

DINESH AGARWAL
Practicing Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To

The Chairman of the 34th (Thirty Fourth) Annual General Meeting (AGM) of Members of Authum Investment & Infrastructure Limited (CIN: L51109WB1982PLC035088), held on Friday, 30th day of September, 2016 at 7, Mangoe Lane, 2nd Floor, Room No.212, Kolkata- 700001, West Bengal, India at 11:30 A.M.

Dear Sir,

I, **Dinesh Agarwal**, Practicing Company Secretary, appointed by the Board of Directors of **M/s. Authum Investment & Infrastructure Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 34th Annual General Meeting of the Company held on Friday, 30th day of September, 2016 at 7, Mangoe Lane, 2nd Floor, Room No.212, Kolkata- 700001, West Bengal, India at 11:30 A.M., do hereby submit my report as follows:

(a) The **Notice dated 10th August, 2016** convening the 34th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 3rd September, 2016 to the members of the company.

(b) The company provided remote e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.

(c) The members holding shares either in physical or dematerialized form, as on the "**Cut Off**" date i.e. **26th September, 2016** were entitled to vote on the proposed resolutions.

(d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on **Tuesday, September 27, 2016 at 10:00 AM (IST) and ended on Thursday, September 29, 2016 at 5:00 PM (IST)**.

(e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.

(f) After conclusion of voting at the 34th Annual General Meeting, the votes cast through remote e-voting were unblocked in presence of **Miss Priyanka Shah** and **Mr. Sourav Mall** who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014 and thereafter the votes cast at the meeting were counted, neither of whom is in the employment of the Company.



They have signed in confirmation of the votes being unblocked in their presence:

Priyanka Shah

(Miss Priyanka Shah)

Sourav Mall

(Mr. Sourav Mall)

(g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CDSL, <http://www.evotingindia.com> in respect of remote e-voting.

(h) 5 Members have cast their votes through remote e-voting and all such votes are valid 51 Members and/or their proxy have cast their votes through poll at the AGM venue, out of which '0' are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

- (i) ORDINARY BUSINESS: ORDINARY RESOLUTION: No.1: To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes	
	No.	%	No.	%	No.	%
E-voting	1540015	100	0	0	0	0
Poll	445	100	0	0	0	0
Total	1540460	100	0	0	0	0

- (ii) ORDINARY BUSINESS: ORDINARY RESOLUTION: No.2: To appoint a Director in place of Mr. Navin Kumar Jain (Din: 00465888), who retires by rotation and being eligible, offer himself for re-appointment.

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes	
	No.	%	No.	%	No.	%
E-voting	1540015	100	0	0	0	0
Poll	445	100	0	0	0	0
Total	1540460	100	0	0	0	0

- (iii) ORDINARY BUSINESS: ORDINARY RESOLUTION: No.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."

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes	
	No.	%	No.	%	No.	%
E-voting	1540015	100	0	0	0	0
Poll	445	100	0	0	0	0
Total	1540460	100	0	0	0	0

- (iv) SPECIAL BUSINESS: SPECIAL RESOLUTION: 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.”



Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes	
	No.	%	No.	%	No.	%
E-voting	1540015	100	0	0	0	0
Poll	445	100	0	0	0	0
Total	1540460	100	0	0	0	0

- (v) SPECIAL BUSINESS: SPECIAL RESOLUTION: 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."

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes	
	No.	%	No.	%	No.	%
E-voting	1540015	100	0	0	0	0
Poll	445	100	0	0	0	0
Total	1540460	100	0	0	0	0

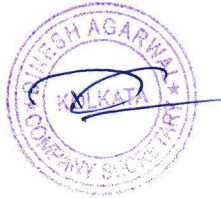


All the Resolutions mentioned in the 34th AGM Notice dated August 10, 2016, as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of ballot papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the service provider electronically in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the chairman signs the Minutes of 34th AGM.

Thanking you,

Yours faithfully,



(DINESH AGARWAL)
Practicing Company Secretary
C. P. No.5881
Membership No.6315

Place: Kolkata
Date: 30/09/2016