

TERRAFORM MAGNUM LIMITED

(CIN No:- L65990MH1982PLC040684)

Registered office:- Samruddhi, Office Floor, Plot No. 157, 18th Road, Near Ambedkar Garden,
Chembur, Mumbai – 400 071. Telephone No: - 022-25264900. Fax No: - 022-25282011.

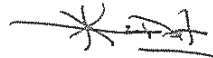
Email id: - secretarial@terraformrealty.com

NOTICE.

Notice is hereby given that the 32nd Annual General Meeting of the Members of **TERRAFORM MAGNUM LIMITED** will be held on Tuesday, 30th September, 2014 at 11.00 a.m. at the Registered Office of the Company at Samruddhi, Office Floor, Plot No. 157, 18th Road, Near Ambedkar Road, Chembur (East), Mumbai – 400071 to transact the following business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Report of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Richa Ruchika, who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Nainesh Shah, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint M/s J. D. Zatakia & Co., Chartered Accountants, Mumbai, (Registration No. 111777W) as Statutory Auditors of the Company from the conclusion of this (32nd) Annual General Meeting until the conclusion of the (35th) consecutive Annual General Meeting of the Company (subject to ratification of their appointment at every AGM) and fix their remuneration.

For **TERRAFORM MAGNUM LIMITED**



Vimal K. Shah
Director
Din. 00716040

Place: Mumbai

Date: 4th September, 2014.

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
- (2) PURSUANT TO THE PROVISION OF SECTION 105 OF THE COMPANIES ACT, 2013 A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (3) THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.
- (4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

- (5) The Register of Members of the Company shall remain closed from 29th September, 2014, Monday to 30th September, 2014, Tuesday (both days inclusive).
- (6) Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 prescribed under the Companies Act 2013.
- (7) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
- (8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market to the Company in case shares are in physical form.
- (9) Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.

E-Voting

- (10) As per Clause 35B of Listing Agreement, Company shall be provided e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings or through postal ballot. In this regard, Company will send the procedure for E-voting shortly to all the Shareholders.
- (11) Mr. B. V. Dholakia, of Dholakia & Associates, Practicing Company Secretaries (Membership No. FCS 977 and CP No. 507), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (12) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two 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.

For and on behalf of the Board of TERRAFORM MAGNUM LIMITED



Vimal Shah

Director

Din. 00716040

Date:

Registered Office: Samruddhi, Office Floor, Plot No. 157, 18th Road, Near Ambedkar Garden, Chembur, Mumbai – 400 071.

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(FORMERLY KNOWN AS EVEREST BUILDCON LIMITED)
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To,
The Members,
TERRAFORM MAGNUM LIMITED

Your Directors are pleased to present 32nd Annual Report for the period ended 31st March, 2014.

FINANCIAL RESULTS:

During the year under review, the Company has earned an income of Rs. 1,33,824/- (Previous Year Rs. 8,18,538/-) which is by way of Dividend and Long Term Capital Gains arising out of investment and dealing in Shares. The Company has made an expenditure of Rs. 1, 34,640/- (Previous Year 1, 65,463/-), and registered a loss of Rs. 816/- (Previous Year profit of Rs. 6, 53,074/-). No depreciation has been provided for as there is no depreciable asset.

BUSINESS:

The Company has a Property situated at Kandivali, Mumbai and waiting for right opportunity for its development.

DIRECTORS

Mrs. Richa Ruchika and Mr. Nainesh Shah, Directors' of the Company retires by rotation and, being eligible, offers themselves for re-appointment.

STATUTORY AUDITORS

M/s. J.D. Zatakia & Co., Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. J.D. Zatakia & Co as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the thirty-fifth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March 2014, the applicable accounting standards had been followed along with proper explanation relating to material departures;



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- (ii) that the Directors had selected such accounting policies and applied them 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 at 31st March, 2014 and loss of the Company for that period.
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES STATEMENT:

During the financial year, the Company had no employees in receipt of remuneration attracting the provision of the section 217(2A) of the Companies Act, 1956.

PARTICULARS CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, ADOPTION AND INNOVATION, FOREIGN EXCHANGE EARNINGS & OUTGO:


A.	CONSERVATION OF ENERGY	During the Financial Year under review, the Company has not carried out any commercial activity.
B.	TECHNOLOGY ABSORPTION, ADAPTATIONS& INNOVATIONS	NIL
C.	FOREIGN EXCHANGE EARNINGS	NIL
D.	FOREIGN EXCHANGE OUTGO	NIL
E.	EXPORT EFFORTS	The Company is yet to commence Real Estate business activities. Considering the nature of business activities, there are no exports transactions for the year under review

DEPOSITS:

During the year under review the Company did not accept any Deposit from the Public within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rule, 1975 as amended.

LISTING OF SHARES

The Shares of the Company are listed at BSE Ltd. Mumbai, and applicable listing fees have been paid.



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CORPORATE GOVERNANCE AND CORPORATE SOCIAL RESPONSIBILITY

Provisions under the Clause 49 of the Listing Agreement are not applicable to the Company. The Company prepares the quarterly Unaudited Financial Results and submits the same to the Stock Exchange within time frame . Voluntary Guidelines issued by the Ministry of Corporate Affairs will be observed as and when the Company commences its developmental activities Corporate Social Responsibility (CSR) may also be implemented as and when the Company's development Project commences its activities.

COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the Company has obtained a Certificate from M/s. Dholakia and Associates, Practicing Company Secretaries confirming that the Company has complied with all the provisions of the Companies Act, 1956 during the financial year under review and a copy of such certificate is annexed to this Report.

RELATED PARTY TRANSACTIONS

In accordance with the Accounting Standard 18 prescribed by the Institute of Chartered Accountants of India, transactions with Related Parties have been disclosed separately and form a part of this Report.

ACKNOWLEDGEMENTS

The Board places on records its appreciation of the support extended by the Associates and Stake holders.

By order of the Board,
For TERRAFORM MAGNUM LIMITED



CHAIRMAN
VIMAL SHAH
Din No:- 00716040

PLACE: MUMBAI
DATE: 28th May, 2014



J. D. Zatakia & Co.
CHARTERED ACCOUNTANTS

Jitendra Zatakia B.Com., F.C.A.

306, Rupa Plaza, Jawahar Road,
Ghatkopar (E), Mumbai - 400 077.
Tel. : 2501 0052
Tele Fax : 2501 1051
Mobile : 98201 22976

E-mail : jdzatakia@jdzatakia.com

Independent Auditor's Report

To
The Members of
M/S. TERRAFORM MAGNUM LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. TERRAFORM MAGNUM LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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