

# Magnum Ventures Limited

CIN: L21093DL1980PLC010492

Registered Office: Room No. 118, First Floor, MGM Commercial Complex, 4634/1, Plot No. 19,  
Ansari Road, Darya Ganj, New Delhi-110002 Phone: +91-11-42420015  
E-mail: info@[magnumventures.in](mailto:info@magnumventures.in) Website: [www.magnumventures.in](http://www.magnumventures.in)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 01/2025-26 EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF MAGNUM VENTURES LIMITED WILL BE HELD ON FRIDAY, JUNE 20, 2025 AT 01:00 P.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

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### SPECIAL BUSINESS:

#### Item No. 01: Approval for Enhancement of Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), and in supersession of all resolutions passed earlier in this regard, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to any other statutory/regulatory approvals as may be required including under the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof constituted to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of money from time to time from any person(s), firms, bodies corporate, banks, financial institutions, non-banking financial companies, mutual funds, or other eligible investors or entities, whether by way of loans, advances, credit facilities, bill discounting, financial instruments, debentures (including listed, rated, redeemable, secured or unsecured, non-convertible debentures), or otherwise, in Indian or foreign currency(ies), and whether secured or unsecured, and whether by way of mortgage, charge, hypothecation, pledge or lien or otherwise over all or any of the Company’s assets, properties or undertakings, whether movable or immovable, tangible or intangible, stock-in-trade, raw materials, work-in-progress, book debts, actionable claims or current assets, notwithstanding that the moneys already borrowed and the moneys to be borrowed by the Company may exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) and the securities premium account, provided that the total amount so borrowed and outstanding at any point of time shall not exceed the aggregate sum of **INR 10,00,00,00,000/- (Rupees One Thousand Crores only).**”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms and conditions of such borrowings, including but not limited to, interest rates, tenor, repayment terms, security structure, and to finalize, negotiate, execute and deliver all documents, deeds, agreements, undertakings, declarations and writings required in this connection and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to giving effect to this resolution including delegation of all or any of the powers herein conferred to

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any director(s), committee(s), officer(s), or authorised representative(s) of the Company as deemed fit.”

**RESOLVED FURTHER THAT** a copy of this resolution certified by any Director or the Company Secretary be furnished to such persons/authorities as may be necessary or deemed expedient in connection with the above matters.”

**Item No. 02: Approval for Enhancement power to Board under Section 180(1)(a) of the Companies Act, 2013:**

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

“**RESOLVED THAT** the shareholders of the Company do hereby accord their consent by way of a special resolution under Section 180(1)(a) of the Companies Act, 2013 (including any amendment to or re-enactment thereof), and other applicable provisions, if any, of the Companies Act, 2013, and the constitutional documents of the Company, in supersession of all resolutions passed earlier in this behalf, and subject to any statutory/ governmental/ regulatory approvals, consents, permissions and sanctions of appropriate authorities and the board of directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof constituted to exercise its powers including the powers conferred by this resolution), wherever required, for creation of mortgage, charge, hypothecation, encumbrance or any other security interests by the Company over, all or any of the movable (including any shares held by it) or immovable properties or other assets of the Company wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board may think fit, together with the power to take over the management of the business and concern of the Company in certain events for securing the borrowings, loans, financial debts and other advances availed/ to be availed by the Company or any other person or entity from time to time from, and debentures/ non-convertible debentures issued by the Company or any other person or entity from time to time to, any one or more banks, financial institutions, creditors, any other persons, firms and/ or body corporates (or any of their agents/ trustees/ nominees) up to INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores only) and/ or to secure any guarantee provided to secure such loans, borrowings, non-convertible debentures, financial debts and/ or advances, including all interest, fees, charges, expenses, and all other monies payable to such banks, financial institutions, creditors, any other persons, firms and/ or body corporates.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise and execute all deeds and documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under applicable laws (including but not limited to the Companies Act, 2013).”

“**RESOLVED FURTHER THAT** this resolution and any other filings required under the Companies Act, 2013 be filed by the Company, with the concerned Registrar of Companies and other statutory/ governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required).”

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**Item No. 03: Issuance of up to 40,000 (Forty Thousand), Listed, Rated, Redeemable, Secured, Non-Convertible Debentures of face value of [INR 1,00,000 (Indian Rupees One Lakh)] each, issued at par, in one or more tranches, aggregating up to INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crore only) ("Listed Debentures"):**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations"), and other applicable laws (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to issue, on a private placement basis, up to 40,000 (Forty Thousand) listed, rated, redeemable, secured, non-convertible debentures (NCDs) of face value of ₹1,00,000/- (Rupees One Lakh only) each, issued at par, in one or more tranches, aggregating up to ₹400,00,00,000/- (Rupees Four Hundred Crores only) in dematerialised form during the period of 1 (One) year from the date of approval by the Shareholders and approved the other terms:

- out of which, up to ₹240,00,00,000/- (Rupees Two Hundred and Forty Crores only) worth of NCDs may be issued to Neo Special Credit Opportunities Fund or any other fund owned or managed by the Neo Group (collectively, the "Neo Group Fund") or any other Fund identified by the Neo Group; and
- the balance up to ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores only) may be issued to any other investor(s) as may be determined by the Board/ Committee subject to pre-approved in advance by the Neo Group Fund as part of a consortium;

for the specified purpose, and on such terms and conditions as may be decided by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year.

The Neo Group shall have the right to identify the fund(s) or investor(s) with whom it wishes to jointly invest as part of such consortium."

**"RESOLVED FURTHER THAT** the Board (or any person delegated by the Board) be and is hereby authorised to finalise the terms of the NCDs, including but not limited to, the number of tranches, series, terms of the issue, issue price, tenor, interest/coupon rate, redemption premium, early redemption terms, costs, fees, charges, security, covenants, utilization of proceeds and such other matters incidental thereto, without requiring any further approval from the shareholders of the Company."

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**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to make an offer of the NCDs to the identified investors in accordance with the provisions of the Act, the rules made thereunder, and any other applicable laws and regulations, including the NCS Regulations.”

**“RESOLVED FURTHER THAT** the Board (or any person delegated by the Board) be and is hereby authorised to negotiate, finalise, amend, alter, execute and deliver all requisite documents, appoint agencies as required, agreements, instruments, disclosure and placement documents, General Information Document(s), Key Information Document(s), offer letter, Private Placement offer cum application letter in form PAS-4, record of a private placement offer in form PAS-5, forms, applications and writings in connection with the issuance of NCDs, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, and to further delegate all or any of the above powers to officers of the Company, or to consultants, advisors or other professionals, as may be deemed appropriate.”

**“RESOLVED FURTHER THAT** a copy of this resolution certified by any Director or the Company Secretary be provided to any person or authority as may be required in connection with the above.”

**By The Order of the Board of Directors  
For Magnum Ventures Limited.**

**Date: May 26, 2025  
Place: Ghaziabad**

**Sd/-  
ABHAY JAIN  
Managing Director  
DIN: 01876385  
Add: 113/3-4, Ansari Road, Darya Ganj, Delhi-110002**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 01: Approval for Enhancement of Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013:**

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company is required to obtain the approval of the shareholders by way of a special resolution for borrowing, where the amount to be borrowed together with the monies already borrowed exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the company.

Considering the Company's growth strategy, ongoing and future business operations, and funding requirements including through listed non-convertible debentures (NCDs), the Board proposes to enhance the borrowing limits to an aggregate amount not exceeding INR 1,000 Crores (Rupees One Thousand Crores only) at any point in time.

This borrowing may be undertaken from various sources including banks, financial institutions, bodies corporate, NBFCs, mutual funds, and others in Indian or foreign currency, and whether secured or unsecured, for general corporate purposes, refinancing existing debt, working capital requirements, and other permissible uses.

Accordingly, the approval of the members is sought for enhancing the borrowing limits under Section 180(1)(c) of the Act, read with applicable rules and regulations, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as the Company may issue listed NCDs from time to time.

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

### **Item No. 02: Approval for Creation of Security under Section 180(1)(a) of the Companies Act, 2013:**

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company without the approval of shareholders through a special resolution.

In connection with the borrowings proposed under Item No. 01 and the issuance of NCDs under Item No. 03, it may be necessary to create charges, mortgages, hypothecation, pledges, or other encumbrances over the Company's assets (movable and immovable, present and future), or to provide corporate guarantees to secure such financial assistance.

To facilitate this, the Board seeks the authority of the shareholders to enable it to offer security over the Company's assets for securing loans, debentures (including listed NCDs), or other financial arrangements, up to an aggregate limit of INR 1,000 Crores (Rupees One Thousand Crores only).

This resolution is necessary to comply with the provisions of Section 180(1)(a) of the Act and enable the Company to efficiently raise secured financing as may be required.

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

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## Item No. 03: Issuance of Listed, Rated, Redeemable, Secured, Non-Convertible Debentures on a Private Placement Basis:

The Company proposes to raise long-term funds by way of private placement of up to 40,000 (Forty Thousand) Listed, Rated, Redeemable, Secured, Non-Convertible Debentures ("NCDs") of face value INR 1,00,000/- (Rupees One Lakh) each, aggregating up to INR 400 Crores (Rupees Four Hundred Crores only).

Out of the total amount:

- Up to INR 240 Crores may be issued to **Neo Special Credit Opportunities Fund** or any other fund managed or owned by the **Neo Group** (together referred to as "Neo Group Fund"); and
- The balance up to INR 160 Crores may be issued to such other investors as may be pre-identified and approved by the Neo Group Fund, as part of a consortium.

The Neo Group Fund shall have the right to nominate the co-investors in the consortium for the balance portion.

The proposed issuance will be in accordance with Sections 42, 71, and other applicable provisions of the Companies Act, 2013, read with applicable rules and the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations").

### A. Particulars of the offer including date of passing of board resolution:

The Company proposes to issue upto 40,000 (Forty Thousand) Listed, Rated, Redeemable, Secured, Non-Convertible Debentures of face value of Rs. 1,00,000 (Rupees One Lakh) each aggregating for an amount of INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crore only) ("**Debentures**") to the identified investors as may be determined by the Board for the period of 1 (One) year from the date of approval by the Shareholders and approved the other terms:.

- out of which, up to ₹240,00,00,000/- (Rupees Two Hundred and Forty Crores only) worth of NCDs may be issued to Neo Special Credit Opportunities Fund or any other fund owned or managed by the Neo Group (collectively, the "Neo Group Fund") or any other Fund identified by the Neo Group ; and
- the balance up to ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores only) may be issued to any other investor(s) as may be determined by the Board/ Committee subject to pre approved in advance by the Neo Group Fund as part of a consortium;

The issuance of the Debentures has been authorised by a resolution of the board of directors of the Company ("**Board**") at its meeting held on May 26, 2025.

### B. Kinds of securities offered and the Issue price

The Company proposed to issue listed, rated, secured non-convertible debentures of face

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value of INR. 1,00,000 (Indian Rupees One Lakh) each aggregating for an amount of up to INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crore only). The Debentures will be issued at par.

**C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

Not applicable. The Debentures are being issued at par bearing a face value of INR. 1,00,000 (Indian Rupees One Lakh) each.

**D. Name and address of the valuer who performed valuation of the Debentures**

Not applicable, as the securities proposed to be issued are non-convertible debt instruments.

**E. Amount which the Company intends to raise by way of Debentures**

The Company intends to raise up to INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crore only) from the issuance of the Debentures.

**F. Material terms of the Debentures**

**(I) Proposed time schedule**

As set out in the offer letter to be issued by the Company to the prospective investor/debenture holder.

**(II) Purpose or objects of the offer.**

The proceeds of the Debentures will be utilised by the Company, *inter alia*, for the purpose as may be approved by the Debenture Trustee in writing.

**(III) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

None.

**(IV) Principal terms of assets charged as securities:**

As may be determined by the investor and to be specifically mentioned in the offer letter to be issued by the Company to the prospective investor/debenture holder.

The Board seeks the authority of the shareholders to:

- Approve the issuance and listing of these NCDs;
- Finalize all terms and structure of the NCDs;



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- Offer such NCDs on a private placement basis in one or more tranches;

Execute the relevant transaction documents. This will enable the Company to meet its funding requirements in a flexible, cost-efficient, and timely manner, while aligning with the strategic investment arrangement with the Neo Group.

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

By The Order of the Board of Directors  
For Magnum Ventures Limited.

Date: May 26, 2025  
Place: Ghaziabad

Sd/-  
ABHAY JAIN  
Managing Director  
DIN: 01876385  
Add: 113/3-4, Ansari Road, Darya Ganj, Delhi-110002



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## Note:

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
2. Pursuant to the provisions of the Act, Member entitled to attend and vote at the EGM 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 EGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed M/s. HD And Associates as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. 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 EGM 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 [hardik@hdandassociates.com](mailto:hardik@hdandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM 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 EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.
6. 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.

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7. 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 EGM. 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 EGM will be provided by NSDL.
8. 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\\_mvl@cissahibabad.in](mailto:cs_mvl@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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
9. The remote e-voting period commences on Tuesday, June 17, 2025 (09:00 am) and ends on Thursday, June 19, 2025 (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 Friday, June 13, 2025, may cast their vote by remote e-voting.
10. 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 25<sup>th</sup> 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

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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.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

11. 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 1<sup>st</sup> 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](mailto:cs_mvl@cissahibabad.in) / [investor@masserv.com](mailto: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](http://www.amritcorp.com) as well as RTA website i.e., [www.masserv.com](http://www.masserv.com).

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

12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM 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 EGM along with the explanatory statement are available on the website of the Company at [www.magnumventures.in](http://www.magnumventures.in) and on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and EGM 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).

# Magnum Ventures Limited

CIN: L21093DL1980PLC010492

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

E-mail: [info@magnumventures.in](mailto:info@magnumventures.in) Website: [www.magnumventures.in](http://www.magnumventures.in)

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13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> 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.
14. 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.
15. 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.
16. For receiving all future correspondence 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 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](mailto: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.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM along explanatory statement 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 EGM 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 will also be available on the Company's website [www.magnumventures.in](http://www.magnumventures.in), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

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18. In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting i.e., Friday, June 13, 2025, such person may obtain the User ID and Password from RTA by e-mail request on [investor@masserv.com](mailto:investor@masserv.com)
19. 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.
20. 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.
21. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders at least 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.
22. 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.
23. Instructions for e-voting and joining the EGM 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 01/2025-26 Extra-ordinary General Meeting (EGM) Notice through electronic voting system, to members holding shares as on Friday, June 13, 2025 (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-EGM.

24. In case of any queries regarding the Notice of EGM and Explanatory Statement thereof, the Members may write to [magnumventures@gmail.com](mailto: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 Tuesday, June 17, 2025 (09:00 am) and ends on Thursday, June 19, 2025 (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 cut-off date i.e., Friday, June 13, 2025, may cast their vote electronically. The voting right of

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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 Friday, June 13, 2025.

## 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"><li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider – NSDL</b> 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 &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li></ol>



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	<p>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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>



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	or joining virtual meeting & voting during the meeting.
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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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

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	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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

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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 [hardik@hdandassociates.com](mailto:hardik@hdandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)

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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](mailto: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](mailto: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 EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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.

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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](mailto: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 [hardik@hdandassociates.com](mailto:hardik@hdandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on June 13, 2025 (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 EGM.
5. Those who become Members of the Company after dispatch of the Notice but on or before June 13, 2025 (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.
6. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.magnumventures.in](http://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

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shall, simultaneously, be forwarded to NSE & BSE which shall place the results on their website.