



MAGNUM LIMITED

CORPORATE INFORMATION

Board of Directors:

Mr. Madabushi Ramaswamy Rajagopal	:	Chairman (w. e. f. 29.09.2012)
Mr. Santosh Kumar Awasthi	:	Director (w. e. f. 29.09.2012)
Mr. Dilip Kumar Dutta	:	Director (w. e. f. 29.09.2012)
Mr. Alagirisamy Appavoo	:	Director (w. e. f. 10.04.2013)

COMMITTEES OF BOARD:

AUDIT COMMITTEE:

Mr. Madabushi Ramaswamy Rajagopal	:	Chairman
Mr. Santosh Kumar Awasthi	:	Director
Mr. Dilip Kumar Dutta	:	Director

SHAREHOLDERS' GRIEVANCE COMMITTEE:

Mr. Madabushi Ramaswamy Rajagopal	:	Chairman
Mr. Santosh Kumar Awasthi	:	Director
Mr. Dilip Kumar Dutta	:	Director

SHARE TRANSFER AGENT:

M/s Link Intime India Private Limited
Unit No 303, 3rd Floor, Shoppers Plaza V,
Opp. Municipal Market, B/h. Shoppers
Plaza II, Off C. G. Road
Ahmedabad – 380 009
Ph : (0) : 079 – 26465179
E:mail : ahmedabad@linkintime.co.in

BANKER

: **Kotak Mahindra Bank**
Ashram Road Branch,
Ahmedabad

Bank of India,

Navrangpura branch,
Ahmedabad

NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of Magnum Limited will be held on Monday, 30th September, 2013 at 10.00 a.m. at the Registered Office of the Company at 306, Sarthik Complex, Nr. Fun Republic, Satellite, Ahmedabad –380 015 to transact the following business :

ORDINARY BUSINESS:

- 01. To receive, consider, approve and adopt the Balance Sheet as at March 31, 2013, Profit & Loss account for the year ended March 31, 2013 and the Directors' and Auditors' Report thereon**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"**RESOLVED THAT** the audited balance sheet as at March 31, 2013 and the profit and loss account of the Company for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and the same are hereby, approved and adopted."

- 02. To appoint auditors to hold the office from the conclusion of this meeting until the conclusion of the next annual general meeting**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"**RESOLVED THAT** M/s Prakash Patwari & Co., Chartered Accountant, Kolkata be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the company at such remuneration as shall be fixed by the Board of Directors"

SPECIAL BUSINESS:

- 03. Regularizing the Additional Director – Shri Madabushi Ramaswamy Rajagopal:**

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

"**RESOLVED THAT** **Shri Madabushi Ramaswamy Rajagopal**, who was appointed as an Additional Director on the board of the Company w. e. f. 29/09/2012 pursuant to provisions of section 260 of the Companies Act 1956 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

- 04. Regularizing the Additional Director – Shri Santoshkumar Awasthi:**

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

“RESOLVED THAT **Shri Santoshkumar Awasthi**, who was appointed as the Additional Director on the board of the Company w. e. f. 29/09/2012 pursuant to provisions of section 260 of the Companies Act 1956 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

05. Regularizing the Additional Director – Shri Dilip Kumar Dutta:

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

“RESOLVED THAT **Shri Dilip Kumar Dutta**, who was appointed as an Additional Director on the board of the Company w. e. f. 29/09/2012 pursuant to provisions of section 260 of the Companies Act 1956 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

06. Regularizing the Additional Director – Shri Alagirisamy Appavoo:

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

“RESOLVED THAT **Shri Alagirisamy Appavoo**, who was appointed as an Additional Director on the board of the Company w. e. f. 10/04/2013 pursuant to provisions of section 260 of the Companies Act 1956 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

07. Issue of Equity Shares on Preferential Basis:

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

“RESOLVED THAT pursuant to Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) (“**the Act**”) and in accordance with provision of the Memorandum of Association (“**MOA**”) and Articles of Association (“**AOA**”) of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) on which the shares of the Company are listed and the rules / regulations / guidelines, notifications, circulars and clarifications issued by Securities Exchange Board of India (“**SEBI**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR**”) and any other applicable laws and regulations subject to the approval / permission of the appropriate authorities and in accordance with the regulations / guidelines, if any issued by the Government of India (“**GOI**”), the Reserve Bank of India (“**RBI**”) or any other relevant authority from time to time, to the extent applicable and subject to such terms and conditions or modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“**the Board**”) (which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board), which the Board be and is hereby authorized to accept if it

thinks fit, in the interest of the company, upon such terms as may be determined by the Board, subject to the terms and conditions if any, prescribed by the appropriate authorities, consent of the members of the Company be and hereby accorded and the Board be and is hereby authorized to offer, issue and allot equity shares, on preferential / private placement basis, up to 26,26,900 number (Twenty Six Lacs Twenty Six Thousand and Nine Hundred Only) of equity shares of face value Rs.10/- each fully paid-up at a premium of Rs. 2/- aggregating to Rs. 3,15,22,800/- (Rupees Three Cores Fifteen Lakhs Twenty Two Thousand Eight Hundred Only) to the following proposed allottees on a preferential basis.

Sl. No.	Name of the proposed allottees	No. of equity shares to be allotted
1.	Sara Bio (Gujarat) Private Limited	16,40,000
2.	Seven H Trading Private Limited	6,50,000
3.	Pavaki Vanijya Private Limited	3,36,900
Total		26,26,900

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this resolution shall be subject to lock-in requirements as per the SEBI Regulations for Preferential Allotment contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve, other terms and conditions of the issue of equity shares as above and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the said equity shares shall be listed on the Stock Exchange(s) on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT equity shares so issued shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT Company does make an application to the Depositories for admission of the new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above issue of equity shares, the Board be and is hereby authorized to all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in regard to the offer, issue and allotment of the new equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any modifications in the proposals as may be required by the authorities involved in such issues but subject to such conditions as the SEBI / GOI / RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.”

PLACE: AHMEDABAD

DATE: AUGUST 30, 2013

BY ORDER OF THE BOARD

FOR MAGNUM LIMITED

DILIP KUMAR DUTTA

DIRECTOR

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members of the company will remain close from September 25, 2013 to September 30, 2013 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2012 - 13.
3. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
4. Member holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holdings in one folio.
5. Members/Proxies are requested to bring the copy of Annual Report and attendance slip duly filled in along with them to the Annual General Meeting, as extra copies will not be supplied at the meeting.
6. The relevant explanatory statement pursuant to section 173 (2) of the Companies Act 1956, in respect of special business, set out in the notice is herewith annexed.

Explanatory Statement under section 173 (2) of the Companies Act 1956:

In conformity with the provisions of Section 173(2) of the Companies Act 1956, the following Explanatory Statement sets out all material facts relating to Special Businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice:

Item No. 03:

Mr. Madabushi Ramaswamy Rajagopal was appointed as an Additional Director by the Board of Directors at their meeting held on 29/09/2012. He is an Independent and non-executive Director. As per the provisions of section 260 of the Companies Act 1956, he holds office up to the date of this Annual General Meeting. Notice under section 257 of the Companies Act 1956 has been received from a member signifying his intention to propose his appointment as a Director.

The Board feels it in the interest of the Company to avail of the valuable experience and guidance of Mr. Madabushi Ramaswamy Rajagopal. Your Directors recommend appointment of Mr. Madabushi Ramaswamy Rajagopal as a Director in a Company.

Item No. 4:

Mr. Santosh Kumar Awasthi was appointed as an Additional Director by the Board of Directors at their meeting held on 29/09/2012. He is a non-executive Director. As per the provisions of section 260 of the Companies Act 1956, he holds office up to the date of this Annual General Meeting. Notice under section 257 of the Companies Act 1956 has been received from a member signifying his intention to propose his appointment as a Director.

The Board feels it in the interest of the Company to avail of the valuable experience and guidance of Mr. Santosh Kumar Awasthi. Your Directors recommend appointment of Mr. Santosh Kumar Awasthi as a Director in a Company.

Item No. 5

Mr. Dilip Kumar Dutta was appointed as an Additional Director by the Board of Directors at their meeting held on 29/09/2012. He is an executive Director. As per the provisions of section 260 of the Companies Act 1956, he holds office up to the date of this Annual General Meeting. Notice under section 257 of the Companies Act 1956 has been received from a member signifying his intention to propose his appointment as a Director.

The Board feels it in the interest of the Company to avail of the valuable experience and guidance of Mr. Dilip Kumar Dutta. Your Directors recommend appointment of Mr. Dilip Kumar Dutta as a Director in a Company.

Item No. 6

Mr. Alagirisamy Appavoo was appointed as an Additional Director by the Board of Directors at their meeting held on 10/04/2013. He is an Independent and non-executive Director. As per the provisions of section 260 of the Companies Act 1956, he holds office up to the date of this Annual General Meeting. Notice under section 257 of the Companies Act 1956 has been received from a member signifying his intention to propose his appointment as a Director.

The Board feels it in the interest of the Company to avail of the valuable experience and guidance of Mr. Alagirisamy Appavoo. Your Directors recommend appointment of Mr. Alagirisamy Appavoo as a Director in a Company.

The Directors themselves are being considered for appointment in the meeting, they are interested to the extent their appointment is concerned.

Item No. 7

1. Objects and background of the Issue

To meet the current as well as future working capital requirement of the Company.

2. Pricing of the Issue

The equity shares will be issued and allotted at a total price of Rs.12/- per equity share, which price is not less than the higher of the following, pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- i. The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognised stock exchange during the six months preceding the relevant date; or
- ii. The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

3. Relevant Date

“Relevant Date” for the purpose of this clause means the date thirty days prior to the date on which the meeting of the general body of the shareholders is held in terms of Section 81 (1A) of the Act to consider the proposed issue, which is 30th August, 2013.

4. Intention of the promoters or their associates and relatives to subscribe to the offer

The present preferential issue of shares, besides other HNIs and corporate, is being made also to the following promoters of your company:

Sr. No.	Name of the proposed allottees	Promoter/ Directors/ their associates / relatives
1.	Pavaki Vanijya Private Limited	Promoter

Except the persons mentioned above, other promoters and their relatives / key management persons are not interested to subscribe to the offer.

5. Identity of the proposed allottees and percentage of pre and post issue shareholding:

Name and address of the proposed allottees	Pre-issue Shareholding		No. of Shares proposed to be allotted	Post Issue Shareholding	
	No. of Equity Shares	Percentage (%)		No. of Equity Shares	Percentage (%)
Sara Bio (Gujarat) Private Limited New No. 9, Kanagasri Nagar, Cathedral Road Chennai - 600 086.	Nil	Nil	16,40,000	16,40,000	23.43%
Seven H Trading Private Limited 50, Margosa Road, Malleswaram Bangalore 560 003.	Nil	Nil	6,50,000	6,50,000	9.29%
Pavaki Vanijya Private Limited IG-6/2, Aswini Nagar, Block-3, Shop No.-3, Kolkata – 700 159	18,68,533	42.73%	3,36,900	22,05,433	31.51%
Total	18,68,533	42.73%	26,26,900	44,95,433	64.23%

6. Shareholding pattern before and after the proposed issue of equity shares

Category code	Category of Shareholder	Pre-issue		Post-issue	
		Number of shares	% of shareholding	Number of shares	% of shareholding
(A)	Promoter & Promoter Group	18,68,533	42.73%	22,05,433	31.51%
(B)	Public Shareholding	25,04,567	57.27%	47,94,567	68.49%
	GRAND TOTAL (A)+(B)+(C)	43,73,100	100%	70,00,000	100%

7. Proposed time within which the allotment shall be completed

The allotment of shares shall be completed within 15 days from the date of passing the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, then the allotment shall be completed by the Company within a period of 15 days from the date on which the company receives all approvals from the concerned authorities and receipt of subscription from the investors.

8. Composition of the Board / Control

There will be no change in the composition of the Board and there will be not any change in control of the company as a result of this issue of equity shares on a preferential basis.

9. Auditors' Certificate

A copy of the Auditors' Certificate certifying that the issue of the equity shares is being made in accordance with the requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the shareholders.

The provisions of the Companies Act, 1956 contemplate consent of the members by way of special resolution in general meeting for further issue of shares to persons on a preferential basis.

Shareholders consent is sought pursuant to Section 81 (1A) of the Companies Act, 1956 and in terms of the Listing Agreement with the Stock Exchanges to the issue of the above shares on preferential basis as set out in the resolution.

None of the other directors are interested in the subject matter of this resolution.
Your directors recommend the proposed resolution for approval.

PLACE: AHMEDABAD
DATE: AUGUST 30, 2013

BY ORDER OF THE BOARD
FOR MAGNUM LIMITED

DILIP KUMAR DUTTA
CHAIRMAN



MAGNUM LIMITED

DIRECTORS' REPORT

To
The Members,
Magnum Limited
Ahmedabad.

Your Directors have pleasure in presenting the 21st Annual Report on the business and operations of the Company together with Audited Accounts for year ended on 31st March, 2013.

FINANCIAL PERFORMANC

(Amount INR)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Sales and Other Income	3,500	2,800
Depreciation and amortization expense	25,060	27,840
Financial Cost	0.00	177
Employee & Other Expenses	0.00	357,911
Loss Before Tax	1,15,724	383,128
Deferred Tax	20,155	23,349
Net Profit / (Loss)	1,35,879	(406,477)
Earning per Equity Share	(0.03)	(0.09)

DIVIDEND

Due to the loss incurred by the Company, your Directors express their inability to recommend any dividend for the year under review.

OPERATIONS

There was no income from operations during the financial year. The Net Loss during the year was Rs. 1,35,879/- compared to Net Loss of Rs. 4,06,477 during the previous year.

DIRECTORS

Pursuant to section 260 of the Companies Act, 1956, Mr. Madabushi Ramaswamy Rajagopal, Mr. Santoshkumar Awasthi and Mr. DilipKumar Dutta were appointed as an Additional Director by the Board of Directors w. e. f. 29/09/2012. Mr. Alagirisamy Appavoo was appointed as an Additional Director by the Board of Directors w. e. f. 10/04/2013. They would hold office up to date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing the candidate for the office of Director.

During the year, Mr. Nagesh Bhanwarlal Bhandari, Mr. Shailesh Bhanwarlal Bhandari, Mr. Ram Singh, and Mr. Dineshkumar R. Sharma, Directors have ceased to be directors w. e. f. from 29/09/2012 due to change in Management of the company. The new Board places on record its appreciation for the services rendered by them during their tenure as directors of the Company.

For perusal of the Shareholders, a brief resume of the Director being appointed / re-appointed is given and forms part of the Notice. Your Directors recommend their appointment / re-appointment.



MAGNUM LIMITED

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby confirms that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
2. The directors have 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 the financial year of the Company and of the loss of the Company for that period;
3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Board of Directors had prepared the annual accounts for the financial year ended 31st March, 2013 on a going concern basis.

AUDITORS & AUDITORS REPORT:

M/s Asim Mehta & Associates has shown his unwillingness to continue as a Statutory Auditor of the Company and hence the new auditor M/s Prakash Patwari & Co. is recommended for appointment as statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the company at such remuneration as shall be fixed by the Board of Directors

There is no reservation, qualification or adverse remark in the Auditors' Report which require any clarification / explanation. The Notes to Accounts forming Part of the financial statements are self explanatory and need no further explanation.

DEPOSITS

The Company has neither accepted nor invited any deposits from public, within the meaning of section 58A and 58AA of the Companies Act, 1956 and the Rules made there under.

CORPORATE GOVERNANCE:

Your Company has complied with the mandatory provisions of Clause 49 relating to Corporate Governance of the Listing Agreement with the Stock Exchange. A separate section on Corporate Governance and the certificate from Company's auditors confirming the compliance of conditions on Corporate Governance is annexed and forms part of this Report.

COMPLIANCE REPORT

As required under section 383A(1) of the Companies Act, 1956, the Company has obtained the secretarial Compliance Certificate from M/s J. Akhani & Associates, Company Secretaries, Ahmedabad and the same is annexed herewith.