

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Regd. Office: 7, MANGOE LANE, 2ND FLOOR, ROOM NO. 212,
KOLKATA – 700 001

Phone No.: 033-40068296

CIN No.: L51109WB1982PLC035088

Email Id: authum.investment@gmail.com

Website: www.authum.com



MEETING NOTICE!

Notice is hereby given that the Audited Thirty Fourth Annual General Meeting of the Members of M/s. Authum Investment and Infrastructure Limited will be held on Friday, 30th September, 2016 at 11.30 A.M. at 7, Mangoe Lane, 2nd Floor, Room No.212, Kolkata-700001 to transact following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial statements of the Company for financial year ended 31st March 2016 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Navin Kumar Jain (DIN: [00465888](#)), 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, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the Members at the Annual General Meeting held on September 30, 2014, the appointment of M/s Sanghai & Co., Chartered Accountants (Firm Reg.No. 319079E) as Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be agreed upon between the Auditors and the Board of Directors.”

SPECIAL BUSINESS

Item No. 4: Entering into Transactions with Related Party

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 upto a maximum aggregate estimated outstanding limit of Rs. 130 Crores on net basis. The party wise break-up of such peak outstanding limit is as set out below:

S. No.	Name of Related Party	Estimated Maximum Outstanding Limit - Proposed in respect of such Related Party Transactions during the financial year 2016-17 and for the succeeding financial years Rs. (in Crores)
1	Teck Consultancy and Services Pvt. Ltd.	20.00
2	Mansoul Commercial Pvt. Ltd.	20.00
3	Subhkam Ventures(I) Pvt. Ltd.	20.00
4	Subhkam Properties LLP	20.00
5	KhazanaTradelinks Pvt. Ltd	25.00
6	Flower Valley Pvt Ltd	25.00
Total – Taking Together – All the Related Parties		130.00

The Aforesaid limits includes and/or covers the transactions already entered into till 31.08.2016 and those proposed to be entered into in the remaining part of financial year 2016-17 and thereafter for each succeeding Financial Year till superseded by fresh resolution in this respect; and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegating such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Item No. 5: Shifting of Registered Office of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) , read with the Companies (Incorporation) Rules, 2014 and other applicable Rules and subject to the confirmation/approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of West Bengal to the State of Maharashtra."

"RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

II. The Registered Office of the Company will be situated in the State of Maharashtra within the Jurisdiction of Registrar of Companies, Mumbai."

"RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of West Bengal to the State of Maharashtra."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

Date: 10th August 2016
Place: Kolkata

By Order of the Board of Directors

Registered Office:-
7, Mangoe Lane, 2nd Floor
Room No. 212, Kolkata- 700001
CIN No.: L51109WB1982PLC035088
Phone No.: 033-40068296
Web Site:www.authum.com
Email ID: authum.investment@gmail.com

Aakash Kumar Surana
Company Secretary & Compliance Officer

NOTES:

Notes:

1. The relevant details of the Director seeking re-appointment under Item No.2 above, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Process and manner for Members opting for e-voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies(Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services Ltd. (CDSL).

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 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 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:

For Members holding shares in Demat Form and Physical Form
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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.
- 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 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.

(xix) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The voting period begins on Tuesday, 27th September, 2016 (10.00 A.M.) and ends on Thursday, 29th September, 2016 (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 26th September, 2016, 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.

4. General instructions/information for Members for voting on the Resolutions:

(a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

(b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

(c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 26th September 2016 (“Cut –Off Date”). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

(d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date, i.e. 26th September 2016, may obtain the login Id and password by sending a request at evoting@cdsl.co.in However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Details / Password” option available on www.evoting.cdsl.com

(e) Mr. Dinesh Agarwal, Practicing Company Secretary, (COP No.-5881), Kolkata, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.

(f) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

(g) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make, not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(h) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting within 48 hours of the conclusion of the date of AGM. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.authum.com and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and Kolkata Stock Exchange

5. Book Closure:

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September 2016 to Friday, 30th September 2016 (both days inclusive).

6. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

8. Nomination Facility:

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

10. To support the "Green Initiative", Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.

11. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.authum.com

Date: 10th August 2016
Place: Kolkata

By Order of the Board of Directors

Registered Office:-
7, Mangoe Lane, 2nd Floor
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Aakash Kumar Surana
Company Secretary & Compliance Officer

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

Item No.: 4

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 2016-2017 till 31.08.2016, and has also proposed to enter into with them such transactions during the remaining part of financial year 2016-2017 and for the succeeding financial years thereafter. 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 2016-17 including the transactions already entered into till 31.08.2016 and for the succeeding financial years, the maximum aggregate estimated outstanding limit proposed for such transactions with the Related Parties is set out at Rs.130 Crores on net basis, 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 maximum aggregate estimated outstanding limit for proposed transactions, as stated above, with the Related Parties for the financial year 2016-17 and for the succeeding financial years are given below:

For the FY 2016-17 and for the succeeding financial years thereafter

S. No.	Name of Related Party	Estimated Maximum Outstanding Limit - Proposed in respect of such Related Party Transactions during the financial year 2016-17 and for the succeeding financial years Rs. (in Crores)
1	Teck Consultancy and Services Pvt. Ltd.	20.00

2	Mansoul Commercial Pvt. Ltd.	20.00
3	Subhkam Ventures(I) Pvt. Ltd.	20.00
4	Subhkam Properties LLP	20.00
5	KhazanaTradelinks Pvt. Ltd	25.00
6	Flower Valley Pvt Ltd	25.00
Total – Taking Together – All the Related Parties		130.00

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, 2015 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered into 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 and proposed to be 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 proposed to be entered into for F.Y. 2016-17 are “Material” and thereafter in preceeding financial years therefore requires approval of the Company by Special Resolution.

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. 4 of the Notice.

The Board recommends the Special Resolution as set out at item No. 4 for the approval of the Shareholders.

Item No. 5

The Registered office of the Company is presently located in Kolkata, in the State of West Bengal. The company being an NBFC it would be advantageous for the Company as Mumbai being the financial Capital of the country, there is an agglomeration of large number of corporates based in Mumbai as also the leading Stock Exchanges are based in Mumbai. In light of above and other administrative convenience, the Company is considering changing the Registered office of the Company from the state of West Bengal to the State of Maharashtra.

In accordance with the provisions of Section 12 and 13 of the Companies Act, 2013 pursuant to the shifting of the Registered office of the Company from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of Shareholders in General Meeting by way of Special Resolution.

In light of above facts, your directors recommend the resolution Set in Item no. 5 for approval by way of Special Resolution.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

Place: Kolkata
Date: 10th August 2016

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By Order of the Board of Directors

Aakash Kumar Surana
Company Secretary & Compliance Officer

Details of the directors seeking re-appointment/appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Navin Kumar Jain
DIN No.	00465888
Qualification	B.com
Date of birth	09.07.1975
Date of Appointment	16.07.2007
Expertise in specific functional areas	More than 13 years of experience in capital market and financial services
Number of Shares held in the Company (as on 31st March 2016)	NIL
Directorships held in other companies (excluding private and foreign companies and section 8 companies)	None
Position held in mandatory committees of other companies	None