

**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 35th (Thirty Fifth) Annual General Meeting (AGM) of Members of **M/s. Authum Investment & Infrastructure Limited** (CIN: L51109WB1982PLC035088), held on Monday, 25th day of September, 2017 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 (COP No.5881), 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 35th Annual General Meeting of the Company held on Monday, 25th day of September, 2017 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 12th August, 2017** convening the 35th 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 28th August, 2017 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. **19th September, 2017** 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 **Friday, September 22, 2017 at 10:00 AM (IST)** and ended on **Sunday, September 24, 2017 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 35th Annual General Meeting, the votes cast through remote e-voting were unblocked in presence of **Mrs Reeti Nagar** and **Mr. Tanmay Modak** 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:

*Reeti Nagar*

(Mrs Reeti Nagar)

*Tanmay Modak*

(Mr. Tanmay Modak)

(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) 9 Members have cast their votes through remote e-voting and all such votes are valid and 100 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes		Total Votes cast	
	No.	%	No.	%	No.	%	No.	%
E-voting	1647339	99.97	0	0	0	0	1647339	99.97
Poll	525	0.03	0	0	0	0	525	0.03
<b>Total</b>	<b>1647864</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1647864</b>	<b>100.00</b>

- (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		Total Votes cast	
	No.	%	No.	%	No.	%	No.	%
E-voting	1647339	99.97	0	0	0	0	1647339	99.97
Poll	525	0.03	0	0	0	0	525	0.03
<b>Total</b>	<b>1647864</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1647864</b>	<b>100.00</b>

- (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), 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."



Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes		Total Votes cast	
	No.	%	No.	%	No.	%	No.	%
E-voting	1647339	99.97	0	0	0	0	1647339	99.97
Poll	525	0.03	0	0	0	0	525	0.03
<b>Total</b>	<b>1647864</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1647864</b>	<b>100.00</b>

- (iv) SPECIAL BUSINESS: ORDINARY RESOLUTION: No.4: To consider and if thought fit, to pass with or without modification(s), the following resolution as 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."

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes		Total Votes cast	
	No.	%	No.	%	No.	%	No.	%
E-voting	1647339	99.97	0	0	0	0	1647339	99.97
Poll	525	0.03	0	0	0	0	525	0.03
<b>Total</b>	<b>1647864</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1647864</b>	<b>100.00</b>

- (v) SPECIAL BUSINESS: SPECIAL RESOLUTION: No.5: To consider and if thought fit, to pass with or without modification(s), the following resolution as 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."

Manner of Voting	Votes cast in favour		Votes cast against		Invalid Votes		Total Votes cast	
	No.	%	No.	%	No.	%	No.	%
E-voting	1647339	99.97	0	0	0	0	1647339	99.97
Poll	525	0.03	0	0	0	0	525	0.03
<b>Total</b>	<b>1647864</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1647864</b>	<b>100.00</b>

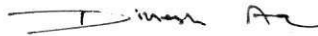


All the Resolutions mentioned in the 35th AGM Notice dated August 12, 2017, as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of ballot papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

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 35th AGM.

Thanking you,

Yours faithfully,



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

**Place: Kolkata**  
**Date: 25/09/2017**