

Date: 19th January, 2026

To,
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring, P. J. Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code: 517320
ISIN: INE898E01011

Sub: Notice of Extra Ordinary General Meeting (“EGM”) of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice EGM of the Company to be held on **Tuesday, 10th February, 2026** at **03.00 p.m.** (IST) through Video Conference (VC) / Other Audio Visual (OAVM).

The said Notice of EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

The e-voting details are mentioned below:

Cut-off date (for determining Members eligible for e-voting)	Tuesday, February 03, 2026
Remote e-voting period	Friday, February 06, 2026 at 09.00 a.m. to Monday, February 09, 2026 at 5.00 p.m.

The aforesaid Notice of the EGM is also available on the website of the Company at www.magnussteelinfra.in

Thanking you
Yours faithfully,
**For Magnus Steel and Infra Limited,
(Formerly known as Magnus Retail Limited)**

Karronn Bajaj
Managing Director
DIN: 09375579
Encl: as above

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NOTICE

NOTICE is hereby given to the Shareholders (**the “Shareholders”**) of Magnus Steel and Infra Limited (**“Company”**) that an Extra-Ordinary General Meeting of the Company will be held on **Tuesday, February 10, 2026** at **03.00 p.m.** through Video Conferencing(“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following special businesses:

SPECIAL BUSINESS:

1. Issuance of equity shares of the company on Preferential issue to Non-Promoters for Cash Consideration:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (**the ‘Act’**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **‘SEBI ICDR Regulations’**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **‘SEBI Listing Regulations’**), as amended and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company (**‘Members’**) be and is hereby accorded to the Board to create, issue, offer and allot from time to time , in one or more tranches up to 4,50,00,000 (Four Crore Fifty Lakhs Only) Equity Shares of face value of Rupees 10/- (Rupees Ten Only) each, on a preferential basis (**“Preferential Issue”**), to the Proposed Allottees as stated herein below, at an issue price of Rs.10/- (Rupees Ten only) per equity share (at price arrived on basis of valuation report), aggregating up to Rs.45,00,00,000/- (Rupees Forty Five Crore only), (**‘Issue Size’**) for cash consideration and upon such terms and conditions as are stipulated in the Explanatory Statement attached hereto and as may be deemed appropriate by the Board in its absolute discretion and in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category	Pre-Issue holding	No. of Equity Shares proposed to be issued (Equity Shares at Rs. 10 each)	Maximum amount to be invested
1	M/s. Nautilus Private Capital Ltd	Non-Promoter	Nil	1,00,00,000	10,00,00,000
2	MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-Promoter	Nil	1,00,00,000	10,00,00,000
3	M/s. Al Malaki Foodstuff Trading LLC	Non-Promoter	Nil	1,00,00,000	10,00,00,000
4	Mr. Manoj Sambhaji Sawant	Non-Promoter	Nil	1,00,00,000	10,00,00,000
5	Ms. Arti Vicky Anjaria	Non-Promoter	Nil	50,00,000	5,00,00,000
		Total		4,50,00,000	45,00,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the Issue price of the Equity Shares is **Friday, January 09, 2026** i.e. 30 days prior to the date on which the meeting of shareholders is being held to consider the proposed preferential issue. Since, **Sunday, January 11, 2026** falls on holiday, the day preceding the holiday is reckoned as relevant date i.e. **Friday, January 09, 2026**.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the proposed Allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
- The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
- The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;
- Allotment of the Equity Shares shall only be made in dematerialized form;



- f. The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval, as the case maybe
- g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
- i. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange i.e. BSE.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or

any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

2. Shifting of Registered Office of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013, and other applicable provisions, read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the consent of the members of the company is hereby accorded for shifting of Registered Office of the company from **Unit No. 365, At/Post: Shirasgaon, Tal: Niphad, Dist: Nashik – 422001, Maharashtra, India** to **E-101 La Vida Loca, Pimple Saudagar, Pune – 411027, Maharashtra, India**.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**For Magnus Steel and Infra Limited,
(Formerly known as Magnus Retail Limited)**

Sd/-

**Karronn Bajaj
Managing Director
DIN: 09375579**

Place: Nashik

Date: January 15, 2026

Registered Office:

Unit No. 365, At/Post: Shirasgaon,

Tal: Niphad, Dist: Nashik – 422001

CIN: L24319MH1978PLC416753

E-mail: magnussteelinfra@gmail.com

Website: www.magnussteelinfra.in

NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.

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3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional/ Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, magnussteelinfra@gmail.com from their registered Email ID a scanned copy (PDF / JPG format of certified copy of the Board Resolution Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding) Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, January 16, 2026**. Members may note that Notice has been uploaded on the website of the Company at www.magnussteelinfra.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of RTA <https://in.mpms.mufg.com/>
8. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
10. Since, the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

Process and manner for members opting for voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the

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Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by RTA.

2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the Cut-off date i.e **Tuesday, February 03, 2026**, shall be entitled to avail the facility of remote e-voting as well as e- voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
3. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut- off date i.e **Tuesday, February 03, 2026**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
4. The remote e-voting will commence on **Friday, February 06, 2026** at 09.00 a.m. to **Monday, February 09, 2026** at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. **Tuesday, February 03, 2026** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by RTA thereafter.
5. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. **Tuesday, February 03, 2026**.
7. The Company has appointed Mr. Ritesh Sharma, Practicing Company Secretary (Membership no 20742), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Friday, February 06, 2026** at 09.00 p.m. to **Monday, February 09, 2026** at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, February 03, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, February 03, 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode



In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

	<p>service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="657 499 1154 793" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and

	Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csriteshsharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to magnussteelinfra@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to magnussteelinfra@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at magnussteelinfra@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No 1:

We wish to inform you that the Company has identified a requirement for the infusion of additional funds to strengthen its capital base and support the long-term growth and sustainability of the business. This strategic move is crucial to addressing both the immediate and future funding needs.

Accordingly, the Company proposes to raise funds by way of issuance of equity shares, on a preferential basis to identified Non-Promoters of the Company. The proposed issue shall be made in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013, and the rules framed thereunder.

The relevant details in respect of the proposed preferential issue, as required under applicable laws, are provided in the resolution and annexures accompanying this notice.

The Board of Directors of the Company (“Board”) at its meeting held on **Thursday, January 15, 2026**, approved the issuance of 4,50,00,000 Equity Shares of the Company having Face Value of Rs. 10/- each at an Issue Price of Rs. 10/- per Equity Share each, on a preferential basis at par, to the proposed allottee(s) as set out below in accordance with the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), together with the applicable provisions of the SEBI ICDR Regulations, and the SEBI (LODR), Regulations, each as amended from time to time.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. **Objects of the Preferential Issue: The object of the issue are:**
 - To meet working capital requirements of the Company – **Not less than Rs. 33,75,00,000/- (Rupees Thirty-Three Crores Seventy-Five Lakh Only)**

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- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding **Rs. 11,25,00,000/- (Rupees Eleven Crores Twenty-Five Lakhs Only)**

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting working capital requirement of the Company.

The said proceeds will be used within a span of 12 months from the date of receipt or from the date the receipts can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company and/ or in the form Fixed Deposit with Banks, etc.

- 2. The total/ maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares for cash at an issue price of Rs.10/- (Rupees Ten Only) per share of the face value of Rs.10/- each of the Company (“Equity Shares”) at par per share aggregating to Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on **Thursday, January 15, 2026.**

- 3. Material Terms for Issue of Equity Shares:** The material terms are as follows:

- The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
- The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
- The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;
- Allotment of the Equity Shares shall only be made in dematerialized form;
- The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval, as the case maybe
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any
- The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The price determined above shall be subject to appropriate adjustments as permitted under the

rules, regulations, and laws, as applicable from time to time.

- 4. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/ invitation is being made:** The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is **Friday, January 09, 2026**. Since, **Sunday, January 11, 2026** falls on holiday, the day preceding the holiday is reckoned as relevant date i.e. **Friday, January 09, 2026**. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following <https://www.magnussteelinfra.in/wp-content/uploads/2026/01/Magnus-Valuation-Report.pdf>

- 5. Name and Address of Valuer who performed Valuation:**

Rashmi Shah FCA

IBBI Reg. No.: IBBI/RV/06/2018/10240

Address: 702, Shah Trade Centre, Station Road, Malad (East), Mumbai - 400097, Maharashtra, India

Email: rashmi@rvs-ca.com

Mobile: +91 98202 99754

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

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2018 can also be accessed on the company website on the following link
<https://www.magnussteelinfra.in/wp-content/uploads/2026/01/Magnus-Valuation-Report.pdf>

6. **Amount which the Company intends to raise by way of issue of Equity Shares:** Upto Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only)
7. **Principal terms of Assets charged as securities:** Not Applicable
8. **Intention/ Contribution of Promoters/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** None of the existing Directors or Key Managerial Personnel or Promoters or Senior Management Personnel intends to subscribe to the proposed issue or furtherance of objects.
9. **The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:** The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares*	%
Promoters and Promoter Group				
Individuals/ HUF	15,59,215	46.13	15,59,215	3.22
Bodies Corporate	--	--	--	--
Total (A)	15,59,215	46.13	15,59,215	3.22
Public				
Institutional Investors				
Foreign Portfolio Investors (FPIs)				
M/s. Nautilus Private Capital Ltd	--	--	1,00,00,000	20.67
M/s. MGO High Convection Fund Incorporated VCC Sub Fund	--	--	1,00,00,000	20.67
M/s. Al Malaki Foodstuff Trading LLC	--	--	1,00,00,000	20.67
Non-Institutions				
a) Resident Individuals holding nominal share capital up to Rs. 2 lakhs	16,92,077	50.06	16,92,077	3.49
b) Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	81,540	2.41	81,540	0.16
c) Bodies Corporate	20,025	0.59	20,025	0.04
d) Directors and Relatives	--	--		
e) Indian Public Individual	--	--	1,50,00,000	31.00
f) Non-Resident Indians (NRIs)	691	0.02	691	0.00
g) Others	26,752	0.79	26,752	0.06
Total Public Shareholding (B)	18,21,085	53.87	4,68,21,085	96.78
Grand Total (A) + (B)	33,80,300	100.00	4,83,80,300	100.00

* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities

10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending



on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

- 11. Change in control, if any, in the Company that would occur consequent to the preferential offer/ issue:** There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares since all allottee(s) are belongs to Non-Promoter Category.
- 12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.
- 13. Valuation for consideration other than cash:** Not applicable.
- 14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**
Not applicable.
- 15. Lock-in:** The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations
- 16. Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.
- 17. Certificate:** As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.magnussteelinfra.in/wp-content/uploads/2026/01/Certificate-from-PCS-under-Regulation-1632.pdf>
- 18. Undertakings:** The Company hereby undertakes that:
 - i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
 - ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
 - iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its director's or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottee	Current Status (Pre-issue Category/ Class)	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Equity shares to be issued	Post Issue/ Allotment of Equity Shares		Proposed Status (Post-issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	M/s. Nautilus Private Capital Ltd	Non-Promoter	Mr. Veeraj Toofany	0	0.00	1,00,00,000	1,00,00,000	20.67	Non-Promoter
2	M/s. MGO High Conviction Fund Incorporated VCC Sub Fund	Non-Promoter	1. Mrs. Soufia Maariyah 2. Mrs. Yashna Devi Seebaluck 3. Mr. Mithilesh Soobarah	0	0.00	1,00,00,000	1,00,00,000	20.67	Non-Promoter
3	M/s. Al Malaki Foodstuff Trading LLC	Non-Promoter	MD Monirul	0	0.00	1,00,00,000	1,00,00,000	20.67	Non-Promoter
4	Mr. Manoj Sawant	Non-Promoter	NA	0	0.00	1,00,00,000	1,00,00,000	20.67	Non-Promoter
5	Ms. Arti Anjaria	Non-Promoter	NA	0	0.00	50,00,000	50,00,000	11.11	Non-Promoter
	TOTAL			0	0.00	4,50,00,000	4,50,00,000		

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.



The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in **Item No. 1** in the accompanying notice for approval by the Members.

Item No. 2

Presently, the Company's Registered Office is located at Unit No. 365, At/Post: Shirasgaon, Tal: Niphad, Dist: Nashik - 422001.

The Board of Directors of your Company at their meeting held on Monday, 22nd December, 2025 has decided to shift the Registered Office of the Company outside the local limits of city, within the same ROC and same state from the 'Unit No. 365, At/Post: Shirasgaon, Tal: Niphad, Dist: Nashik - 422001' to 'to **E-101 La Vida Loca, Pimple Saudagar, Pune - 411027**' to carry on the business of the Company more economically and efficiently and with better operational convenience. This move is part of the company's ongoing efforts to optimize its operational efficiency, leverage regional growth opportunities, and enhance proximity to key markets and suppliers. The relocation aligns with the company's long-term business objectives and is expected to foster greater growth and success in the future.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends **Special Resolution** at **Item No. 2** of the accompanying Notice for approval of the Shareholders.

**For Magnus Steel and Infra Limited,
(Formerly known as Magnus Retail Limited)**

Sd/-

**Karronn Bajaj
Managing Director**

DIN: 09375579

Place: Nashik

Date: January 15, 2026

Registered Office:

Unit No. 365, At/ Post: Shirasgaon,

Tal: Niphad, Dist: Nashik – 422001

CIN: L24319MH1978PLC416753

E-mail: magnussteelinfra@gmail.com

Website: www.magnussteelinfra.in