

Magnum Ventures Limited

CIN: L21093DL1980PLC010492

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

To
The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J.Towers,
Dalal Street, Mumbai – 400 001

Sub: Application under Regulation 37 and 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for the proposed Scheme of Arrangement among Magnum Ventures Limited (“Demerged Company”), Magnum Paperz Limited (“Resulting Company”) and their respective shareholders and creditors (“the Proposed Scheme”)

Ref: BSE query dated 19.05.2026 and 20.05.2026

Dear Sir/Madam,

SN	Query/ Particulars	Reply/Remark
1.	Clause 6 of Chapter XII - Scheme(s) of Arrangement by entities who have listed their NCDs/NCRPS under SEBI Master Circular No. SEBI/HO/DDHS/DDHS POD 1/P/CIR/2025/0000000103 dated July 11, 2025, inter alia, provides as under. "The provisions of this chapter shall not be applicable to a Scheme of Arrangement which solely provides for an arrangement between a debt listed entity and its unlisted wholly owned subsidiary. However, such debt listed entity is still required to file the draft Scheme of Arrangement with the Stock Exchange(s) for disclosure purposes, and the Stock Exchange(s) shall disseminate the scheme documents on their websites." In view of the aforesaid exemption, kindly clarify the applicability of Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the present case.	The proposed Scheme of Arrangement provides for demerger of Paper Division of the listed Demerged Company – Magnum Ventures Limited into a new unlisted Company – Magnum Paperz Limited. For the purpose of the demerger, the new company – Magnum Paperz Limited has been incorporated as a wholly owned subsidiary of the Demerged Company. However, the aforesaid demerger is proposed to be on mirror shareholding basis and post scheme, the Resulting Company will allot shares to same set of equity shareholders, as in the Demerged Company. The entire pre-scheme share capital of Rs. 1 lakh will get cancelled to achieve the mirror shareholding. It is also noted that the entire NCDs issued in the Demerged Company is listed on BSE and NSE and pursuant to the proposed Scheme, these NCDs would be transferred and vested with the Resulting Company on the same terms and conditions.

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		In view of the fact the Resulting Company is a wholly owned subsidiary of the Demerged Company just for technical purpose and administrative convenience and that the Resulting Company won't remain to be a wholly owned subsidiary of the Demerged Company, immediately upon the proposed Scheme become effective; we are of the opinion that to comply with the inherent spirit and objectives of the SEBI Master Circular of Scheme of Arrangement dated July 11, 2025; the NOC from stock exchange should be taken under Regulation 59A also in addition to Regulation 37. Accordingly, we have filed the application for NOC under regulation 37 read with Regulation 59A also, as the Resulting Company will cease to be a wholly owned subsidiary immediately upon the Scheme is effective. The present status of the Resulting Company as a wholly owned subsidiary of the demerged Company is not quite relevant as the entire pre-scheme shareholding of the Resulting Company will get cancelled to achieve mirror shareholding, as aforesaid. Accordingly, even if, the Resulting Company was not a Wholly Owned Subsidiary (WOS), there would be no impact on the implementation of the Proposed Scheme.
2.	Kindly refer to Point No. 10 of the covering letter submitted by the Company, wherein the requirement of approval from public shareholders through e-voting, as prescribed under Para (A)(10)(b) of Part I of the SEBI Master Circular, has been stated as "Not Applicable." However, as per the Company's undertaking dated May 16, 2026, it is stated that in accordance with Para (A)(10)(c) of Part I of the SEBI Master Circular, the requirement of obtaining approval from public shareholders through e-voting is applicable in the present case. In view of the above, the Company is	We hereby clarify that the covering letter submitted to the Stock Exchange stated that Para A(10)(b) of Part I of the SEBI Master Circular was marked as "Not Applicable" since the checklist prescribed by BSE provides that, where Para A(10)(b) is not applicable, certain documents are required to be submitted. However, in the present case, the requirement for submission of such documents was not applicable and, accordingly, the same was stated as "Not Applicable" in the covering letter. We hereby reconfirm that the approval of the shareholders of the Company through postal ballot and e-voting is applicable in the present

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	requested to clarify the discrepancy between the two submissions.	case in terms of Para A(10)(b) of Part I of the SEBI Master Circular. We are enclosing the undertaking for your reference.
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Thanking You,

For Magnum Ventures Limited

Aaina Gupta
Company Secretary
Membership No: A43233

Date: 20th May 2026
Place: Ghaziabad

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To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G, Bandra Kurla
Complex, Bandra (E),
Mumbai - 400 051

To
The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J.Towers,
Dalal Street, Mumbai – 400 001

Sub: Undertaking

Ref: Application under Regulation 37 and 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for the proposed Scheme of Arrangement among Magnum Ventures Limited (“Demerged Company”), Magnum Paperz Limited (“Resulting Company”) and their respective shareholders and creditors (“the Proposed Scheme”)

Dear Sir/ Madam,

We hereby re-confirming that, in accordance with Para (A)(10)(c) of Part I of the SEBI Master Circular, the requirement of obtaining approval from public shareholders through e-voting shall be **applicable** in the present case.

We further confirm that the Company shall ensure compliance with all applicable provisions relating to e-voting, including providing the necessary facility to public shareholders and adhering to the prescribed regulatory requirements.

Thanking You,
For Magnum Ventures Limited

Aaina Gupta
Company Secretary
Membership No: A43233

Date: 20th May 2026
Place: Ghaziabad