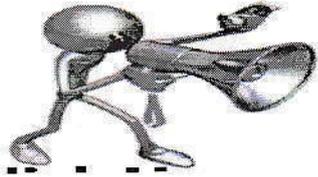


## NOTICE



## **MEETING NOTICE!**

Notice is hereby given that the Thirty Third Annual General Meeting of the members of M/s. Authum Investment and Infrastructure Limited will be held on Wednesday, 30<sup>th</sup> September, 2015 at 11.30 A.M. at 7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No.212, Kolkata-700001 to transact following business. :-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statement of the Company for financial year ended 31<sup>st</sup> March 2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Navin Kumar Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, & if thought fit, to pass with or without modification the following resolution as an ordinary resolution.

**“RESOLVED THAT M/s Sanghai & Co., Chartered Accountants (Firm Reg.No. 319079E) be and are hereby appointed as Statutory Auditors of the company at a remuneration to be fixed by the Board of Directors subject to annual ratification by the shareholders at every Annual General Meeting”**

### **SPECIAL BUSINESS**

**Item No. 4:** To regularize Additional Director Ms. Barkha Agarwal, (DIN: 05190461) and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**RESOLVED THAT** Ms. Barkha Agarwal, who was appointed as an Additional Director with effect from June 22, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

**Item No. 5:** To adopt new articles of association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provision of Section 14 and all other applicable provisions of the Companies Act, 2013, read with companies (incorporation) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft

regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 6:** To approve the Material Related Party Transaction of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Listing Agreement (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to certain “Material Related Party Transactions” with various “Related Parties” in the nature of loans and advances on current account pattern, viz. (i) entered into with various such Related Parties during the financial year 2014-15, the aggregated peak outstanding amount on net basis in respect thereof in the account of various such Related Parties taken together was at Rs. Rs.21.83 Crore, party-wise details of such peak outstanding amount on net basis is as set out in Table (a) below under the Statement annexed to this Notice, and (ii) upto a maximum aggregate estimated outstanding limit of Rs.75.50 Crores on net basis [party-wise break-up of such peak outstanding limit is as set out in Table (b) below under the Statement annexed to this Notice for the financial year 2015-16 including the transactions already entered into till 31.08.2015 and those proposed to be entered into in the remaining part of financial year 2015-16; and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**Date** 1<sup>st</sup> September, 2015  
**Place:** Kolkata

**By Order of the Board of Directors**

**Registered Office:-**  
7, Mangoe Lane, 2<sup>nd</sup> Floor  
Room No. 212, Kolkata- 700001  
**CIN No.:** L51109WB1982PLC035088  
**Phone No.:** 033-40068296  
**Web Site:** [www.authum.com](http://www.authum.com)  
**Email ID:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Bishal Agarwal**  
**Company Secretary & Compliance Officer**

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The Register of Members and Share Transfer Books will remain closed from Wednesday, 23rd September 2015 to Wednesday 30th September 2015 (both days inclusive).
4. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Director who is proposed to be reappointed is given in the annexure to the Notice.
5. Members are requested to notify immediately any change in their address, transfer/transmission of shares, issue of duplicate share certificates, bank mandates, dividend and all other matters relating to the shareholding in the company may be made directly to M/s. Maheshwari Datamatics Private Ltd., the Registrar and share transfer agent (RTA) for shares held in physical form and to their respective Depository Participant(s) for shares held in electronic form.
6. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) ID number on all correspondence with the Company.
7. Members/Proxy holders are requested to bring their copies of the Annual Report at the Annual General Meeting.
8. Members are requested to bring their Attendance Slip sent herewith duly filled for attending the Meeting.

## **9. E-VOTING:-**

Mr. Dinesh Agarwal, Practicing Company Secretary, (COP No.-5881), Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://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
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 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.

- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23<sup>rd</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (C) The voting period begins on Saturday, 26<sup>th</sup> September, 2015 (10.00 A.M.) and ends on Tuesday, 29<sup>th</sup> September, 2015 (5.00 P.M.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (D) The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. BSE Ltd. and The Calcutta Stock Exchange Limited.
- (E) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Date 1<sup>st</sup> September, 2015

Place: Kolkata

By Order of the Board of Directors

**Registered Office:-**

7, Mangoe Lane, 2<sup>nd</sup> Floor

Room No. 212, Kolkata- 700001

CIN No.: L51109WB1982PLC035088

Phone No.: 033-40068296

Web Site: [www.authum.com](http://www.authum.com)

Email ID: [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Bishal Agarwal**  
Company Secretary & Compliance Officer

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Ms. Barkha Agarwal(DIN: 05190461) was appointed as an Additional Director w.e.f. June 22, 2015 in accordance with the provisions of section 161 of the companies Act, 2013. Pursuant to section 161 of the companies Act, 2013 the above director holds office upto the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Ms. Barkha Agarwal candidature for appointment as director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Barkha Agarwal on the Board is the requirement of Act and also desirable and would be beneficial to the company.

The Board commends the Resolution at Item No. 4 of the accompanying notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No 4 of the accompanying Notice.

**Item No. 5**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 2000. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of

Directors at its meeting held on September 01, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

**Item No.: 6**

Your Company has entered into certain business transactions in the nature of loans and advances on current account pattern with the various "Related Parties" during the financial year 2014-15 as also during the financial year 2015-16 till 31.08.2015, and has also proposed to enter into with them such transactions during the remaining part of financial year 2015-16. The aggregated peak outstanding amount on net basis in respect thereof in the account of various such Related Parties taken together during the financial year 2014-15 was at Rs.21.83 Crore, and for the financial year 2015-16 the maximum aggregate estimated outstanding limit proposed for such transactions with the Related Parties is set out at Rs.75.50 Crores on net basis including the transactions already entered into till 31.08.2015, which are of value exceeding 10% of the annual consolidated turnover of the Company as per the respective last audited financial statements of the Company.

The party-wise details of such transactions, as stated above, with the Related Parties for the financial 2014-15 and financial year 2015-16 are given below:

**(a) For the FY 2014-15**

S. No.	Name of Related Party	Peak outstanding amount in respect of such Related Party Transactions entered into during the financial year 2014-15 as stated above - Rs. (in Crores)
1	Teck Consultancy and Services Pvt. Ltd.	9.02
2	Mansoul Commercial Pvt. Ltd.	2.50
3	Subhkam Ventures(I) Pvt. Ltd.	10.31
<b>Total - Taking Together - All the Related Parties</b>		<b>21.83</b>

(b) For the FY 2015-16

S. No.	Name of Related Party	Estimated Maximum Outstanding Limit - Proposed in respect of such Related Party Transactions during the financial year 2015-16 as stated above Rs. (in Crores)
1	Teck Consultancy and Services Pvt. Ltd.	15.00
2	Mansoul Commercial Pvt. Ltd.	15.00
3	Subhkam Ventures(I) Pvt. Ltd.	15.00
4	Subhkam Properties Pvt. Ltd.	15.00
5	Khazana Tradelinks Pvt. Ltd.	15.50
<b>Total – Taking Together – All the Related Parties</b>		<b>75.50</b>

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis. All transactions entered into by the Company with above mentioned entities are in the ordinary course of business and are at arm’s length basis.

The amended Listing Agreement with Stock Exchanges which was made applicable from October 01, 2014 contains clause in respect of Related Party Transactions. The clause also defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting. Members may please note that based on the criteria as mentioned above in the Listing Agreement, transactions entered into by the Company with above mentioned entities in the financial year 2014-2015 and proposed to be entered into for F.Y. 2015-16 are “Material” and therefore requires approval of the Company by Special Resolution. Circular issued by SEBI inter-alia providing applicability of the provisions relating to Related Party Transactions states that this provision shall be applicable to all prospective Related Party Transactions. All existing material related party contracts or arrangements as on the date of this circular i.e. April 17, 2014 which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. As this is first Annual General Meeting subsequent to October 01, 2014, transactions which had taken place during Financial Year 2014- 15 are placed for the approval of shareholders. Similarly the proposed transactions to be entered into for Financial Year 2015-16 are also placed for the approval of shareholders.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Navin Jain and his relatives are, in any way, concerned or interested in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at item No. 6 for the approval of the Shareholders.

**By Order of the Board of Directors**

**Place:** Kolkata

**Date:** 1st September, 2015

**Registered Office:-**

7, Mangoe Lane, 2<sup>nd</sup> Floor

Room No. 212, Kolkata- 700001

**CIN No.:** L51109WB1982PLC035088

**Phone No.:** 033-40068296

**Web Site:** [www.authum.com](http://www.authum.com)

**Email ID:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Bishal Agarwal**

**Company Secretary & Compliance Officer**