

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Regd. Office: 7, MANGO 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

NOTICE OF 35TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Members of M/s. Authum Investment and Infrastructure Limited will be held on Monday, 25th September, 2017 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 2017 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), **M/s Sanghai & Co.**, Chartered Accountants (Firm Reg. No. 319079E) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 4 years from the conclusion of Thirty Fifth Annual General Meeting till the conclusion of the Thirty Ninth Annual General Meeting, subject to ratification of their appointment by shareholders at every AGM held after the Thirty Fifth Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March 2018, as may be agreed upon between the Auditors and the Board of Directors.”

SPECIAL BUSINESS:**Item No. 4:**

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof for the time being in force), the term of Mrs. Barkha Agarwal (DIN:05190461), as a non-executive independent Director of the Company, be and is hereby ratified with effect from 30th September 2015 and she shall hold office as an independent director for a period of five years till 30th September 2020.”

Item No. 5:

To consider, & if thought fit, to pass with or without modification the following resolution as an **Special Resolution**

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, the Company hereby ratify, confirm and approve the payment of remuneration of Rs. 6,00,000/- per annum, subject to the total remuneration payable to Mr. Navin Jain not exceeding 5% of net profits at any time during the relevant financial year, to Mr. Navin Jain (holding DIN 00465888), Managing Director of the Company with effect from 1st November, 2015, up to the remaining duration of his term as Managing director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things and to execute any agreements, documents or instructions as may be required to give effect to the aforesaid resolution.”

Date: 12th August 2017

Place: Kolkata

Registered Office:-

7, Mangoe Lane, 2nd Floor

Room No. 212, Kolkata- 700001

CIN No.: L51109WB1982PLC035088

Phone No.: 033-40068296

Web Site: www.athum.com

Email ID: athum.investment@gmail.com

By Order of the Board of Directors

Sd/-

Vivek Mishra

Company Secretary & Compliance Officer

NOTES:

1. The Relevant Details of the Directors, pursuant to Regulation 36 (3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A and Annexure B.
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 35th 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	
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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>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.</p>
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 Corporate.
 - 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 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 Friday, 22nd September, 2017(10.00 A.M.) and ends on Sunday, 24th September, 2017 (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 19th September, 2017, 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 19th September 2017 (“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. 19th September 2017, 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 atleast 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 Tuesday, 19th September 2017 to Monday, 25th September 2017(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: 12th August 2017

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

Sd/-

Vivek Mishra

Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

Mrs. Barkha Agarwal has been a Non-Executive Independent Director of the Company since 30th September 2015, and is considered as an Independent Director for all purposes of the Companies Act, 2013 and the Rules made thereunder and for the purpose of the relevant provisions of Listing Obligation and Disclosure Regulations 2015. As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Barkha Agarwal had given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. She was appointed with effect from 30th September 2015, and hence the Board recommends to the shareholders to define the term of Mrs. Barkha Agarwal Independent Director for a period of 5 years upto 30th September 2020. The details of Mrs. Barkha Agarwal in pursuance of the provisions of the Listing Agreement are mentioned in Annexure B.

The resolution for defining the term of the Independent Director is now being placed before the Members in General Meeting for their approval. Mrs. Barkha Agarwal is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mrs. Barkha Agarwal, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5:

The Nomination and Remuneration Committee, in its meeting held on 9th November 2015, recommended and the Board of Directors, in its meeting held on 9th November 2015, approved the payment of remuneration of Rs. 6,00,000/- per annum, to Mr. Navin Jain (holding DIN 00465888), Managing Director of the Company with effect from 1st November 2015, upto remaining duration of his term as Managing Director of the Company, subject to the total remuneration not exceeding 5% of net profits at any time during the relevant financial year and approval of the shareholders in the General Meeting. The other terms and conditions of appointment of Mr. Navin Jain, except as proposed in this resolution regarding remuneration, remained unchanged.

The details of Mr. Navin Jain in pursuance of the provisions of the Listing Agreement are mentioned in Annexure A.

Approval of the shareholders is sought for ratification of remuneration paid to Mr. Navin Jain from 1st November 2015 till date and approval for payment of remuneration payable for the remaining period of his tenure as Managing Director of the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

None of the Directors except Mr. Navin Jain himself, is concerned or interested in the resolution.

No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

By Order of the Board of Directors

Place: Kolkata

Date: 12th August 2017

Registered Office: -

7, Mangoe Lane, 2nd Floor

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Sd/-

Vivek Mishra

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

Annexure A

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 14 years of experience in capital market and financial services.
Number of Shares held in the Company (as on 31st March 2017)	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

Annexure B

Name of the Director	Mrs. Barkha Agarwal
DIN No.	05190461
Qualification	Chartered Accountant
Date of birth	06.12.1986
Date of Appointment	22.06.2015
Expertise in specific functional areas	More than 6 years of experience in Finance & Management
Number of Shares held in the Company (as on 31st March 2017)	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

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

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KOLKATA – 700 001

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ATTENDANCE SLIP

Thirty Fifth Annual General Meeting – 25thSeptember, 2017 at 7, Mangoe Lane, 2nd Floor,
Room no.212, Kolkata-700001

Registered Folio No./DP ID & Client ID*	
Name and Address of the Shareholder(S)	
Name of Joint Holders, if any	
No. of Shares Held	

Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 35thAnnual General Meeting of Authum Investment & Infrastructure Limited held on 25thSeptember, 2017 at 11.30 A.M. at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata-700001

Members'/Proxy's Name in Block Letter

Member's / Proxy's Signature

Note: Shareholders/ Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting. Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

The Electric Voting Particulars are set out below”

ELECTRONIC VOTING PARTICULARS

EVSN(E-VOTING SEQUENCE NUMBER)	USER ID	PASSWORD

Please refer to the AGM Notice for e-voting instructions.

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

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CIN No.: L51109WB1982PLC035088

Email Id: authum.investment@gmail.com

Website: www.authum.com

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I / We(In Block Letters) of being a Member / Members of Authum Investment & Infrastructure Limited hereby appoint.....of.....or failing him.....of..... as my / our proxy in my / our absence to attend and vote for me / us, and on my / our behalf at the Thirty Fifth Annual General Meeting of the Company to be held at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata – 700001 on 25th September, 2017 and / or adjournment thereof. As witness my / our hand(s) this day of 2017. Signed by the said No. of Shares Held..... R.Folio No Signed this _____ day of _____ 2017.

Member’s Folio No. /DP ID-Client ID _____

Signature of Shareholder _____

Signature of Proxy Holder _____



Note:

- 1) The proxy must be deposited at the registered office of the Company at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata – 700 001 not less than 48 Hours before the time holding the meeting.
- 2) The Form should be signed across the stamp as per specimen signature registered with the Company

RESOLUTION NO.		OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Balance Sheet for 31.03.2017.		
2.	Appointment of Director in place of Mr. Navin Kumar Jain who retire by rotation		
3.	Appointment of Statutory Auditor and fixing their remuneration		
Special Business			
4.	Determination of term of Mrs. Barkha Agarwal as Non-executive Independent Director		
5.	Ratify, confirm and approve the remuneration to Managing Director, Mr. Navin Jain		

Route Map for the Venue of the Annual General Meeting

