

MAGNUM LIMITED
(CIN: L74140GJ1992PLC016891)

22ND ANNUAL REPORT

2013-14

REGISTERED OFFICE

306, Sarthik Complex, Nr. Fun Republic,
Iscon Cross Road, Satellite, Ahmedabad - 380006

AUDITORS:

M/S PRAKASH PATWARI & CO.

CHARTERED ACCOUNTANTS

AHMEDABAD.

BANKERS:

KOTAK MAHINDRA BANK

**REGISTRAR AND
SHARE TRANSFER AGENT:**

LINK INTIME INDIA PVT. LTD.

UNIT 303, 3RD FLOOR, SHOPPERS PLAZA V,
OPP. MUNICIPLE MARKET,
B/H SHOPPERS PLAZA II, OFF. C. G. ROAD,
AHMEDABAD - 380009.

(O) 079- 26465179

(F) 079- 26465179

EMAIL ID: Ahmedabad@linkintime.co.in

BOARD OF DIRECTORS:

SANTOSH KUMAR AWASTHI

ADDITIONAL DIRECTOR

GANESANA NATARAJAN

ADDITIONAL DIRECTOR

CHITRA APPAVOO

ADDITIONAL DIRECTOR

NOTICE

Notice is hereby given that 22nd Annual General Meeting of members of Magnum Limited will be held on Tuesday, 30th September 2014 at 10:00 a.m. at the Registered Office of the Company situated at 306, Sarthik Complex, Nr. Fun Republic, Iscon Cross Road, Satellite, Ahmedabad, Gujarat - 380006 to transact the following businesses:

ORDINARY BUSINESS:

01. To receive, consider and adopt Audited Balance Sheet of the Company as on 31st March, 2014 and Profit and Loss Account for the year ended on the same date, together with the reports of Board of Directors and Auditors thereon.
02. To appoint a Director in place of Mr. Santosh Kumar Awasthi, who retires by rotation and being eligible, offers himself for re-appointment.
03. To appoint statutory auditors and to fix their remuneration and in this regard to consider and if though fit, to pass, with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of section 139 and 142 of Companies Act 2013 M/s Prakash Patwari & Co, Chartered Accountants, Kokata bearing Membership No. 060583 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 six annual general meeting of the company, subject to approval of the members from year to year and at such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

04. To consider and if thought fit to pass with or without modification the following resolution as **ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force and clause 49 of the Listing Agreement, Ms. Appavoo Chitra (holding DIN 02052453), who was appointed as an Additional Director of the Company by the Board of Directors w. e. f. 15/05/2014 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and as per the Articles of Association of the Company, whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Independent Director of the Company for the term of one year from the date of appointment."

05. To consider and if thought fit to pass with or without modification the following resolution as **ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and



clause 49 of the Listing Agreement, Mr. Ganesan Natarajan (holding DIN 02227917), who was appointed as an Additional Director of the Company by the Board of Directors w. e. f. 15/05/2014 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and as per the Articles of Association of the Company, whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Independent Director of the Company for the term of one year from the date of appointment."

06. **"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to confirmation as Director u/s 161, the consent of the members be and is hereby accorded to appoint Mr. Santoshkumar Awasthi (holding DIN 00661971), as Whole Time Director of the Company for the term of three years and upto the date of 01.09.2017 at terms and conditions that commensurate with Schedule V of Companies Act 2013 as follow:

Sr. No	Particulars	Details
1	Period of Appointment	3 years effective from 02.09.2014
2	Salary	Rs. 20,000/- pm in pay scale of Rs. 15,000-3000-24,000/-, with Increment falling due every 01 st Day of September. His total remuneration shall not exceed the percentage limits of net profits of the Company as specified in the Act and calculated as per provisions of section 198 subject to over all ceiling prescribed in Section 197 read with Part I and II of Schedule V of the Act. He shall not be entitled to receive any Sitting fees for attending the Meetings of Board of Directors or a committee thereof.
3	Benefits and Perquisites	1. Company shall provide telephone at his residence, the cost of which shall be borne by the Company. 2. Company's contribution to Provident Fund and other pension / superannuation fund shall be as per applicable law and rules of the Company. 3. Gratuity shall be payable as per Laws and rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Santoshkumar Awasthi, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits and conditions as prescribed in Sections II and IV of Part II of Schedule V to the Act for the time being in force."



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 duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority, as applicable.
2. The Register of Members of the company will remain closed from September 26, 2014 to September 30, 2014 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2013-14.
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 copy of Annual Report and attendance slip duly filled in along with them at Annual General Meeting as extra copies will not be supplied at the meeting.
6. The relevant explanatory statement pursuant to the provisions of section 102 of the Companies Act 2013 has been annexed with the notice.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Soft copy of the Annual Report for financial year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for said year is being sent in the permitted mode of dispatch. Members are requested to get their respective Email ID registered with the Company / RTA for prompt and effective communication.
9. Soft copy of the Notice of the 22nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 22nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the year 2013-14 are available on the Company's website for their download. The physical



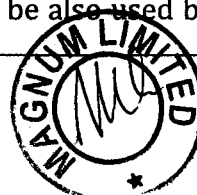
copies of the aforesaid documents will also be available at the Company's Registered Office at Ahmedabad for inspection during normal business hours on working days.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities (India) Limited. (CDSL).
- II. The voting period shall begin on Thursday, 25th September 2014 and shall end on Friday, 26th September 2014.

Relevant instructions for e-voting:

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) **If you are a first time user follow the steps given below:**
 - Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
 - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
 - Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
 - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders



for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Institutional Shareholders & Custodians

- xxviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate
- xix) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- xx) After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- xxi) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxiii) 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 Downloads section of www.evoting.cdsl.com
- xxiv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- xxv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xxvi) The e-voting period commences on 25th September, 2014 (10.00 am) and shall end on 26th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th September, 2014, may cast their vote electronically. The e-voting module shall be

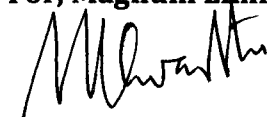


disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- xxvii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 05th September, 2014.
- xxviii) Mr. Prakash Patwari, Partner of M/s. Prakash Patwari & Co., Chartered Accountant, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxix) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxx) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two(2) days of passing of the resolutions of the AGM of the Company and will be communicated to The Bombay Stock Exchange Limited.
- xxxi) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Date: 02.09.2014
Place: Ahmedabad

**By order of the board,
For, Magnum Limited**



Santoshkumar Awasthi
Chairman

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

Item no. 4

The Board of directors had appointed Ms. Appavoo Chitra as an Additional Non Executive Independent Director of the Company w. e. f. 15/05/2014 under Section 260 of the Companies Act, 1956 (corresponding to section 161(1) of the Companies Act, 2013) read with the Articles of Association of the Company. She is entitled to hold the office only up to this Annual General Meeting of the Company. A notice has been received from a member proposing Ms. Appavoo Chitra as a candidate for the office of Director of the Company.

Ms. Appavoo Chitra, is Science Graduate.

The Board considers that the appointment of Ms. Appavoo Chitra as an Independent Director of the Company would benefit the Company in maintaining true and fair view of the financial transactions. Accordingly, the Board of Directors recommends her appointment as a Non Executive Independent Director for the term of one year from the date of appointment.

Except Ms. Appavoo Chitra, being proposed Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item no. 5:

The Board of directors have appointed Mr. Ganesan Natarajan as an Additional Non Executive Independent Director of the Company w. e. f. 15/05/2014 under Section 260 of the Companies Act, 1956 (corresponding to section 161(1) of the Companies Act, 2013) read with the Articles of Association of the Company. He is entitled to hold the office only up to this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Ganesan Natarajan as a candidate for the office of Director of the Company.

Mr. Ganesan Natarajan is Mechanical Engineer and is a good entrepreneur. He does not hold any shares in the Company and has no pecuniary interest in the Company.

The Board considers that the appointment of Mr. Ganesan Natarajan as Non Executive Independent Director of the Company would benefit the Company in maintaining true and fair view of the financial transactions. Accordingly, the Board of Directors recommends his appointment as a Non Executive Independent Director for the term of one year from the date of appointment.

Except Mr. Ganesan Natarajan, being proposed Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.



Item No. 6:

The Board of Directors has appointed Mr. Santosh Kumar Awasthi as Whole Time Director of the Company in Board Meeting w. e. f. 02/09/2014.

The provisions of section 196, 197 and 203 of Companies Act 2013 (Corresponds to provisions of sections 269 and 310 of Companies Act 1956) and subject to provisions of Schedule V of Companies Act 2013 (Corresponds to provision of schedule XIII of Companies Act 1956), Board recommends appointment of Mr. Santosh Kuamr Awasthi as Whole Time Director of the Company. The proposed terms of his appointment are as per the draft resolution.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 6 of the accompanying Notice for the approval of the Members.

Except Mr. Santosh Kumar Awasthi, none of the other directors are interested in the proposed resolution.

Date: 02.09.2014
Place: Ahmedabad

**By order of the board,
For, Magnum Limited**



Santosh Kumar Awasthi
Chairman