

MAGNUM LIMITED

ANNUAL REPORT

FOR THE YEAR

2016-17

REGISTERED OFFICE

502, Kiran, Asha Kiran Appartment,
Vejalpur, Ahmedabad - 380015

Email id: magnum_ahd@yahoo.com

AUDITORS:

PRAKASH PATWARI & CO.

CHARTERED ACCOUNTANTS

KOLKATA.

BANKERS:

KOTAK MAHINDRA BANK

**REGISTRAR AND
SHARE TRANSFER AGENT:**

LINK IN TIME INDIA PVT LTD.
UNIT NO. 303, 3rd FLOOR,
SHOPPERS PLAZA V, OPP. MUNICIPL
MARKET, B/H SHOPPERS PLAZA II,
OFF C G ROAD, AHMEDABAD – 380009.

BOARD OF DIRECTORS:

SANTOSHKUMAR AWASTHI

WHOLE TIME DIRECTOR

APPAVOO CHITRA

WOMAN INDEPENDENT DIRECTOR

SURYANARAYAN SOMASKANDAN

NON EXECUTIVE DIRECTOR

NOTICE

Notice is hereby given that 25th Annual General Meeting of members of Magnum Limited will be held on Saturday, 30th September 2017 at 10:00 a.m. at the Registered Office of the Company situated at 502, Kiran Apartment, Asha Kiran Apartment, Vejalpur, Ahmedabad – 380015 to transact the following businesses:

ORDINARY BUSINESS:

01. Adoption of Audited Financial Statements

To receive, consider and adopt the Financial Statements (including consolidated financial statements) of the Company for the financial year ended on 31st March 2017, including Audited Balance Sheet as at 31st March 2017 and the statement of Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.

02. Re Appointment of Statutory Auditors:

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby reappoints M/s Prakash Patwari & Co, Chartered Accountant, Kolkata, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company.”

Special Business:

03.Appointment of Mr. Suryanarayan Somaskandan as Director of the Company:

“RESOLVED THAT Mr. Suryanarayan Somaskandan holding (DIN: 06935244), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and provisions of Articles of Association of the Company and other provisions if applicable of the Act and who holds the office till commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.’

Place: Ahmedabad

Date: 01.09.2017

Reg. office:

**502, Kiran Appartment,
Asha Kiran Appartment, Vejalpur,
Ahmedabad - 380015**

CIN: L74140GJ1992PLC016891

(E) magnum_ahd@yahoo.com

**BY ORDER OF THE BOARD
For MANGUM LIMITED**

**SANTOSH KUMAR AWASTHI
DIRECTOR AND CHAIRMAN**

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. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. 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. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1st Joint holder will be permitted to vote.
4. The Register of Members of the company will remain closed from September 26, 2017 to September 30, 2017 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2016-17.
5. The Statement pursuant to section 102 of Companies act 2013 is not attached as there are no special businesses proposed.
6. 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.
7. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on deal of the all the joint holders.
8. Members seeking any information or clarification on the accounts are requested to send written queries to the Company; at least 10 days before the meeting to enable the management keep the required information available at meeting.
9. 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 up to the date of and during the Annual general Meeting.
10. Electronic copy of the Notice along with Annual Report including remote E Voting instructions, Attendance Slips, Proxy Form is being sent to all the members whose emails id are registered with the Company / Depository Participants for communication purpose. For members who have not registered their email ids, physical copy of notice along with Annual Report including remote E Voting instructions, Attendance Slips, Proxy Form is sent by permitted mode of dispatch.

11. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.
12. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to M/s Link Intime India Pvt. Ltd.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member/ beneficial owner as on the cutoff date i. e. 22nd September 2017.
14. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time to time and as per Clause 35B of Listing Agreement, the Company is pleased to provide the e voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his/her discretion, subject to compliance with the instruction for Remote E Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 20.

15. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
16. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer and shall also be communicated to the BSE Limited.
17. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
18. Voting process and other instructions regarding Remote E Voting:

Section A: Voting Process

The members should follow the following steps to cast their votes electronically:

- Step 1: Open your web browser during the voting period and log on to the e-voting Website:
www.evotingindia.com

- Step 2: Click on “Shareholders” to cast your vote(s).
- Step 3: Please enter User ID –
- a) For account holders in CDSL: Your 16 digits beneficiary ID.
 - b) For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4: Enter the Image Verification as displayed and Click on “Login”.
- Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting for any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- Step 6: Follow the steps given below if you are a first time user either holding shares in Demat or Physical form:
- 6.1 (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form)
- Members holding shares in physical form** and who have not updated their PAN or have incorrect PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. If the sequence number is less than 8 digits, enter the applicable number of 0’s before the number after the first two characters of your name in CAPITAL letters.
- E.g. If you your name is SATISH SHAH with sequence number 3 then enter SA00000003 in the PAN field.
- 6.1 (b) Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format.
- 6.1 (c) Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio. #
- # please enter either the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in Step 3.
- 6.2 After entering these details appropriately, click on “SUBMIT” tab.
- 6.3 **For Demat holding:**

Members holding shares in demat form will now reach “Password Creation” menu wherein they are required to create 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.

For Physical holding:

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Step 7: Click on the EVSN of the Company to vote.
- Step 8: 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 for casting your vote.
- Step 9: Click on Resolution File link if you wish to view the Notice.
- Step 10: 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.
- Step 11: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take print-out of the voting done by you by clicking on “Click here to print” option on the Voting page.

Section B: Other instructions regarding Remote e-voting:

- i) The Remote e-voting period shall commence on 27th September 2017 at 09.00 am and shall end on 29th September 2017 at 05.00 pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September 2017, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
- ii) Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user.
 - Institutional Shareholders and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which user wishes to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- iii. Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same
 - Copy of the Board Resolution (where institution itself is voting).
 - Power of Attorney issued in favour of the Custodian (if PoA is not uploaded earlier) as well as Board Resolution of custodian.
- iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- v. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- vi. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

DIRECTORS' REPORT

Dear Members,

Your Directors feel pleasure in presenting their Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31st March, 2016.

1. FINANCIAL RESULTS:

During the year under review, the Company has shown notable performance. The extracts of financial results 2016-17 are as under:

Particulars	(Rs. In Lacs)	
	Previous Year 2015 - 16	Current Year 2016 - 17
Sales & Other Income	-	-
Financial Expenses	-	-
Other Expenses	5.87	7.67
Depreciation	0.06	0.06
Profit / (Loss) Before Taxation	(5.93)	(7.73)
Provision for Income Tax	-	-
Provision for Deferred Tax	0.16	-
Profit after Taxation	(6.10)	(7.73)
Appropriation for Interim Dividend and Tax thereon	-	-
Transfer to General Reserve	-	-
Surplus brought forward	(560.29)	(566.38)
Balance Carried to Balance Sheet	(566.38)	(574.11)

2. OPERATIONS:

During the year, the company has not carried out any revenue generating activities due to unfavourable business conditions and huge losses incurred during the year.

3. DIVIDEND:

During the year, due to heavy losses, company does not recommend any Annual Dividend.

4. FINANCE

A. DEPOSITS AND LONG TERM BORROWINGS:

During the year, Company has not accepted any Deposits or long term borrowings from any party.

B. RELATED PARTIES TRANSACTIONS

During the year, Company has not entered in to any related party transactions as defined under section 188 of Companies Act 2013 and hence no relevant disclosure have been made in relevant section.

5. SUBSIDIARIES AND JOINT VENTURE

1. Timila Barter Limited
2. Yancy Vincom Limited

6. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act, 2013, in relation to the Financial Statements for FY 2016-17, the Board of Directors states that:

- a) in preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) 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 as on 31st March, 2017 and of the profits for the year ended 31st March, 2017;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

7. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weakness was observed.

8. AUDITORS:

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company recommends to appoint M/s Prakash Patwari & Co, Chartered Accountants, Kolkata (Membership No. 060583), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and at such remuneration as shall be fixed by the Board of Directors.

The Auditors' report for financial year 2016-17 is self explanatory and forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS:

Pursuant to Section 204 of the Companies Act, 2013 read with Rules thereof, the Board of Directors has appointed M/s. J Akhani Associates, Company Secretaries, Ahmedabad, as Secretarial Auditors of the Company for FY 2016-17. A Secretarial Audit Report for FY 2016-17 is annexed herewith as **Annexure A.**

The Board has appointed M/s J Akhani & Associates, Company Secretaries, Ahmedabad, as Secretarial Auditors of the Company for FY 2017-18.

9. DIRECTORS AND KEY MANAGARIAL PERSONNEL:

APPOINTMENT AND RESIGNATION

During the Financial Year 2016 17, Mr. Suryanarayan Somaskandan was appointed as Additional Director on the Board of Directors. Except that, no changes have taken place in the Board of Company.

RE APPOINTMENT OF DIRECTORS

There are no Directors whose term expires at ensuing Annual General Meeting.

DIRECTORS RETIRING BY ROTATION

Out of the present Board Members, none of the Directors are subject to retirement by rotation.

Company is in process of recruiting an appropriate Company Secretary.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to provisions of section 149(7) of Companies Act 2013, the Company has received declaration from Independent Directors for FY 2017-18 confirming that they meet the criteria of independence as prescribed under the Act and erstwhile Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular interval with gap between two meetings not exceeding 120 days. Additional meetings are held as and when necessary. During the year under review, the Board met Ten times on 15/04/2016, 19/05/2016, 30/05/2016, 18/07/2016, 27/07/2016, 14/08/2016, 01/09/2016, 14/11/2016, 14/02/2017, 25/03/2017.

POLICY ON DIRECTORS' APPOINTMENT

Pursuant to provisions of section 178 read with 134(3)(e) of Companies Act 2013, The Nomination and Remuneration Committee (NRC) has approved the criteria and process for identification / appointment of Directors.

MANNER OF EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Evaluation of Board, its Committees and Individual Directors was carried out as per process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.