

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

**Regd. Office:** 7, MANGOE LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,  
KOLKATA – 700 001

**Phone No.:** 033-40068296    **CIN No.:** L51109WB1982PLC035088

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

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

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**NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of M/s. Authum Investment and Infrastructure Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 A.M. at the registered office of the Company 7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No. 212, Kolkata-700001 to transact following business:

**ORDINARY BUSINESS:**

**Item No. 1:**

To receive, consider and adopt the Financial Statements of the Company for financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Directors and Auditors thereon.

**Item No. 2:**

To authorise Board of Directors to fix the remuneration of M/s Sanghai & Co., Chartered Accountants (Firm Registration Number: 309079E), as Statutory Auditor of the Company for the years 2018-19 onwards:

**SPECIAL BUSINESS:**

**Item No. 3:**

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

**Increase in the borrowing power of the company**

**“RESOLVED THAT** in supersession of the earlier resolution passed at the Thirty Second Annual General Meeting of the Company held on 29th September, 2014, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 500 Crores (Rupees Five Hundred Crores only) at any point of time”

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but

not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

#### **Item No. 4**

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

#### **Re-appointment of Managing Director**

**“RESOLVED THAT** provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Navin Kumar Jain (DIN 00465888) as Managing Director of the Company for the period of five years with effect from 01<sup>st</sup> April, 2018 and the payment of remuneration of Rs. 6,00,000/- per annum.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Date:** 14<sup>th</sup> May, 2018  
**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:** L51109WB1982PLC035088  
**Phone No.:** 033-40068296  
**Web Site:** [www.authum.com](http://www.authum.com)  
**Email ID:** authum.investment@gmail.com

**Sd/-**  
**Vivek Mishra**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
2. Brief details of Navin Kumar Jain, Managing Director, (DIN: 00465888) who is seeking re-appointment, are given in the annexure hereto as per requirements of the Companies Act, 2013 and regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').
3. **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.

4. Copies of the Notice of the 36<sup>th</sup> AGM, Attendance Slip, Proxy form, e-voting instructions and Annual Report will be sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes unless any member will request for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2017-18 will be sent by the permitted mode.
5. Documents referred to in the notice and the statement annexed to this notice will be made available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 A.M. to 12.00 Noon, except holidays, upto the date of the Annual General Meeting and also at the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

**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. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

## 9. 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 36<sup>th</sup> 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](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. E.g. 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</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](mailto: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](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.

(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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) The voting period begins on Wednesday, 26<sup>th</sup> September, 2018 (9.00 A.M.) and ends on Friday, 28<sup>th</sup> September, 2018 (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 24<sup>th</sup> September, 2018, 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.

#### **10. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:**

- 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.
- 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.
- 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 24<sup>th</sup> September, 2018 (“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.
- 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. 24<sup>th</sup> September, 2018, may obtain the login Id and password by sending a request at [evoting@cdsl.co.in](mailto: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](http://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](http://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 Calcutta Stock Exchange.

#### 11. BOOK CLOSURE:

**The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20<sup>th</sup> September, 2018 to Saturday, 29<sup>th</sup> September, 2018 (both days inclusive).**

- 12. 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.
- 13. 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.
- 14. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at [www.authum.com](http://www.authum.com)

**Date: 14<sup>th</sup> May, 2018**

**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:** L51109WB1982PLC035088

**Phone No.:** 033-40068296

**Web Site:** [www.authum.com](http://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. 3:**

At the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September, 2014, consent of the shareholders was obtained u/s. 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, by way of a special resolution, authorizing the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company up to a sum of Rs. 200 Crore. Since the Company is planning to expand the size of its operations, it may require enhanced borrowings for its operations, hence the consent of the members is sought pursuant to Sec 180(1)(c) of the Companies Act, 2013, through the resolution(s) proposed at item No. 3 by way of special resolution to enable the Board of Directors of the Company to borrow moneys up to a sum of Rs. 500 Crore (Rupees Five Hundred Crore only), apart from the temporary loans obtained from Company's Bankers in the ordinary course of business.

None of the Director(s) or any Key Managerial Personnel or the relative(s) of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommends the passing of the special resolution proposed at Agenda No. 3 of the Notice

**Item No. 4:**

The Board of Directors at its meeting held on 14<sup>th</sup> February 2018, re-appointed Mr. Navin Kumar Jain (holding DIN: 00465888) as Managing Director of the Company with effect from 01<sup>st</sup> April, 2018, on the basis of recommendation of Nomination and Remuneration Committee for another period of five years, subject to approval of shareholders in ensuing Annual General Meeting. For this purpose, all the terms and conditions of appointment of Mr. Navin Kumar Jain remaining the same, including the remuneration of Rs. 6,00,000/- per annum.

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

Approval of the shareholders is sought for re-appointment of Mr. Navin Kumar Jain with effect from 01<sup>st</sup> April, 2018. The Board of Director recommends the relevant resolution set in the item No. 4 for your consideration and approval as a Special Resolution.

Except Mr. Navin Kumar Jain himself, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

**Date: 14<sup>th</sup> May, 2018**

**Place: Kolkata**

**By Order of the Board of Directors**

**Registered Office:**

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

Room No. 212, Kolkata- 700001

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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**

<b>Name of the Director</b>	Mr. Navin Kumar Jain
<b>DIN No.</b>	00465888
<b>Qualification</b>	B.com
<b>Date of birth</b>	09/07/1975
<b>Initial date of Appointment</b>	16/07/2007
<b>Date of re-appointment</b>	14/02/2018
<b>Expertise in specific functional areas</b>	More than 15 years of experience in capital market and financial services.
<b>Number of Shares held in the Company (as on 31<sup>st</sup> March, 2018)</b>	NIL
<b>Directorships held in other companies (excluding private and foreign companies and section 8 companies)</b>	None
<b>Position held in mandatory committees of other companies</b>	None

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED****Regd. Office:** 7, MANGOE LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,  
KOLKATA – 700 001**Phone No.:** 033-40068296**CIN No.:** L51109WB1982PLC035088**Email Id:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com) **Website:** [www.authum.com](http://www.authum.com)**ATTENDANCE SLIP**

Thirty Sixth Annual General Meeting on Saturday on – 29<sup>th</sup> September, 2018 at 11.30 a.m. at 7, Mangoe Lane, 2<sup>nd</sup> 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	

I/We hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of Authum Investment & Infrastructure Limited held on 29<sup>th</sup> September, 2018 at 11.30 A.M. at 7, Mangoe Lane, 2<sup>nd</sup> 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.

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

**Regd. Office:** 7, MANGO LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,

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**PROXY FORM**

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

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./ DP ID-Client ID No :

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/ our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Sixth Annual General Meeting of the Company, to be held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 a.m. at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata-700001 and at any adjournment thereof in respect of the following resolutions:

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. Delegation of authority to Board for fixation of remuneration of Auditor.

**Special Business**

3. Increase in the borrowing power of the company
4. Re-appointment of Managing Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

**NOTES:**

5. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata 700001 not less than Forty -eight (48) Hours before the commencement of the Meeting.
6. For the Resolutions, and Notes, please refer to the Notice of the Thirty Sixth Annual General Meeting.

Route Map for the Venue of the Annual General Meeting

