76.55
Depreciation	135.84
Accumulated depreciation on deletions	-
Accumulated depreciation as at March 31, 2022	212.39
Carrying value as at April 1, 2021	703.14
Carrying value as at March 31, 2022	2,276.33

Notes to the Financial Statements for the year ended march 31, 2023

Note 4

Other Financial Assets	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Security Deposits	179.45	176.50
Total	179.45	176.50

Note 5

Inventories	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
(As Valued & Certified by the Management)		
Raw Material	1,937.85	1,524.87
Work-In-Progress	703.50	167.06
Finished Goods	1,747.04	851.00
Chemicals	428.16	269.53
Stores & Consumables	402.67	290.39
Hotel Stock	78.41	62.51
Fuel	387.35	125.96
Total	5,684.98	3,291.31

Note 6

AS AT 31.03.2023		Rs. In Lacs				
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	3,956.84	23.72	-	4.30	-	
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	
Disputed Trade Receivables- Considered Goods	-	-	-		5.30	
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	
Others	-	-	-	-	-	
TOTAL					3,990.17	

AS AT 31.03.2022			Rs. In Lacs		
Particulars	Outstanding for following periods from due date of payment				
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years
Undisputed Trade Receivables- Considered Goods	4,836.23	50.72	158.85	18.21	436.82
Undisputed Trade Receivables- Considered Doubtful					
Disputed Trade Receivables- Considered Goods	-	-	-	52.86	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-
Others	-	-	-	-	-
TOTAL					5,553.69

Note 7

Cash & Cash Equivalents		Rs. In Lacs	
		For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Balance with scheduled banks in current accounts		186.07	174.73
Cash in Hand		28.75	40.79
Total		214.82	215.53

Notes to the Financial Statements for the year ended march 31, 2023

Note 7.1

	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Bank balance other than cash & cash equivalent		
Bank deposit with original maturity of more than 3 month	221.09	310.59
Total	221.09	310.59

Note 8

	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Loan		
Unsecured, Considered Good		
Labour, Staff Advance & Imprest	15.51	25.37
Total	15.51	25.37

Note 9

	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Other Financial Assets		
Interest Receivable on FDR	8.94	34.66
Total	8.94	34.66

Note 10

	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Other Current Assets		
Prepaid Expense	27.84	39.09
Advance to Supplier for Capital Goods & Others	562.31	594.35
Balance with Revenue Authorities and Others		-
GST Receivable	216.75	24.52
TCS Receivable	13.33	10.15
TDS Receivable	99.22	44.84
Other Receivable	25.75	36.37
Branch / Divisions	-	-
Total	945.20	749.31

Note 11

	Rs. In Lacs			
Share Capital	For the year ended as on 31.03.2023		For the year ended as on 31.03.2022	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of Rs.10 each	55,500,000	5,550.00	39,000,000	3,900.00
Issued , Subscribed & Paid up				
Equity Shares of Rs.10 each fully Paid-up	42,101,884	4,210.19	37,601,884	3,760.19
Total	42,101,884	4,210.19	37,601,884	3,760.19

The Company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The paid-up equity shares of the Company rank pari-passu in all respects including dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year the company has issued 1,77,50,000 warrant under preferential allotment. Further the company has allotted 45,00,000 equity shares of face value of Rs. 10 each fully paid up on preferential basis.

Notes to the Financial Statements for the year ended march 31, 2023

Note II (Contd.)

Reconciliation of Number of Equity Shares Outstanding

Rs. In Lacs

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	37,601,884	3,760.19	37,601,884	3,760.19
Shares Issued during the year	4,500,000	450.00	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	42,101,884	4,210.19	37,601,884	3,760.19

Details of shareholders holding more than 5% of the total equity shares of the Company

Rs. In Lacs

Name of Shareholder	As at 31.03.2023		As at 31.03.2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Praveen Kumar Jain	16,648,510	39.54	16,648,510	44.28

Details of shares held by promoter and promoter groups

Rs. In Lacs

Name of Shareholder	As at 31.03.2023		As at 31.03.2022		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Praveen Kumar Jain	16,648,510	39.54	16,648,510	44.28	-4.73
Pradeep Kumar Jain (Huf) .	150,100	0.36	150,100	0.40	-0.04
Parmod Kumar Jain (Huf) .	430,100	1.02	430,100	1.14	-0.12
Vinod Kumar Jain (Huf) .	400,100	0.95	400,100	1.06	-0.11
Vinod Kumar Jain	456,850	1.09	456,850	1.21	-0.13
Salek Chand Jain	175,740	0.42	175,740	0.47	-0.05
Asha Jain	176,100	0.42	176,100	0.47	-0.05
Pradeep Kumar Jain	1,325,650	3.15	200,650	0.53	2.62
Abhey Kumar Jain	1,427,600	3.39	302,600	0.80	2.59
Monika Jain	256,600	0.61	256,600	0.68	-0.07
Veena Jain	385,000	0.91	385,000	1.02	-0.11
Rita Jain	178,200	0.42	178,200	0.47	-0.05
Parmod Kumar Jain	1,325,150	3.15	200,150	0.53	2.62
Mehak Jain	27,000	0.06	27,000	0.07	-0.01
Aanchal Goel	25,000	0.06	25,000	0.07	-0.01
Rishab Jain	4,854	0.01	11,500	0.03	-0.02
Parv Jain	1,125,000	2.67	-	-	2.67
Total	24,517,554	58.23	20,024,200	53.25	

Note 12

Rs. In Lacs

Other Equity	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
A. Securities Premium	4,527.54	3,852.54
B. General Reserve	-	-
C. Reserves for Preference Share	1,270.06	1,484.95
D. Surplus	-7,207.15	-14,293.25
E. OCI	83.11	78.34
F. Share Warrant	828.13	-
G. Revaluation Surplus	54,682.05	-
Total	54,183.74	-8,877.43

Notes to the Financial Statements for the year ended march 31, 2023

Note 13

Rs. In Lacs

Borrowings	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Secured		
Term Loan		
- From Alchemist Assets Reconstruction Company Limited	8,900.00	15,178.24
Unsecured		
- From Related Parties & Others	-	1,663.11
- Debt Component of Preference share [Refer Note (c) below]	1,076.83	1,231.32
Total	9,976.83	18,072.67

a. Nature of Security

From Alchemist Assets Reconstruction Company Limited

Oriental Bank of Commerce, Punjab National Bank, Syndicate Bank, Indian Overseas Bank and Allahabad Bank assigned their debts to M/s Alchemist Asset Reconstruction Company Limited.

Hence the balance of working capital limits of these banks has been merged with term loan balance.

The said loan is secured by way of first charge on fixed and current assets of Hotel and Paper division.

M/s Alchemist Asset Reconstruction Company Limited settled the debts with MVL and AARC sanctioned the settlement proposal on 31.03.2018

In addition to that there is no further liability towards interest and the company is in process of making repayment of the said loan accordingly.

The company vide letter dated 20 July 2022, has received a revised restructuring of outstanding dues payable to M/s Alchemist Assets Reconstruction Company Ltd amounting to Rs 188.35 crores

c. Preference Share

In accordance to Ind AS 109 read with Ind AS 32, redeemable preference shares are classified as financial liability. Therefore the treatment has been given in the financials in accordance with the aforesaid Ind AS.

Reconciliation of the Preference Shares outstanding at the beginning and at the end of the reporting period

Rs. In Lacs

Particulars	As at 31st March 2023		As at 31st March 2022	
	No of Share	Amount	No of Share	Amount
At the beginning of the year	2,500,000	2,500	2,500,000	2,500
Add: Share issued during the year	-	-	-	-
Less: Redemption of Preference	450,000	450	-	-
At the end of the year	2,050,000	2,050	2,500,000	2,500

Rights, preferences and restrictions attached to Preference shares

These Preference share are Redeemable, Non-Convertible and Non-Cumulative Preference Shares of face value of Rs. 100/- on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption as the board in its absolute discretion may determine for the purpose of augmenting the long term resource base of the company

Details of shareholders holding more than 5% Preference shares in the Company

Rs. In Lacs

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number of shares	% Holding	Number of shares	% Holding
Praveen Jain	2,050,000.00	100%	2,500,000.00	100%
	2,050,000.00	100%	2,500,000.00	100%

Notes to the Financial Statements for the year ended march 31, 2023

Note 14

	Rs. In Lacs	
Lease Liabilities	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Lease Liability	1,866.12	2,023.15
Total	1,866.12	2,023.15

Note 14.1

	Rs. In Lacs	
Lease Liabilities	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Lease Liability	354.86	369.96
Total	354.86	369.96

Note 15

	Rs. In Lacs	
Provisions	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Provision for Employee benefits		
Provision for Gratuity	439.66	407.07
Provision for Leave Encashment	123.61	109.83
Total	563.27	516.90

Note 16

	Rs. In Lacs	
Deffered Tax Liability	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
DTL		
PPE	20,377.72	2,084.02
DTA		-
Ind AS adjustment	-60.15	-30.36
Gratuity	-132.09	-119.41
Leave Encashment	-35.22	-31.85
Bonus	-25.86	-21.15
Total	20,124.40	1,881.26

Note 17

	Rs. In Lacs	
Borrowings	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Secured		
Current maturities of long-term debt*	6,635.00	9,287.98
Total	6,635.00	9,287.98

Note 18 Trade Payables

AS AT 31.03.2023	Rs. In Lacs				
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	126.33	-	-	-	126.33
Others	2,964.82	36.02	44.13	32.75	3,077.72
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
TOTAL					3,204.05

Notes to the Financial Statements for the year ended march 31, 2023

Note 18 Trade Payables (Contd.)

AS AT 31.03.2022

Rs. In Lacs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	192.99	-	-	-	192.99
Others	2,602.65	65.05	67.86	15.89	2,751.45
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
TOTAL					2,944.44

Note 19

Rs. In Lacs

Other Financial Liabilities	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Cheque issued but not presented to bank(Net)	1,758.40	155.31
Employees Liability	207.16	188.59
Deposits	2.20	1.20
Expense Payable	200.23	116.69
Total	2,168.00	461.80

Note 20

Rs. In Lacs

Other Current Liabilities	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Other Payables	26.35	72.57
Gst payables	311.67	129.81
Advances from Customers	443.52	462.93
Total	781.55	665.31

Note 21

Rs. In Lacs

Provisions	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Provision		
Provision for Gratuity	85.13	52.18
Provision for Leave Encashment	16.32	12.67
Provision for Income Tax	-	-
Bonus payable	102.75	81.34
Total	204.20	146.19

Note 22

Rs. In Lacs

Revenue From Operation	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Gross Revenue		
Sale of Goods- Paper	36,897.15	27,033.47
Sale of Services- Hotel	8,437.70	4,968.03
Other Operating Revenue	666.60	828.61
Total	46,001.44	32,830.11

Notes to the Financial Statements for the year ended march 31, 2023

Note 23

	Rs. In Lacs	
Other Income	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Interest Income		
- on FDR	15.06	41.18
- accrued on Security Deposit (EEUDD)	3.83	4.19
- Notional Interest Income-Ind AS	2.62	2.28
- on Income Tax Refund	-	1.89
Other income		
-Misc Income (Including Short & Excess)	471.77	191.13
-Foreign Exchange Gain (Net)	55.17	85.79
- Amount written off	-	3.57
Total	548.44	330.02

Note 24

	Rs. In Lacs	
Cost of Material Consumed	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Raw Material Consumed	24,258.50	17,435.47
Power & Fuel Consumed	5,949.86	3,788.19
Chemicals	2,124.63	1,371.21
Stores & Consumables	2,874.93	1,917.92
Total	35,207.91	24,512.79

Note 25

	Rs. In Lacs	
Changes in Inventory of Finished Goods & Work In Progress	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Changes in Inventory of Finished Goods	-896.04	-463.10
Changes in Inventory of Work in Progress	-536.44	75.86
Total	-1,432.48	-387.24

Note 26

	Rs. In Lacs	
Employee Benefit Expense	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Director's Remuneration	36.04	18.15
Salary and wages	3,529.32	2,709.91
Bonus	101.80	81.07
Gratuity	111.80	100.09
Leave Encashment	52.78	40.90
Contribution to ESI	62.12	48.15
Contribution to EPF	211.45	163.54
Ex-gratia	0.54	0.29
Staff Welfare	0.59	1.64
Total	4,106.43	3,163.75

Notes to the Financial Statements for the year ended march 31, 2023

Note 27

	Rs. In Lacs	
Finance Cost	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Interest Expense		
- on Bank Loan- Vijaya Bank	88.67	20.99
- on Financial Liability (Notional)	80.62	76.78
- Others	-	1.66
- on Lease liability	197.83	118.57
Others		
- Bank Charges	33.19	22.56
Total	400.31	240.55

Note 28

	Rs. In Lacs	
Depreciation & Amortisation Expense	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Depreciation on Tangible Assets	1,378.26	1,369.78
Amortisation of Intangible Assets	2.59	2.07
Depreciation on Right to Use Assets	294.32	135.84
Total	1,675.17	1,507.69

Note 29

	Rs. In Lacs	
Other Expenses	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Advertisement Expenses	29.33	23.15
Amount Written Off	4.74	-
Auditor Remuneration (Including Expenses)	3.32	3.06
Banquet and Decoration Expense	215.84	132.94
Business Promotion	1.57	10.49
Commission	714.43	747.21
Conveyance Expense	2.25	1.28
Director's Sitting Fees	3.15	0.76
Electricity	701.28	518.12
Fees & Subscription (Including Detention/Handling Charges)	106.42	75.15
Fine and Penalty	1.97	14.69
Freight	572.26	416.03
Guest Supplies Expense	82.04	53.52
Insurance Charges	39.05	22.22
Internet, Computer & Telephone	32.57	24.33
Interest on TDS	0.03	0.04
Interest on GST	0.44	2.01
Interest on delayed payment to MSME	17.53	20.44
Ind AS adjustment for lease	-	1.44
Kitchen Equipment & Fuel Expense	35.16	14.61
Labour Supply charges	56.68	7.50
Laundry & Cleaning	179.50	85.62
Legal & Professional	132.64	230.87

Notes to the Financial Statements for the year ended march 31, 2023

Note 29 (Contd.)

Other Expenses	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
License fees	68.82	44.87
Medical expenses	25.31	22.26
Miscellaneous & General (Including Short & Excess)	1.71	16.21
Office expenses	89.06	69.37
Other hotel expenses	17.87	15.17
Upholstery and other expenses	4.65	12.17
Photocopy Expense	0.61	1.43
Postage	3.32	3.54
Printing & Stationery	37.65	22.71
Prior Period expenses	3.33	2.09
Rates & taxes	9.64	21.49
Rebate, Discount & Written off	5.60	1.40
Rent, Hire, Storage Charges	19.42	42.03
Repair & Maintenance Plant & Machinery & Others	398.34	333.69
ROC Expenses	12.51	0.10
Royalty Expenses	59.43	40.25
Sales Promotion	-	30.08
Bad Debts	-	126.89
Listing Fees	6.46	4.10
Travelling Expenses	4.76	3.94
Vehicle Expense	24.19	6.76
Waste Paper unloading expenses	193.16	82.95
Water Expense (Including Cess)	7.25	25.47
Total	3,925.30	3,334.46

Note 30

Exceptional items	Rs. In Lacs	
	For the year ended as on 31.03.2023	For the year ended as on 31.03.2022
Profit (Loss) on Sale of Assets	-0.91	-0.33
Provision for BOB OTS	-	320.39
Gain arising from restructuring of AARC Loan	-4,266.49	-
Total	-4,267.41	320.06

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

CORPORATE INFORMATION

Magnum Ventures Limited is engaged in the business of trading and manufacturing of paper since 1980. The existing manufacturing activities cover Newspaper, printing paper, grey and duplex boards

The Company also owns a Hotel named "Country Inn & Suites by Radisson" with Radisson group. In this regards, Company has entered into Territory License agreement with Country Inn & suites by Radisson Through country development& Management services private limited.

Note- 31

Significant Accounting Policies

1. Basis of Preparation of Financial Statement

- a) The financial statements which comprise the Balance sheet, the Statement of Profit and Loss, the Cash flow statement and the Statement of changes in Equity ("Financial Statements") have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The Company has consistently applied accounting policies to all periods.
- b) The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported balances of assets & liabilities and disclosure relating to contingent liabilities as at the date of financial statements and reported amount of income and expenses during the year. The management believes that the estimates used in preparation of financial statements are prudent & reasonable. Future results could differ from these estimates.
- c) The Company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- d) The company is complying with the Indian Accounting-Standards (Ind-AS) issued by the ICAI, as per the requirements of the Companies Act, 2013.

2. Property Plant and Equipment

- a) Property, Plant and Equipment are stated at revalued amount determined by an independent registered valuer less accumulated depreciation and impairment, if any. The Company during the year has revalued its Property, Plant and Equipment by adopting the revaluation model, which till previous year were valued at cost model. Costs directly attributable to acquisition are capitalized until the Property, Plant and Equipment are available for use, as intended by the management.

When an item of Property, Plant and equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the asset is treated in one of the following ways;

- (a) The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset.
- (b) The accumulated depreciation is eliminated against the gross carrying amount of the asset.

Revaluation surplus is recorded in other comprehensive income and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

- b) Expenditure of capital nature are capitalized at cost comprising of purchase price (net of GST, rebates and discounts) and any other cost which is directly attributable to bring the assets to its working condition for the intended use. All Property, plant & Equipment's are carried at cost less depreciation. But when an asset is scraped or otherwise disposed off, the cost and related depreciation are written off from the books of accounts and resultant profit or loss, if any is reflected in profit and loss account. The Company capitalized Inward Freight of Capital Asset at the end of month.

3. Depreciation

The charge in respect of depreciation is derived after estimating the asset's expected useful life and the expected residual value at the end of its life. The depreciation method, useful lives and residual values of the Company's assets are estimated by the management at the time the asset is acquired and reviewed at financial year end.

In Paper Division Depreciation on fixed assets is provided on the basis of Written down Value method except on plant & machinery, turbine & Deinking Plant on which depreciation is charged on SLM, however software is amortised in 5 years.

For Hotel Division Assets, depreciation has been provided on the straight-line method and at the rates in the manner prescribed in schedule II to the Companies Act. 2013,

Freight on Capital Asset installed and put to use has been capitalized at the end of month.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

4. Foreign Exchange Transactions

- a) All the Monetary assets and liabilities in foreign currencies are translated in Indian rupees at the exchange rates prevailing at the Balance Sheet date as notified. The resultant gain / loss are accounted for in the Profit & Loss account.
- b) The outstanding foreign exchange transactions are stated at the prevailing exchange rate as on the date of balance sheet.
- c) Items of Income and expenditure relating to foreign exchange transactions are recorded at exchange rates prevailing on the date of the transactions.

5. Inventory Valuation

- a) Stock of raw materials, stores & spares are valued at lower of purchase cost or net realizable value.
- b) W.I.P is valued including component of Waste Paper, Chemicals & Stores, Fuel and Other Manufacturing Overheads. Finished goods are valued at cost of production or net realisable value whichever is less. Cost for the purpose of valuation includes raw material consumption, manufacturing expenses and other appropriate overheads there on in accordance with IND AS-2 issued by ICAI.

6. Revenue Recognition

a) Sales

In Paper Division, Revenue is recognized upon transfer of promised goods or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Revenue is reduced for estimated customer returns, rebates and other similar allowances, taxes or duties collected on behalf of the government. An entity shall recognize revenue when the entity satisfies a performance obligation by transferring a goods or services (i.e. an asset) to a customer. An asset is transferred when the customer obtains control of that asset.

In Hotel Division, Rooms, Food and Beverage & Banquets: Revenue is recognized at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognized once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

b) Interest Income

Interest income is recognized as it accrues on a time proportion basis taking in to account the amount of investment and rate applicable.

c) Misc. Income

It includes sale of sludge, discarded stores and scrap and revenue is recognized on the basis of dispatches from factory gates and inclusive of GST.

d) Exports Benefits

Export benefits are recognized on an accrual basis and when there is a reasonable certainty of realization of such benefits / incentives.

7. Impairment of Assets

At the end of each year, the company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that impairment loss may have occurred and where the recoverable amount of any fixed asset is lower than the carrying amount, a provision for impairment loss on fixed assets is made for the difference. Recoverable amount is generally measured using discounted estimated cash flows. Post impairment, depreciation is provided on the revised carrying value of asset over its remaining useful life.

Management is of the view that no such assets exists in the Company.

8. Taxation

Current tax

Current tax is determined as the amount of tax payable in respect of the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income-tax Act, 1961. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of such deferred tax assets to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

9. Earning Per Share

Basic EPS is calculated by dividing the net profit for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding the year is adjusted for events of bonus issue and share split.

For the purpose of calculating Diluted Earnings per Share, the Net Profit for the year attributable to Equity Shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The Company does not have any diluted equity shares at the year end.

10. Provisions, Contingent Liabilities and Contingent Assets

A Provision is recognized when the company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (including retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are not recognized in profit & loss account but are disclosed in Notes to the Accounts.

11. Borrowing Cost

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A Qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

12. Retirement and Other Employee Benefits

a. Defined Contribution Plan

Employee benefits in the form of provident fund, superannuation, employees' state insurance fund and labour welfare fund are considered as defined contribution plans and the contributions are charged to the profit and loss during the year when the contributions to the respective funds are due and as and when services are rendered by employees

b. Defined Benefit Plan

Gratuity

In accordance with the Payment of Gratuity Act, 1972, as amended, the Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation at each Balance Sheet date using the projected unit credit method. The Company fully contributes all ascertained liabilities to the gratuity fund maintained with the Insurer.

Defined benefit costs are categorized as follows:

- a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. net interest expense or income; and
- c. re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

c. Short-term and other long-term employee benefits

The employees of the Company are entitled to compensate absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company fully contributes all ascertained liabilities to the fund maintained with the Insurer. The Company recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absence occur.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

d. Salary and other short-term benefits

The salary and other short-term benefit i.e. Bonus etc. is being paid to the employees when it becomes due.

Actuarial assumptions in respect of provisions for gratuity and leave encashment at balance sheet date are as follows:

Gratuity (Hotel Division)

2.1 (a): Table Showing Changes in Present Value of Obligations:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	2,24,63,849	2,20,03,611
Interest cost	16,28,629	15,95,262
Current service cost	35,34,815	32,23,666
Past Service Cost	0	0
Benefits paid (if any)	(29,56,370)	(23,93,705)
Actuarial (gain)/loss	3,35,346	(19,64,985)
Present value of the obligation at the end of the period	2,50,06,269	2,24,63,849

2.1 (b): Bifurcation of total Actuarial (gain) / loss on liabilities

Period	From: 01-04-2022 To: 31-03-2023
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	(4,76,107)
Experience Adjustment (gain)/ loss for Plan liabilities	8,11,453
Total amount recognized in other comprehensive Income	3,35,346

2.2: Key results (The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2023	As on: 31-03-2022
Present value of the obligation at the end of the period	2,50,06,269	2,24,63,849
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	2,50,06,269	2,24,63,849
Funded Status – Surplus/ (Deficit)	(2,50,06,269)	(2,24,63,849)

2.3 (a): Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost	16,28,629	15,95,262
Current service cost	35,34,815	32,23,666
Past Service Cost	0	0
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	51,63,444	48,18,929

2.3 (b): Other comprehensive (income) / expenses (Re measurement)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Cumulative unrecognized actuarial (gain)/loss opening. B/F	(34,72,397)	(15,07,412)
Actuarial (gain)/loss - obligation	3,35,346	(19,64,985)
Actuarial (gain)/loss - plan assets	0	0
Total Actuarial (gain)/loss	3,35,346	(19,64,985)
Cumulative total actuarial (gain)/loss. C/F	(31,37,051)	(34,72,397)

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

2.3 (c): Net Interest Cost

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost on defined benefit obligation	16,28,629	15,95,262
Interest income on plan assets	0	0
Net interest cost (Income)	16,28,629	15,95,262

2.4: Experience adjustment:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Experience Adjustment (Gain) / loss for Plan liabilities	8,11,453	(14,32,733)
Experience Adjustment Gain / (loss) for Plan assets	0	0

3.1: Summary of membership data at the date of valuation and statistics based thereon:

Period	As on: 31-03-2023	As on: 31-03-2022
Number of employees	546	524
Total monthly salary	85,47,267	76,61,031
Average Past Service(Years)	4.8	4.9
Average Future Service (yrs)	23.4	24.0
Average Age(Years)	34.6	34.0
Weighted average duration (based on discounted cash flows) in years	15	17
Average monthly salary	15,654	14,620
Expected Future Service taking into account Decrements (Years)	14	14

3.2: Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.50 % per annum	7.25 % per annum
Salary Growth Rate	6.50 % per annum	6.50 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.

3.3: Benefits valued:

Normal Retirement Age	58 Years	58 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2000000.00	2000000.00

3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013):

Period	As on: 31-03-2023	As on: 31-03-2022
Current Liability (Short Term)*	28,71,041	11,12,458
Non-Current Liability (Long Term)	2,21,35,228	2,13,51,391
Total Liability	2,50,06,269	2,24,63,849

3.5: Effect of plan on entity's future cash flows

3.5 (a): Funding arrangements and funding policy- Not Applicable

3.5 (b): Expected contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year	43,80,074	40,39,619
--	-----------	-----------

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

3.5 (c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on discounted cash flows) in years	15	17
---	----	----

3.5 (d): Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

01 Apr 2023 to 31 Mar 2024	28,71,041
01 Apr 2024 to 31 Mar 2025	14,72,180
01 Apr 2025 to 31 Mar 2026	6,19,621
01 Apr 2026 to 31 Mar 2027	6,41,734
01 Apr 2027 to 31 Mar 2028	11,65,557
01 Apr 2028 Onwards	1,82,36,136

3.6: Projection for next period:

Best estimate for contribution during next Period	43,80,074
---	-----------

3.7: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2023
Defined Benefit Obligation (Base)	2,50,06,269 @ Salary Increase Rate : 6.5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	2,29,38,284; x=1.00% [Change (8)%]
Liability with x% decrease in Discount Rate	2,74,17,285; x=1.00% [Change 10%]
Liability with x% increase in Salary Growth Rate	2,74,17,285; x=1.00% [Change 10%]
Liability with x% decrease in Salary Growth Rate	2,29,02,318; x=1.00% [Change (8)%]
Liability with x% increase in Withdrawal Rate	2,51,19,460; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	2,48,70,613; x=1.00% [Change (1)%]

3.8: Reconciliation of liability in balance sheet

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Opening gross defined benefit liability/ (asset)	2,24,63,849	2,20,03,611
Expenses to be recognized in P&L	51,63,444	48,18,929
OCI- Actuarial (gain)/ loss-Total current period	3,35,346	(19,64,985)
Benefits paid (if any)	(29,56,370)	(23,93,705)
Closing gross defined benefit liability/ (asset)	2,50,06,269	2,24,63,849

GRATUITY (PAPER DIVISION)

2.1 (a):Table Showing Changes in Present Value of Obligations:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	2,34,61,738	2,25,40,329
Interest cost	17,00,976	16,34,174
Current service cost	43,15,214	35,56,350
Past Service Cost	0	0
Benefits paid (If any)	(11,28,340)	(19,16,244)
Actuarial(gain)/loss	(8,77,354)	(23,52,871)
Present value of the obligation at the end of the period	2,74,72,234	2,34,61,738

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

2.1 (b):Bifurcation of total Actuarial(gain)/loss on liabilities

Period	From: 01-04-2022 To: 31-03-2023
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	(3,44,413)
Experience Adjustment (gain)/loss for Plan liabilities	(5,32,941)
Total amount recognized in other comprehensive Income	(8,77,354)

2.2: Key results(The amount to be recognized in the Balance Sheet):

Period	Ason:31-03-2023	Ason:31-03-2022
Present value of the obligation at the end of the period	2,74,72,234	2,34,61,738
Fair value of plan assets at end of period	0	0
Net liability/(asset)recognized in Balance Sheet and related analysis	2,74,72,234	2,34,61,738
Funded Status-Surplus/(Deficit)	(2,74,72,234)	(2,34,61,738)

2.3 (a):Expense recognized in the statement of Profit and Loss:

Period	Ason:31-03-2023	Ason:31-03-2022
Interest cost	17,00,976	16,34,174
Current service cost	43,15,214	35,56,350
Past Service Cost	0	0
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	60,16,190	51,90,524

2.3 (b):Other comprehensive (income) /expenses (Remeasurement)

Period	Ason:31-03-2023	Ason:31-03-2022
Cumulative unrecognized actuarial (gain) /loss opening. B/F	(41,06,295)	(17,53,424)
Actuarial (gain) /loss-obligation	(8,77,354)	(23,52,871)
Actuarial(gain)/loss-plan assets	0	0
Total Actuarial (gain)/loss	(8,77,354)	(23,52,871)
Cumulative total actuarial (gain) /loss. C/F	(49,83,649)	(41,06,295)

2.3 (c):Net Interest Cost

Period	Ason:31-03-2023	Ason:31-03-2022
Interest cost on defined benefit obligation	17,00,976	16,34,174
Interest income on plan assets	0	0
Net interest cost(Income)	17,00,976	16,34,174

2.4: Experience adjustment:

Period	Ason:31-03-2023	Ason:31-03-2022
Experience Adjustment (Gain) /loss for Plan liabilities	(5,32,941)	(19,79,133)
Experience Adjustment Gain /(loss)for Plan assets	0	0

3.1: Summary of membership data at the date of valuation and statistics based thereon:

Period	Ason:31-03-2023	Ason:31-03-2022
Number of employees	870	794
Total monthly salary	1,23,46,073	1,06,21,356
Average Past Service(Years)	4.1	4.0
Average Future Service(yrs)	20.8	20.8
Average Age(Years)	37.2	37.2
Weighted average duration (based on discounted cash flows) in years	11	11
Average monthly salary	14,191	13,377
Expected Future Service taking in to account Decrements(Years)	13	13

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

3.2: Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.50 % per annum	7.25 % per annum
Salary Growth Rate	5.25 % per annum	5.25 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.

3.3: Benefits valued:

Normal Retirement Age	58 Years	58 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2000000.00	2000000.00

3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013):

Period	Ason:31-03-2023	Ason:31-03-2022
Current Liability (Short Term)*	56,41,710	41,05,709
Non-Current Liability (Long Term)	2,18,30,524	1,93,56,029
Total Liability	2,74,72,234	2,34,61,738

3.5 :Effect of plan on entity's future cash flows

3.5 (a): Funding arrangements and funding policy Not Applicable

3.5 (b): Expected contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year	58,11,559	50,68,416
--	-----------	-----------

3.5 (c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on discounted cash flows) in years	11	11
---	----	----

3.5 (d): Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

01 Apr 2022 to 31 Mar 2023	56,41,695
01 Apr 2023 to 31 Mar 2024	21,82,447
01 Apr 2024 to 31 Mar 2025	18,32,856
01 Apr 2025 to 31 Mar 2026	10,23,367
01 Apr 2026 to 31 Mar 2027	11,96,255
01 Apr 2027 Onwards	1,55,95,614

3.6: Projection for next period:

Best estimate for contribution during next Period	58,11,559
---	-----------

3.7: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2023
Defined Benefit Obligation (Base)	2,74,72,234 @ Salary Increase Rate : 5.25%, and discount rate :7.5%
Liability with x% increase in Discount Rate	2,58,54,676; x=1.00% [Change (6)%]
Liability with x% decrease in Discount Rate	2,93,12,466; x=1.00% [Change 7%]
Liability with x% increase in Salary Growth Rate	2,93,35,470; x=1.00% [Change 7%]
Liability with x% decrease in Salary Growth Rate	2,58,07,564; x=1.00% [Change (6)%]
Liability with x% increase in Withdrawal Rate	2,76,09,613; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	2,73,01,892; x=1.00% [Change (1)%]

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

3.8: Reconciliation of liability in balance sheet

Period	Ason:31-03-2023	Ason:31-03-2022
Opening gross defined benefit liability/ (asset)	2,34,61,738	2,25,40,329
Expenses to be recognized in P&L	60,16,190	51,90,524
OCI-Actuarial(gain)/loss-Total current period	(8,77,354)	(23,52,871)
Benefits paid (if any)	(11,28,340)	(19,16,244)
Closing gross defined benefit liability/ (asset)	2,74,72,234	2,34,61,738

- 4.1 In preparing this report we have heavily relied on the completeness and accuracy of the information, data and assumptions provided to us orally and in writing by or on behalf of the Company and its advisors. We have not completed any detailed validation checks/ investigation on the information, data and assumptions provided, however preliminary broad consistency is viewed in respect of data. As compared to previous valuation assumptions, changes, if any, may be due to change in yield to government bonds/change in entity's long term views for future.
- 4.2 This report is based on going concern basis and as per requirements of Accounting Standard mentioned above and its application to the Plan. These results should not be used for any other purpose. In particular, this Report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels and hence results will not hold good incase company is closed or mass attrition. This report is provided solely for the company use and for the specific purposes indicated above. Except where I expressly agree in writing, it should not be disclosed or provided to any third party. In the absence of such consent and an express assumption no responsibility what so ever is accepted by me for any consequences arising from any third party relying on this report or any advice relating to its contents. In any case, irrespective of vendor agreement etc. liability of undersigned towards entity or anyone is strictly limited to the billed amount for this report. The Company may provide copy of this Report to its auditors along with rules of the plan, but I make no representation as to the suitability of this report for any purpose other than that for which it was originally provided and accept no responsibility or liability to the company or its auditors in this regard. The company should draw the provisions of this paragraph to the attention of its auditors.
- 5.1 **Principal assumptions** are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However, no explicit allowance is used for disability. As per Accounting Standard, selection of appropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

- 5.2 **Mortality** is used as per Published rates under Indian Assured Lives Mortality (2012-2014) table. Rates at specimen ages are tabulated below:

Age(Years)	Rates	Age(Years)	Rates	Age(Years)	Rates
20	0.000924	35	0.001202	50	0.004436
25	0.000931	40	0.001680	55	0.007513
30	0.000977	45	0.002579	60	0.011162

6. **Projected Unit Credit (PUC) Method:** is used to assess the plan liabilities, including those related to death-in-service and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefit as on date of valuation.

Glossary:

Actuarial Gain or Loss	From one plan year to the next, if the experience of the plan differs from that anticipated using the actuarial assumptions, an actuarial gain or loss occurs. For example, an actuarial gain would occur if the plan assets earned 12% for the year while the assumed rate of returned in the valuation was 8%. Other causes of actuarial gain so losses would include changes in actuarial assumptions and /or demographic changes in the population profile.
Balance Sheet Asset/ (Liability)	The sponsor's balance sheet asset/ (liability) entry, the net recognized amount, is the sum of the cumulative excess of contributions to the plan over net annual expense and other plan-related charges to income due either to business combination or accelerated recognition pursuant to IAS19. The difference between this account and the funded status is the unrecognized net loss/(gain) unvested prior service costs [and net transition obligation.]
Funded Status	This is the excess /(shortfall) of the fair value of plan assets over the plan liability.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

Plan Liability	This quantity is discounted present value of all benefits attributed by the plan's benefit formula to service rendered prior to the measurement date. It is measured using an assumption as to future pay levels.
Service Cost	This is the discounted present value of benefits attributed by the plan's benefit formula to services rendered by employees during the accounting period. It is measured using an assumption as to future pay levels.
Interest Cost	The increase in the plan liability over the accounting period due to interest (the time value of money).
Expected Return on Assets	The expected return on plan assets over the accounting period, based on an assumed rate of return.
Net Periodic Benefit Cost	This is the profit and loss charge for the accounting period, and comprises the sum of the service and interest costs less the expected return on assets, plus allowance for amortization of any net liabilities not recognized in the balance sheet.

Leave encashment (Paper Division)

2.1 (a): Table Showing Changes in Present Value of Obligations:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	42,24,002	38,35,994
Interest cost	3,06,240	2,78,110
Current service cost	19,28,302	11,97,687
Benefits paid (if any)	(3,38,587)	(5,21,733)
Actuarial (gain)/loss	(4,67,224)	(5,66,056)
Present value of the obligation at the end of the period	56,52,733	42,24,002

2.1 (b): Bifurcation of total Actuarial(gain)/loss on liabilities

Period	From:01-04-2022 To:31-03-2023
Actuarial gain/ losses from changes in Demographics assumptions(mortality)	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	(65,288)
Experience Adjustment (gain)/ Loss for Plan liabilities	(4,01,936)
Total amount recognized in other comprehensive Income	(4,67,224)

2.2: Key results (The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2023	As on: 31-03-2022
Present value of the obligation at the end of the period	56,52,733	42,24,002
Fair value of plan assets at end of period	0	0
Net liability/ (asset) recognized in Balance Sheet and related analysis	56,52,733	42,24,002
Funded Status Surplus/(Deficit)	(56,52,733)	(42,24,002)

2.3 (a): Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost	3,06,240	2,78,110
Current service cost	19,28,302	11,97,687
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	22,34,542	14,75,797

2.3 (b): Other comprehensive (income)/expenses(Remeasurement)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Cumulative unrecognized actuarial (gain)/loss opening. B/F	(4,33,783)	2,06,974
Actuarial(gain)/loss-obligation	(4,67,224)	(6,40,757)
Actuarial(gain)/loss-plan assets	0	0
Total Actuarial(gain)/loss	(4,67,224)	(6,40,757)
Cumulative total actuarial (gain)/ loss. C/F	(9,01,007)	(4,33,783)

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

2.4: Experience adjustment:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Experience Adjustment (Gain)/loss for Plan liabilities	(4,01,936)	
Experience Adjustment Gain/ (loss)for Plan assets	0	

3.1: Summary of member ship data at the date of valuation and statistics based thereon:

Period	As on: 31-03-2023	As on: 31-03-2022
Number of employees	870	794
Total monthly salary	1,23,46,073	1,06,21,356
Average Past Service(Years)	4.1	4.0
Average Future Service (yrs)	20.8	20.8
Average Age(Years)	37.2	37.2
Total Leave With Cap/Without Cap	10,458/10,530	7,895/7,895
Total CTC/ Availment Rate	2,46,92,146 / 3%	2,12,42,712 / 3%
Weighted average duration (based on discounted cash flows) in years	14	13
Average monthly salary	14,191	13,377
Expected Future Service taking in to account Decrements (Years)	13	13

3.2: Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.50 % per annum	7.25 % per annum
Salary Growth Rate	5.25 % per annum	5.25 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate(Per Annum)	5.00% p.a.	5.00% p.a.

3.3: Benefits valued:

Normal Retirement Age	58 Years	58 Years
Salary	As per rules of the company	As per rules of the company
Benefits on Normal Retirement	1/26 * Salary * Number of leaves.	1/26 * Salary * Number of leaves.
Benefit on early exit	As above, subject to rules of the company.	As above, subject to rules of the company.
Benefit on death	As above, subject to rules of the company.	As above, subject to rules of the company.

3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013):

Period	Ason:31-03-2023	Ason:31-03-2022
Current Liability(Short Term)*	7,81,109	5,28,279
Non-Current Liability(Long Term)	48,71,624	36,95,723
Total Liability	56,52,733	42,24,002

3.5: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2023
Defined Benefit Obligation(Base)	56,52,733
Liability with x% increase in Discount Rate	52,43,750; x=1.00% [Change (7)%]
Liability with x% decrease in Discount Rate	61,25,266; x=1.00% [Change 8%]
Liability with x% increase in Salary Growth Rate	61,31,211; x=1.00% [Change 8%]
Liability with x% decrease in Salary Growth Rate	52,31,894; x=1.00% [Change (7)%]
Liability with x% increase in Withdrawal Rate	57,29,966; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	55,65,617; x=1.00% [Change (2)%]

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

3.6: Reconciliation of liability in balance sheet

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Opening gross defined benefit liability/ (asset)	42,24,002	38,35,994
Expenses to be recognized in P&L	22,34,542	14,75,797
OCI-Actuarial(gain)/loss-Total current period	(4,67,224)	(6,40,757)
Benefits paid (if any)	(3,38,587)	(4,47,032)
Closing gross defined benefit liability/ (asset)	56,52,733	42,24,002

4.1 In preparing this report we have heavily relied on the completeness and accuracy of the information, data and assumptions provided to us orally and in writing by or on behalf of the Company and its advisors. We have not completed any detailed validation checks/ investigation on the information, data and assumptions provided, however preliminary broad consistency is viewed in respect of data. As compared to previous valuation assumptions, changes, if any, may be due to change in yield to government bonds/change in entity's long term views for future.

4.2 This report is based on going concern basis and as per requirements of Accounting Standard mentioned above and its application to the Plan. These results should not be used for any other purpose. In particular, this Report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels and hence results will not hold good incase company is closed or mass attrition. This report is provided solely for the company use and for the specific purposes indicated above. Except where I expressly agree in writing, it should not be disclosed or provided to any third party. In the absence of such consent and an express assumption of responsibility, no responsibility whatsoever is accepted by me for any consequences arising from any third party relying on this report or any advice relating to its contents. In any case, irrespective of vendor agreement etc. liability of under signed towards entity or anyone is strictly limited to the billed amount for this report. The Company may provide copy of this Report to its auditors along with rules of the plan, but I make no representation as to the suitability of this report for any purpose other than that for which it was originally provided and accept no responsibility or liability to the company or its auditors in this regard. The company should draw the provisions of this paragraph to the attention of its auditors.

5.1 **Principal assumptions** are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However no explicit allowance is used for disability. As per Accounting Standard, selection of appropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

5.2 **Mortality** is used as per Published rates under Indian Assured Lives Mortality (2012-2014) table. Rate sat specimen ages are tabulated below:

Age(Years)	Rates	Age(Years)	Rates	Age(Years)	Rates
20	0.000924	35	0.001202	50	0.004436
25	0.000931	40	0.001680	55	0.007513
30	0.000977	45	0.002579	60	0.011162

6. **Projected Unit Credit (PUC) Method:** is used to assess the plan liabilities, including those related to death-in-service and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefits as on date of valuation.

Glossary:

Actuarial Gain or Loss	From one plan year to the next, if the experience of the plan differs from that anticipated using the actuarial assumptions, an actuarial gain or loss occurs. For example, an actuarial gain would occur if the plan assets earned 12% for the year while the assumed rate of return used in the valuation was 8%. Other causes of actuarial gains or losses would include changes in actuarial assumptions and/ or demographic changes in the population profile.
Balance Sheet Asset/ (Liability)	The sponsor's balance sheet asset/ (liability) entry, the net recognized amount, is the sum of the cumulative excess of contributions to the plan over net annual expense and other plan-related charges to in come due either to business combination or accelerated recognition pursuant to IAS19. The difference between this account and the funded status is the unrecognized net loss/ (gain) unvested prior service costs [and net transition obligation.]

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

Funded Status	This is the excess/(shortfall) of the fair value of plan assets over the plan liability.
Plan Liability	This quantity is discounted present value of all benefits attributed by the plan's benefit formula to service rendered prior to the measurement date. It is measured using an assumption as to future pay levels.
Service Cost	This is the discounted present value of benefits attributed by the plan's benefit formula to services rendered by employees during the accounting period. It is measured using an assumption as to future pay levels.
Interest Cost	The increase in the plan liability over the accounting period due to interest (the time value of money).
Expected Return on Assets	The expected return on plan assets over the accounting period, based on an assumed rate of return.
Net Periodic Benefit Cost	This is the profit and loss charge for the accounting period, and comprises the sum of the service and interest costs less the expected return on assets, plus allowance for amortization of any net liabilities not recognized in the balance sheet.

Leave Encashment (Hotel Division)

2.1 (a): Table Showing Changes in Present Value of Obligations:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	80,25,853	89,47,503
Interest cost	5,81,874	6,48,694
Current service cost	24,61,258	19,65,779
Benefits paid (if any)	(30,09,763)	(30,02,798)
Actuarial (gain)/loss	3,71,332	(5,33,325)
Present value of the obligation at the end of the period	83,40,554	80,25,853

2.1 (b): Bifurcation of total Actuarial (gain) / loss on liabilities

Period	From: 01-04-2022 To: 31-03-2023
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	(1,41,729)
Experience Adjustment (gain)/ loss for Plan liabilities	5,13,061
Total amount recognized in other comprehensive Income	3,71,332

2.2: Key results (The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2023	As on: 31-03-2022
Present value of the obligation at the end of the period	83,40,554	80,25,853
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	83,40,554	80,25,853
Funded Status - Surplus/ (Deficit)	(83,40,554)	(80,25,853)

2.3 (a): Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost	5,81,874	6,48,694
Current service cost	24,61,258	19,65,779
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	30,43,132	26,14,473

2.3 (b): Other comprehensive (income)/expenses(Remeasurement)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Cumulative unrecognized actuarial (gain) /loss opening. B/F	0	0

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

2.4: Experience adjustment:

Period	Ason:31-03-2023	Ason:31-03-2022
Experience Adjustment (Gain) / loss for Plan liabilities	5,13,061	(3,58,365)
Experience Adjustment Gain / (loss) for Plan assets	0	0

3.1: Summary of membership data at the date of valuation and statistics based thereon:

Period	Ason:31-03-2023	Ason:31-03-2022
Number of employees	546	528
Total monthly salary	85,47,267	78,83,170
Average Past Service(Years)	4.8	4.9
Average Future Service (yrs)	23.4	23.8
Average Age(Years)	34.6	34.2
Total Leave With Cap/ Without Cap	16,128/16,128	15,692/15,692
Total CTC / Availment Rate	1,70,94,534/ 3%	1,57,66,340 / 3%
Weighted average duration (based on discounted cash flows) in years	19	19
Average monthly salary	15,654	14,930
Expected Future Service taking into account Decrements (Years)	14	14

3.2: Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.5 % per annum	7.25 % per annum
Salary Growth Rate	6.50 % per annum	6.50 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.

3.3: Benefits valued:

Normal Retirement Age	58 Years	58 Years
Salary	As per rules of the company	As per rules of the company
Benefits on Normal Retirement	1/30 * Salary * Number of leaves.	1/30 * Salary * Number of leaves.
Benefit on early exit	As above, subject to rules of the company.	As above, subject to rules of the company.
Benefit on death	As above, subject to rules of the company.	As above, subject to rules of the company.

3.4: Current Liability (*Expected pay out in next year as per schedule III of the Companies Act, 2013):

Period	Ason:31-03-2023	Ason:31-03-2022
Current Liability (Short Term)*	8,50,691	7,38,607
Non-Current Liability (Long Term)	74,89,863	72,87,246
Total Liability	83,40,554	80,25,853

3.5: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2023
Defined Benefit Obligation (Base)	83,40,554
Liability with x% increase in Discount Rate	75,68,207; x=1.00% [Change (10)%]
Liability with x% decrease in Discount Rate	92,55,937; x=1.00% [Change 11%]
Liability with x% increase in Salary Growth Rate	92,55,937; x=1.00% [Change 11%]
Liability with x% decrease in Salary Growth Rate	75,54,881; x=1.00% [Change (10)%]
Liability with x% increase in Withdrawal Rate	84,12,917; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	82,57,533; x=1.00% [Change (1)%]

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

3.6: Reconciliation of liability in balance sheet

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Opening gross defined benefit liability/ (asset)	80,25,853	89,47,503
Expenses to be recognized in P&L	30,43,132	26,14,473
OCI- Actuarial (gain)/ loss- Total current period	3,71,332	(5,33,325)
Benefits paid (if any)	(30,99,763)	(30,02,798)
Closing gross defined benefit liability/ (asset)	83,40,554	80,25,853

13. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past of future cash receipts and payments. The cash flows from operating, investing and financing activities of the Company are segregated.

(a) Other Notes

1. Contingent liabilities not provided for in respect of the following:

Name of the Statute	Name of the Dues	Amount Involved (Rs.)	Assessment Year	Status/Forum where Dispute is Pending
Service Tax Law	SCN for Service Tax from Hotel	1,64,00,749/-+ (Interest & penalty)	2010-2011	Order passed in company favour, but department filled appeal in Allahabad High Court

2. Remuneration paid to auditors:

Particular	Current Year	Last Year
As Statutory Auditors	2,50,000	2,50,000
	GST 45,000	GST 45,000
Tax Audit Fees	50,000	50,000
	GST 9,000	GST 9,000

3. In the opinion of the management, current assets, loans and advances are of the value stated if realised in the ordinary course of business except otherwise stated. The provision for all the known liabilities is adequate and not in excess of the amount considered reasonable.

4. Remuneration paid to the Directors of the company is as under:

Particular	Current Year	Last Year
Mr. Pradeep Kumar Jain	13,10,000	5,69,118
Mr. Abhey Jain	13,10,000	4,96,268
Mr. S. P. Chaturvedi	9,84,400	7,49,400

5. Increase in authorised capital

During the year there is increase of Rs. 165,000,000 in authorized capital of the company as per the note no. 11 of the financial statements.

6. Trade receivables

Trade Receivables amounts to Rs. 3990.17 lakhs, out of which trade receivables amounting to Rs. 33.32 lakhs are outstanding for more than six months.

7. Inventory

Additional information (Being technical matter and valued and certified by the management and auditors have relied upon the same

1) Quantitative information with regard to the licensed & installed capacity, production & sales of Paper manufactured by the company:

Paper Division

S. No.	Particular	Current Year Qty. in MT	Last Year Qty in MT.
(a)	Licensed Capacity	85,000	85,000
(b)	Installed Capacity	NA	N.A
(c)	Production	69194	56828

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

II) Turnover, Closing & Opening Stock of Finished Goods

Paper Division

S. No	Particular	Qty (Kgs)		Amount In Rs.	
		Current Year	Last Year	Current Year	Last Year
(a)	Opening Stock	13,61,985	10,28,551	8,50,99,651	3,87,89,479
(b)	Closing Stock	34,25,972	13,61,985	17,47,03,881	8,50,99,651
(c)	Sale (Including Captive use)	6,71,29,859	5,67,05,323	3,70,37,96,544	2,70,33,47,340

Sale qty includes 1322426 kg captive use and 150707 kg sold from D-3.

III) Information in regard to raw material, Stores & Chemical Consumed:

Paper Division

S. No	Particular	Qty (Kgs)		Amount In Rs.	
		Current Year	Last Year	Current Year	Last Year
(a)	Raw Material	8,70,33,174	7,55,58,049	242,58,49,556	174,35,46,607
(b)	Chemical	-	-	21,24,54,039	13,71,20,891
(c)	Stores	-	-	11,89,23,670	9,13,04,256
(d)	Power & Fuel	-	-	59,49,86,046	37,88,19,434

Value & percentage of imported & indigenous raw material and stores & chemicals consumed:

Particular	Value (Rs)		In %	
	Current Year	Last Year	Current Year	Last Year
Imported Raw Material	110,57,77,437	100,10,54,886	45.58	57.41
Indigenous Raw Material	132,00,72,119	74,24,91,721	54.42	42.59
Imported Stores & Chemical	2,26,39,152	72,67,889	6.83	3.18
Indigenous Stores & Chemical	30,87,38,557	22,11,57,258	93.17	96.82

IV) Information in regard to Foreign Currency Transactions

a) C.I.F. value of imports:

Paper Division

Particular	Current Year	Last Year
Raw Material	95,69,28,787	75,37,42,037
Chemical & Consumable Spare Parts & Machines	3,43,98,729	1,79,43,530

b) Expenses incurred in foreign currency:

Particular	Current Year(Rs)		Last Year(Rs)	
	Rs	FC	Rs.	FC
Paper Division	31,69,015	USD 41251.05	14,25,118	USD 19,077.99
Hotel Division	48,65,207	USD 49427 EURO 3039	12,21,113	USD 16,762.02

c) Earning in foreign exchange currency:

Particular	Current Year(Rs)		Last Year(Rs)	
	Rs	FC	Rs.	FC
Paper Division	9,52,54,052	USD 12,14,009	13,28,97,988	USD 17,79,657
Hotel Division	69,07,282	USD 83340 EURO 290 AUSTRALIAN DOLLAR 260 CANADIAN DOLLAR 200	1,94,31,788	USD 2,65,822.66

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

8. Related party transaction disclosure:

The related parties, as defined by Ind-AS 24 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India, in respect of which disclosure have been made, have been identified on the basis of disclosure made by the managerial persons and taken on record by the board.

We have identified all the related parties and transactions with all such information provided to you as under complete in all respects:

Disclosure of Related Party transactions for the year Ended March 31,2023 (Pursuant to Regulation 23(9) of SEBI(LODR) Regulations,2015

Sl. No.	Particulars	Key Management personnel	Relative of key management personnel
1	Loan Outstanding as on 31.03.23	-	-
2	Unsecured loan from Directors(Outstanding as on 31.03.23)		
	Mr. Abhey Jain	-	-
	Mr. Praveen Kumar Jain	-	-
	Mr. Pradeep Kumar Jain	-	-
	Unsecured loan taken from Directors(During the Period)		
	Mr. Praveen Kumar Jain	3,54,00,000	
	Mr. Abhey Jain	7,78,25,000	
	Mr. Pradeep Kumar Jain	10,18,57,000	
	Unsecured Repayment to Directors(During the Period)		
	Mr. Praveen Kumar Jain	18,93,70,446	
	Mr. Pradeep Kumar Jain	10,73,97,500	
	Mr. Abhey Jain	8,33,25,000	
3	Unsecured loan from Relatives (Outstanding as on 31.03.23)		
	Parv Jain	-	
	Rishab Jain	-	
	Ritesh Jain	-	
3	Remuneration of Directors		
	Mr. Pradeep Kumar Jain	13,10,000	-
	Mr. Abhey Jain	13,10,000	
	Mr. S. P. Chaturvedi	9,84,400	
4	Remuneration of Company Secretary		
	Aaina Gupta	6,70,000	
5	Sitting fees to Independent Director		
	Manish Kumar	10,000	
	Jyoti	87,500	
	Jyoti Bansal	1,13,500	
	Aanchal Jain	71,500	
	Shalini Rahul	32,000	
6	Salary to Other Key Management Personnel& Relatives		
	Mr. Rishabh Jain	-	17,50,000
	Mr. Ritesh Jain	-	17,50,000
	Mr. Parv Jain	17,11,464	
	Mr. Shrenik Jain	-	16,20,000
	Mr. Ujjwal Jain	-	15,00,000
	Mrs. Rita Jain	-	15,00,000
	Mrs. Veena Jain	-	18,00,000
	Mrs. Mehak Jain	-	6,00,000
	Mrs. Asha Jain	-	15,00,000
	Mrs. Parul Jain	-	11,40,771
	Mrs. Parul Jain	-	4,80,000
	Mrs. Meenal Jain	-	15,00,000
	Mr. Akhil Jain	-	5,28,000
	Mrs. Saroj Jain	-	6,00,000
	Mrs. Priyanka Jain	-	12,00,000

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

Sl. No.	Particulars	Key Management personnel	Relative of key management personnel
7	Professional Consultancy		
	Mr.Pramod Kumar Jain		12,00,000
8	Purchase from Johri Mal Kamal Kishore		30,44,415.34
9	Rent		
	Sashi Jain		3,90,000
	Sumit Jain		3,90,000
	Sashank Jain		3,90,000
	Neeru Jain		3,90,000

Note: Directors of the company has given Interest Free Unsecured Loan to the Company.

Names of the related parties and descriptions of relationships

S.No	Relation	Name of the Person
1	Key Management Personnel	Mr. Pradeep Kumar Jain
		Mr. Praveen Kumar Jain
		Mr. Abhey Jain
		Mr. S. P. Chaturvedi
		Mrs. Aaina Gupta Company Secretary
		Mr. Parv Jain
		Ms. Jyoti
		Mr. Manish Kumar
		Ms.Jyoti Bansal
		Ms. Aanchal Jain
		Ms.Shalini Rahul
2	Relatives of Key Management Personnel	Brother of Director
		Mr. Parmod Kumar Jain
		Wife of Director
		Mrs. Rita Jain
		Mrs. Asha Jain
		Son of Director
		Mr. Rishabh Jain
		Mr. Ritesh Jain
		Mr.Ujjwal Jain
		Mr. Shrenik Jain
		Sister in law of Director
		Mrs. Veena Jain
		Daughter in law of Director
		Mrs. Meenal Jain
		Mrs. Mahek Jain
		Mrs. Parul Jain
		Sister of Director
		Mrs Saroj Jain
		Mrs. Sashi Jain
		Mrs Neeru Jain
		Nephew of Director
		Sumit Jain
		Sashank Jain
		Akhil Jain
		Niece of Director
		Priyanka Jain
		Relatives
		Mrs.Parul Jain(Wife of Akhil Jain)
		Firm of Brother in Law of Director
		Johri Mal Kamal Kishore

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

9. Sundry creditors:

The dues payable to Micro and Small Enterprises is based on the information available with the Company and takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose.

Msme

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at 31 March 2023 has been made based on the information available with the Company and interest amounting to Rs 17, 53,240.00 is computed in regards to the delayed payment to be made over and above 45 days.

10. Lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the Risks and rewards of ownership to the lessee. All other leases are classified as operating leases. In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset; or the payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases

11. Preference Shares

In accordance to Ind AS 109 read with Ind AS 32, redeemable preference shares are classified as financial liability. Therefore, the treatment has been given in the financials in accordance with the aforesaid Ind AS.

Financial liabilities: Classification, subsequent measurement and gains and losses financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit or Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit or Loss. Any gain or loss on de-recognition is also recognised in the Statement of Profit or Loss.

The company has redeemed 4.5 lakh preference share of face value of Rs. 100 during the year at par and the correspondence effect has been taken towards financial liability and its reserve.

12. Impairment of Assets

In accordance with IND AS 36 'Impairment of Assets' issued by Institute of Chartered Accountants of India, the company has assessed the potential generation of economic benefits from its business units as on the balance sheet date and is of the view that assets employed in continuing business are capable of generating adequate returns over their useful lives in the usual course of business: there is no indication to the contrary and accordingly, the management is of the view that no impairment provision is called for in these accounts.

13. Ratio's

S.No	Ratio	2022-23	2021-22	% Change	Comments
1	Current Ratio	0.83	0.72	15.14%	No Major Change
2	Debt Equity Ratio	0.28	-5.35	-105.32%	During the year under consideration, the company has increased its equity share capital and concomitantly reduced its debts
3	Debt Service Coverage Ratio	0.48	0.07	536.49%	During the year under consideration the company has reduced its debts, earned profit and got reduction in loan payable to lender.
4	Return on Equity	1.68	0.14	1129.44%	During the year under consideration, the company augment its top line also at the same time company got reduction in loan payable to lender that increased the Return of Equity. Further the Company got its assets revalued and book the revaluation reserve.
5	Inventory Turnover Ratio	10.25	11.39	-48.63%	During the year under consideration, the top line of the company got increased, therefore the company increased its inventory level to fulfil the needs of the customers and market.
6	Debtor Turnover Ratio	9.64	5.65	70.59%	During the year under consideration there is an increase in sales/revenue, which have an effect on increase in debtor turnover ratio.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

S.No	Ratio	2022-23	2021-22	% Change	Comments
7	Creditor Turnover Ratio	10.78	7.72	39.63%	During the year under consideration there is an increase in sales/revenue, which have an effect on increase in creditor turnover ratio.
8	Net Capital Turnover Ratio	-20.29	-8.33	143.45%	During the year under consideration, the company had issued equity shares and partly paid its preference share capital. Further the Company got its assets revalued and book the revaluation reserve. Therefore, there is an increase in Net Capital Turnover Ratio.
9	Net Profit Ratio	0.15	0.02	882.6%	During the year under consideration, the company has incurred good profit also at the same time the lender reduced its debt recoverable from the company. Accordingly, there is an increase in net profit ratio.
10	Return on Capital Employed	0.08	0.04	97.82%	During the year under consideration, the company had issued equity shares and partly paid its preference share capital. Further the Company got its assets revalued and book the revaluation reserve. Therefore, there is an increase in Return on Capital Employed.
11	Return on Investment	0.00	0.00	0.00	

14. Segment Reporting

The Company is having two segment Paper division and Hotel Division. The segment reporting of the company has been prepared in accordance with IND AS – 108 'Accounting for Segment Reporting' issued by Institute of Chartered Accountants of India.

Primary –

The Company has considered Business segments as primary format for segment reporting, namely Paper Division & Hotel Division.

Segment wise revenue, results, assets and liabilities

a) Segment wise revenue (Rs in Lacs)

Year	Paper Division	Hotel Division	Total
2022	28,042.70	5,117.43	33,160.13
2023	37,675.22	8,865.34	46,540.56

b) Segment wise results (Rs in Lacs)

Year	Paper Division	Hotel Division	Total
2022	230.17	478.45	708.62
2023	4786.68	2548.29	7334.96

c) Segment wise Assets (Rs in Lacs)

Year	Paper Division	Hotel Division	Total
2022	42,915.05	-11,418.50	31,496.55
2023	71,056.28	33,215.90	1,04,272.19

d) Segment wise Liabilities (Rs in Lacs)

Year	Paper Division	Hotel Division	Total
2022	35,446.29	1,167.51	36,613.80
2023	44,281.11	1,597.15	45,878.26

Geographical Segment

No Geographical segment reporting is required as per the IND AS 108 issued by the Institute of Chartered Accountants of India.

15. The debt of the company was assigned by the banks to M/s Alchemist Asset Restructuring Company Limited (AARC) in previous years which has been already reported in previous financial years. Accordingly, AARC is only secured lender and all the rights, title and interests of Assignors have vested in AARC in respect of the above financial assistances. However AARC on the request of the company has revised restructuring proposal on 20.07.2022. Accordingly company has reinstated its liability and shown the correspondence effect to exceptional item of Rs. 4266.49 lakhs.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

16. Pledging of shares

Presently the promoters of company have pledged the shares in favour of Lenders/AARC to the Company as Security to the tune of 56.99% of their shareholding in the Company.

17. Note to Schedule III of the Balance Sheet (Security for the Term Loans & Working Capital)

Paper Division

a	Working Capital Limit	First charge by way of hypothecation of raw materials, stock in process, finished goods, receivables & other current assets of the Paper Division ranking pari-passu basis with the consortium members AARC (on behalf of OBC, PNB, SYB, IOB & Allahabad Bank)
b	Term Loan	First charge on the entire fixed assets of the Paper Division present & future (Excluding PCC) ranking on pari-passu basis consortium members AARC (on behalf of OBC, PNB, SYB, IOB & Allahabad Bank)

Hotel Division

a	Term Loan	First charge on present/future blocks assets of Hotel division ranking pari-passu with other lenders of the project consortium members AARC (on behalf of OBC, PNB, SYB, IOB & Allahabad Bank)
---	-----------	--

Collateral

a	Working capital facilities shall be collaterally secured by way of Second Charge on entire fixed assets (present & future) of the company on pari-passu basis with consortium members AARC (on behalf of OBC, PNB, SYB, IOB & Allahabad Bank). First charge against these assets shall continue with term lending banks.	
b	Term loan facilities shall be collaterally secured by way of Second Charge on entire current assets (present & future) of the company on pari-passu basis with consortium members AARC (on behalf of OBC, PNB, SYB, IOB & Allahabad Bank). First charge against these assets shall continue with working capital lender banks.	

18. Earning Per Share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

Particular	Year 2022-23	Year 2021-22
Profit/ (Loss) for the year	7086.10	514.76
Weighted Average number of shares	377.35	376.01
BEPS	18.78	1.37
DEPS	18.78	1.37

Warrant have a dilutive effect only when the average market price or ordinary shares during the period exceed the exercise price of the warrant.

Company has issued warrant at the prevailing market price at the date of issue, so it does not have any dilutive effect on the EPS.

19. Additional Regulatory Information

(i) Revaluation of Property, Plant and Equipment -

The Company has revalued its Property, Plant & Equipment's as on March 31, 2023 by adopting revaluation model, in accordance with Ind AS 16, as approved by the Board of Directors, based on valuation report of an independent registered valuer. Earlier these Property, Plant & Equipment's were valued on cost model. As a result of revaluation, value of Property, Plant & Equipment's has been increased by Rs. 730,75 Lakh. The said increase of Rs. 730,75 lakhs has been recognized in Other Comprehensive Income and credited to Revaluation Surplus in Other Equity. The related deferred tax liability of Rs. 18393 lakhs has been recognized. If revaluation model was not adopted, net carrying value of Property, Plant & Equipment's as on March 31, 2023 would have been Rs. 17947.06 lakhs. Such Revaluation surplus is not available for distribution to shareholders.

(ii) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder during the year ended March 31st, 2023 and March 31st, 2022.

(iii) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender during the year ended March 31st, 2023 and March 31st, 2022.

(iv) The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) The Company does not have any subsidiary as at March 31st, 2023 and March 31st, 2022 and accordingly clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

Significant Accounting Policies & Notes to Accounts as on 31st March 2023

(vi) Undisclosed Income

There are no transactions not recorded in the books of accounts during the year ended March 31st, 2023 and March 31st, 2022 that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961.

There are no previously unrecorded income and related assets to be recorded in the books of account during the year ended March 31st, 2023 and March 31st, 2022.

(vii) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31st, 2023 and March 31st, 2022.

(viii) Utilisation of Borrowed funds and share premium:

(A) During the year ended and as at March 31st, 2023 and March 31st, 2022, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) During the year ended and as at March 31st, 2023 and March 31st, 2022, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

20. Previous year figure has been regrouped and reclassified wherever considered necessary to make them comparable to those of the current year.

The above Note on Significant Accounting Policies 1 to 15 and Other Note 1 to 20 form an integral part of the Balance Sheet as at 31st March 2023 and has been authenticated as such.

As per our report of even date

For and on behalf of the Board of Directors

For Aggarwal & Rampal

Chartered Accountants

F.R.N: 003072N

Vishal Kohli

Partner

Membership No. 504122

UDIN:23504122BGWRNX9063

Date: May 29, 2023

Place: Ghaziabad

Mr. Pradeep Kumar Jain

Managing Director

DIN: 00024879

Mr. Parv Jain

Chief Financial Officer

Mr. Abhay Jain

Managing Director

DIN: 01876385

Ms Aaina Gupta

(Company Secretary)

M.No. A43233

Notes

Notes

