

# **AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

CIN: L51109MH1982PLC319008

Reg Add: 707, Raheja Centre, Free Press Journal Marg, Nariman Point Mumbai Mumbai City MH 400021

Email: authum.investment@gmail.com, Website: www.authum.com

Ph. No.: (022) 61782000

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## **POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India, to transact the following Special Business by the Members of Authum Investment & Infrastructure Limited through Postal Ballot /remote e-voting. The Members' consideration and approval is sought for the Special / Ordinary Resolutions annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration and voting.

Mr. Mayank Arora (Membership No. F10378 and COP No. 13609) proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot (Physical & remote e-voting) process in accordance with Law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

Those Members, who do not have access to remote e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of the working hours **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019**. Please note that any Postal Ballot Form(s) received after **5.00 P.M. Saturday, 21<sup>st</sup> December 2019** will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any Director on **Monday, 23<sup>rd</sup> December, 2019** at the Registered Office of the Company at 707, Raheja Centre, Free

Press Journal Marg, Nariman Point, Mumbai - 400021. The results of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office at 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400 021 besides being communicated to Stock Exchanges. The result will also be displayed on the website of the Central depository Services (India) Limited and that of the Company i.e. www.authum.com.

## **RESOLUTIONS:**

### **ITEM NO. 1**

#### **Increase in Authorized Share Capital of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 7,00,00,000 (Seven Crores) Preference Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 1,80,00,000 (One crore eighty lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) which shall rank *pari passu* with the existing equity shares of the Company and 7,00,00,000 (Seven Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each.”

### **ITEM NO. 2**

#### **Alteration of Capital Clause in the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

*“V. The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 7,00,00,000 (Seven Crores) Preference Shares of Rs. 10/- (Rupee Ten Only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and

absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

### **ITEM NO. 3**

#### **To authorize Company to borrow money up to INR 2,000 Crores (Indian Rupees Two Thousand Crores)**

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

**“RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf) to borrow such sums of money from any person including without limitation banks, financial institutions, NBFCs in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans repayable on demand or within six months from the date of the loan or temporary loans) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of INR 2,000 Crores (Rupees Two Thousand Crores).

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to negotiate limits with the Bankers/ Lenders or any other person for availing the funded and non-funded limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

**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 provisions of the Companies Act, 2013.”

#### **ITEM NO. 4**

##### **Approval for creation of charges, mortgages, hypothecation on the immovable and movable assets of the Company under Section 180(1)(a) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, to mortgage, hypothecate, pledge and/or charge in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the immovable and movable assets, receivables of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, qualified institutional buyers, foreign institutional investors, banks, foreign portfolio investors, financial institutions, multilateral financial institutions, regional rural banks, cooperative banks, mutual funds, provident, pension, superannuation and gratuity funds, companies, partnership firms, limited liability partnerships, resident individual investors, Hindu undivided families, trustee(s), agent(s) to secure the debentures, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities, provided that the aggregate indebtedness secured by the assets of the Company does not exceed INR 2,000 Crores (Rupees Two Thousand Crores only) at any time.

**RESOLVED FURTHER THAT** the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties, receivables of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/trustees and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.”

#### **ITEM NO. 5**

##### **Approval for Material Related Party Transaction(s)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s policy on Related Party Transactions, the approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the following related party transactions:

- (a) Issue of 7% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Company to Mentor Capital Limited on private placement basis, on the terms and conditions as set out in this Notice;

(b) Issue of Compulsorily Convertible Debentures to Mentor Capital Limited on private placement basis, on the terms and conditions as set out in this Notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **ITEM NO. 6**

#### **Issue of 7% Non-Convertible Non-Cumulative Redeemable Preference Shares**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions or sanctions by any governmental or regulatory authorities or any relevant persons, as the case may be, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval, permission, consent and sanction, 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 be deemed to include the committee of the Board to exercise one or more of its powers including the powers conferred by this resolution) to create, offer and / or invite to subscribe, issue and allot, for cash, up to 7,00,00,000 (Seven Crore) 7% Non-Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 50/- (Rupees Fifty Only) including premium of Rs. 40/- (Rupees Forty Only), in one or more tranches, aggregating up to Rs. 350,00,00,000 (Three Hundred and Fifty Crore) to the following promoter group entity on such terms and conditions as set out under this resolution and in the explanatory statement:

<b>Sl. No.</b>	<b>Name of Proposed Allotee(s)</b>	<b>Consideration Amount Not Exceeding (Rs.)</b>	<b>Category</b>
1.	Mentor Capital Limited	350,00,00,000 (Three Hundred and Fifty Crore)	Promoter

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the particulars in respect of aforesaid 7% Non-Convertible Non-Cumulative Redeemable Preference Shares (hereinafter referred to as ‘RPS’) of face value of Rs. 10/- (Rupees Ten Only) each are, as under:

- (a) RPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (b) RPS shall be non-participating in the surplus funds;

- (c) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- (d) Holder(s) of RPS shall be paid dividend at the rate of 7% p.a. on a non-cumulative basis;
- (e) RPS shall not be convertible into equity shares;
- (f) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (g) RPS shall be redeemable at a premium of Rs. 55/- (Rupees Fifty Five Only) before completion of its 10<sup>th</sup> Anniversary from the date of allotment ('RPS Tenure'). Notwithstanding the foregoing, the Company will have the option to redeem the RPS after expiry of one year from the date of allotment during the RPS Tenure; and
- (h) RPS shall not be listed.

**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, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate/empower all or any of the powers herein conferred to any committee and/or any director(s) and/or officer(s) of the Company, to give effect to the resolution.

**RESOLVED FURTHER THAT** any one Director of the Company or the Company Secretary, or the Chief Financial Officer of the Company, be and are hereby authorized severally to do all acts and take all such steps to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013 and to furnish a certified true copy of the resolution as and when required."

#### **ITEM NO. 7**

#### **Raising of Funds through Issue of Compulsorily Convertible Debentures**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (collectively the "SEBI Regulations"), the Reserve Bank of India and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from statutory regulatory authorities as may be prescribed, and on such terms and conditions (including any alterations, modifications,

corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted or to be constituted and authorized committee thereof to exercise its powers under the resolution) to create, offer, issue and allot, to:

SI. No	Name of Proposed Allottee(s)	Consideration Amount Not Exceeding (Rs.)	Category
1.	Mentor Capital Limited	750,00,00,000/- (Rupees Seven Hundred and Fifty Crores Only)	Promoter

by way of preferential allotment on private placement basis, up to 75,00,000 (Seventy Five Lakh Only) 0.01 % compulsorily convertible debentures of the Company (“CCDs”) having a face value of Rs. 1,000/- (Rupees One Thousand Only) with the aggregate amounts on such CCDs not exceeding Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores Only) being convertible into ordinary equity shares of the Company (“Conversion Shares”) at a conversion price as may be arrived at in accordance with the ICDR Regulations at the time of conversion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot requisite number of equity shares equity shares, to the holders of CCDs upon conversion of the CCDs and to do all such acts incidental thereto.

**RESOLVED FURTHER THAT** the said CCDs shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the said CCDs is pending on account of pendency of any approval(s) for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of last such approval.

**RESOLVED FURTHER THAT** the CCDs being offered, issued and allotted to the proposed Allottee by way of a preferential allotment shall inter alia carry the following terms:

1. The CCDs and the equity shares issued upon conversion of the CCDs shall be in dematerialised form and shall be subject to the provisions of the memorandum and articles of association of the Company.
2. The “Relevant Date” for the purpose of calculating the price of the Conversion Shares shall be, the date 30 (thirty) days prior to the date on which the holder the said CCDs become entitled to apply for equity shares of the Company, in accordance with the ICDR Regulations.
3. The CCDs and equity shares issued upon conversion of the CCDs shall be subject to lock-in as provided under the provisions of the ICDR Regulations. Subject to the aforesaid lock-in requirements, the CCDs and equity shares issued upon conversion of the CCDs shall be freely transferable.
4. The CCDs shall be unsecured.
5. The CCDs shall carry a coupon of 0.01% (percent) simple interest per annum calculated on the basis of a 365 (three hundred sixty five) day year and the actual number of days elapsed.
6. The CCDs shall be compulsorily converted into equity shares within 18 (eighteen) months from the allotment of CCDs such that the holder of the CCDs shall have the right to apply for

conversion of CCDs into equity shares of the Company on the expiry of 17 (seventeen) months from the date of allotment.

7. The CCDs shall be convertible into ordinary equity shares at a price as may be arrived at in accordance with the ICDR Regulations at the time of conversion.
8. The Company shall procure that the listing and trading approvals for the equity shares to be issued to the Investor are received from the relevant stock exchanges in accordance with the SEBI Regulations.
9. The Conversion Shares issued to the Proposed Allottee shall rank *pari passu* with the then existing ordinary equity shares of the Company in all respects, including as to dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.”

By Order of the Board

**For Authum Investment & Infrastructure Limited**

Sd/-

**Vivek Mishra**

**Company Secretary and Compliance Officer**

**(Mem No. F9964)**

**Date: 14<sup>th</sup> November, 2019**

**Place: Mumbai**

**Registered Office: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400021.**

## NOTES

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. Mr. Mayank Arora (Membership No F10378 and COP No. 13609) proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot (Physical & remote e-voting) process in accordance with Law, in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 8<sup>th</sup> November, 2019 i.e. the cut-off date for dispatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form at the email addresses registered with the Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice is being sent by Registered Post along with a self-addressed Business Reply envelope. Any person not being a member as on the record date should treat this Notice for information purposes only.
5. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The Postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019** or before. Any postal ballot form received after this date shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The shareholders are requested to exercise their voting rights by using the attached postal ballot form only. Shareholders who do not receive the postal ballot form may apply to the Company/ Registrars and Transfer Agents, M/s Maheshwari Datamatics Private Limited. 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700001 Ph. No.: (033) 2248-2248 and obtain a duplicate thereof.
7. The Scrutinizer will submit the report to the Chairman of the Company or in his absence to any other Director of the Company, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director of the Company on **Monday, 23<sup>rd</sup> December, 2019** at the Registered Office of the Company.
8. The result of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office at 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. [www.authum.com](http://www.authum.com).

9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, to its Members to enable them to cast their votes electronically.

10. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

11. In case of e-voting on the website: [www.evotingindia.com](http://www.evotingindia.com), voting will commence on and from **9.00 A.M. on Friday, 22<sup>nd</sup> November, 2019** and end at **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019**. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.

12. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 A.M. to 5.00 P.M. on any working day till the last date of voting i.e. **Saturday, 21<sup>st</sup> December, 2019**

13. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.

14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Vivek Mishra, Company Secretary and Compliance Officer of the Company, at Authum Investment & Infrastructure Limited, 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400021 or by sending an e-mail at [authum.investment@gmail.com](mailto:authum.investment@gmail.com).

15. The Notice is also placed on the website of the Company: <http://www.authum.com/> and website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in).

#### **INSTRUCTIONS FOR VOTING:**

##### **Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope so as to reach the Scrutinizer before the close of working hours on or before **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019**. Any Postal Ballot Form received after **5:00 P.M. on Saturday, 21<sup>st</sup> December, 2019** shall be treated as if the reply from the shareholders has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

### **Voting through electronic means:**

In pursuance of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot.

### **The instructions for shareholders voting electronically are as under:**

- i. The voting period begins at **9.00 A.M. on Friday, 22<sup>nd</sup> November, 2019** and ends at **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **8<sup>th</sup> November, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders Tab.
- iv. Now enter their User ID
  - a. For CDSL use the 16-digit beneficiary ID
  - b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID
  - c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.
- v. Next, enter the Image Verification as displayed and Click on Login
- vi. If shareholders hold shares in demat form and have previously logged on to [www.evotingindia.com](http://www.evotingindia.com) and have voted earlier on a poll of any company, then the existing password is to be used.
- vii. First time users should follow the following steps:

<b>For Members holding shares in demat and physical forms</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> <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of	<ul style="list-style-type: none"><li>• Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.</li></ul>

Birth (DOB)	<ul style="list-style-type: none"> <li>• If both 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 (iv)</li> </ul>
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viii. After entering these details appropriately, click on 'SUBMIT' tab

ix. Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to 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 **AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED** 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 a print of the votes cast by clicking on 'Click here to print' option on the voting page.

xvii. If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xix. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 linked in the login 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

## General

- a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. **8<sup>th</sup> November, 2019**.
- c) Voting period commences on and from **9.00 A.M. on Friday, 22<sup>nd</sup> November, 2019** and ends at **5.00 P.M. on Saturday, 21<sup>st</sup> December, 2019**.
- d) If the proposed Resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a General Meeting. The Resolution will become effective on and from **Saturday, 21<sup>st</sup> December, 2019**.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

**Item No. 1 & 2:**

The existing authorised share capital of the Company is 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The subscribed, issued and paid up capital of the Company is Rs. 11,52,80,900/- (Rupees Eleven Crores Fifty Two Lakhs Eighty Thousand and Nine Hundred Only) divided into 1,15,28,090 (One Crore Fifteen Lakhs Twenty Eight Thousand and Ninety) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

The Board of Directors in its Meeting held on 14<sup>th</sup> November 2019 has decided to issue Non-Convertible Non-Cumulative Redeemable Preference Shares, it is therefore proposed to increase the authorized share capital of the Company to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) which shall consist of 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 7,00,00,000 (Seven Crores) Preference Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 1,80,00,000 (One crore eighty lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) and 7,00,00,000 (Seven Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

Thus, the increase shall enable the Company to issue Non-Convertible Non-Cumulative Redeemable Preference Shares.

The proposed increase in Authorized Share Capital shall require alteration of existing Clause V of the Memorandum of Association of the Company in the manner as set out in Resolution No. 2 of the Notice thereto.

Accordingly, the Board recommend passing of the resolutions set forth in Item No. 1 & 2 of the accompanying Notice for the approval of the Members of the Company by way of Ordinary resolution through Postal Ballot / remote e-Voting.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolutions except to the extent disclosed above and to the extent of their shareholding, if any, in the Company.

**Item No. 3 & 4:**

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the paid-up capital of the Company, Securities Premium and free reserves, require the approval of the Members by way of special resolution.

Under Section 180 of the Act, the aforementioned powers of the Board can be exercised only with the prior consent of the Members by a Special Resolution.

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies

corporate, individuals or other kind of lenders, accordingly, it is proposed to increase the limits up to INR 2,000 Crores (Rupees Two Thousand Crores).

The members of the Company are further informed that according to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, pledges, hypothecations and floating charges on immovable or movable assets of the Company to secure its borrowings, only with the consent of the shareholders obtained by way of Special Resolution.

The Board recommends the Special resolution under Item No. 3 & 4 for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 3 & 4 of this Notice except to the extent of their shareholding in the Company, if any.

**Item No. 5:**

The board of directors of the Company has, pursuant to the audit committee's approval, passed resolutions to enter into the following related party transactions:

Sr. No	Name of the Related Party	Name of the Directors or KMP who are related	Nature of Relationship	Nature of transaction	Amount Involved (In Rs.)
1.	Mentor Capital Limited	Mrs. Alpana Dangi (Director) and Mr. Amit Dangi (Director)	Mrs. Alpana Dangi and Mr. Amit Dangi are promoters and directors of Mentor Capital Limited	Private placement of up to 7,00,00,000 (seven crores) 7% Non-Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs. 10/- each	Up to Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crore)
2.				Private Placement of up to 75,00,000 (seventy five lakhs) Compulsorily Convertible Debentures having face value of INR 1000/- (Indian Rupees one thousand only) each	Up to Rs. 75,00,00,000 (Indian Rupees Seven Hundred and Fifty Crores Only)

Mentor Capital Limited is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and Investment activities, this resolution will enable the Board of the Company to raise monies through the issue of securities to Mentor Capital Limited.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

The Board recommends the ordinary resolution under Item No. 5 for approval by the members.

Except Mrs. Alpana Dangi & Mr. Amit Dangi, their respective relatives and associate entities, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 5 of this Notice, except to the extent of their shareholding in the Company, if any.

**Item No. 6:**

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a special resolution for each of such offer or invitation.

It is proposed to obtain approval of the Members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called 'Issuer') to make a private placement of 7% Non-Convertible Non-Cumulative Redeemable Preference Shares for an amount not exceeding to Rs. 350,00,00,000 (Three Hundred and Fifty Crore) to the Company of the promoter group namely Mentor Capital Limited, on the terms and conditions set out hereunder.

Further, the approval of the members by way of a resolution is required, inter alia, pursuant to the provisions of Regulation 23(4) of the Listing Regulations, for approval of all "material related party transactions", as defined under Regulation 23(1) of the Listing Regulations and section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as referred in Item no. 5 in this Notice.

As required under Rule 9(3) and Clause (d) of sub-rule 2 of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Non-Convertible Non-Cumulative Redeemable Preference Shares are as follows:

Sr. No	Particulars	Details
1.	The size of the issue and number of preference shares to be issued and nominal value of each share	Up to 7,00,00,000 (Seven Crore) 7% Non-Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 50/- (Rupees Fifty Only), in one or more tranches, aggregating up to Rs. 350,00,00,000 (Three Hundred and Fifty Crore)
2.	The nature of such shares i.e. cumulative or non-cumulative, participating or nonparticipating, convertible or non-convertible	Non-Cumulative; Non-Participating; and Non-Convertible
3.	The objectives of the issue	The Company plans to raise funds by issue of 7% Non-Convertible Non-Cumulative Redeemable Preference Shares on preferential basis for general corporate purposes
4.	The manner of issue of shares	RPS will be offered and issued on a preferential

		basis, in accordance with the provisions of the Companies Act, 2013, as amended and rules made thereunder.
5.	The price at which such shares are proposed to be issued	7% Non-Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 50/- (Rupees Fifty Only) including premium of Rs. 40/- (Rupees Forty only)
6.	The basis on which the price has been arrived at	An independent valuation report has been used to arrive at the price. However, the rate of dividend is fixed on arms-length basis of equivalent financing.
7.	The terms of the issue, including terms and rate of dividend on each share etc.	The rate of dividend on the RPS is 7% per annum  All terms and conditions of RPS are stated in row nos. 1 to 11 herein
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	RPS shall be redeemable at a premium of Rs. 55/- (Rupees Fifty Five Only) before completion of its 10th Anniversary from the date of allotment ('RPS Tenure'). Notwithstanding the foregoing, the Company will have the option to redeem the RPS at any time after expiry of one year from the date of allotment during the RPS Tenure
9.	The manner and modes of redemption	As may be determined by the Board subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder
10.	The current shareholding pattern of the Company	Kindly refer point no. 18 below
11.	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the proposed RPS are non-convertible
12.	Particulars of the offer including date of passing of board resolution	Kindly refer row nos. 1-11 above for particulars of the Issue. The date of passing of board resolution for the Issue is 14 <sup>th</sup> November, 2019
13.	Kinds of securities offered and the price at which security is being offered	Kindly refer to the row nos. 1, 2 and 5 above
14.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Please refer to row no. 6 above
15.	Name and address of valuer who performed valuation	Ms. Vidhi Chandak Office Address: 15B, Hemanta Basu Sarani, Octavius Centre, 3rd Floor, Kolkata-700001
16.	Amount which the company intends to raise by way of such securities	Not exceeding Rs. 350 crore
17.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in	Kindly refer to row nos. 1-11 above for particulars and terms of the Issue.  RPS will be offered and issued to Mentor Capital Limited (being a promoter group member of the Company) on a preferential basis.

	furtherance of objects; principle terms of assets charged as securities	
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18. The current shareholding pattern of the company as on 8<sup>th</sup> November, 2019 is as follows:

As on 8<sup>th</sup> November, 2019, Paid Up Equity Share Capital is as under:

Sr. No	Category	No. of Equity Shares	%
<b>A</b>	<b>Promoter's Holding (including persons acting in concert)</b>	86,15,906	74.74
<b>B</b>	<b>Non-Promoters Holding</b>		
1.	Mutual Funds and UTI	-	-
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	-	-
3.	FII's	-	-
<b>C</b>	<b>Others</b>		
1.	Corporate Bodies	14,76,991	12.81
2.	Indian Public	14,35,193	12.45
3.	NRIs/OCBs	-	-
4.	Clearing Member	-	-
	<b>Total</b>	<b>1,15,28,090</b>	<b>100</b>

19. The names of the proposed allottees and the percentage of post preferential offer capital held by them:

Name & PAN of Allottee	Address	Category	Natural persons who are ultimate beneficial owners	Pre - issue Shareholding of Allottee		Post Issue Shareholding of allottee	
				No. of Shares	%	No. of Preference Shares	%
Mentor Capital Limited PAN: AACCP7995G	713, Raheja Centre, Nariman Point, Mumbai 400021	Promoter	Mrs. Alpana Dangi & Mr. Sanjay Dangi	NIL	NIL	7,00,00,000 (Seven Crore)	100%

As the securities proposed to be issued by this resolution are "Non-Convertible Non-Cumulative Redeemable Preference Shares", the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), are not applicable.

The Board of Directors believe that the proposed preferential issue of RPS is in the best interest of the Company and its members and hence recommends the Special Resolution as set out in Item No 6 of the Notice.

Except Mrs. Alpana Dangi & Mr. Amit Dangi, their respective relatives and associate entities, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 6 of this Notice except to the extent of their shareholding in the Company, if any. As required under Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, the related parties shall abstain from voting at the resolution set forth at Item No. 6.

**Item No. 7:**

It is proposed to issue and allot 75,00,000 (Seventy Five Lakhs) CCDs having face value of INR 1000/- (Indian Rupees One Thousand Only) each to one of the promoters of the Company, Mentor Capital Limited, the face value of which and if the debenture holder chooses, the accrued and unpaid coupon, will be compulsorily convertible into ordinary equity shares of the Company (“**Conversion Shares**”)

Further, the approval of the members by way of a resolution is required, inter alia, pursuant to the provisions of Regulation 23(4) of the Listing Regulations, for approval of all “material related party transactions”, as defined under Regulation 23(1) of the Listing Regulations and section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as referred in Item no. 5 in this Notice.

The Board of Directors, at their meeting held on 14<sup>th</sup> November, 2019 have (subject to the approval of the members and regulatory approvals) approved the proposal to issue the CCDs.

**Other terms relating to issue of CCDs :**

1. The issue and allotment of the CCDs so offered shall be in dematerialised form and equity shares issued upon the conversion of the CCDs, shall, subject to receipt of necessary approvals, be listed and traded on the Stock Exchange/s and shall be subject to the provisions of the memorandum and articles of association of the Company.
2. The tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment. The holder of the CCDs shall have the right to apply for conversion of CCDs into equity shares of the Company on the expiry of 17 (seventeen) months from the date of allotment
3. The disclosures required pursuant to Regulation 163 of the ICDR Regulations and the Companies Act, 2013, are as follows:

**(a) Objects of the preferential issue**

To meet the Company's requirement of working capital as well as capital expenditure to support business expansion, general corporate purposes by the Company.

**b). Total number of securities to be issued, price or price band at/within which the allotment is proposed, basis on which the price has been arrived at**

75,00,000 (Seventy Five Lakhs Only) CCDs having face value of INR 1000/- (Indian Rupees One Thousand Only) each, at par, carrying a coupon of 0.01% simple interest per annum, and having a term of 18 (eighteen) months from the date of allotment, each fully paid up, are proposed to be

issued against receipt of an aggregate amount of INR 750,00,00,000 (Indian Rupees Seven Hundred and Fifty Crores Only) from Mentor Capital Limited.

The conversion price of the Conversion Shares shall be determined in accordance with the ICDR Regulations at the time of conversion of the said CCDs.

**c). Relevant date with reference to which the price has been arrived at:**

The “Relevant Date” for the purpose of calculating the price of the Conversion Shares shall be the date 30 (thirty) days prior to the date on which the holder of the CCDs becomes entitled to apply for the equity shares of the Company. As per the terms of conversion, the holder of CCDs shall become entitled to apply for the equity shares on the 1<sup>st</sup> day of the 18<sup>th</sup> month from the date of allotment of the CCDs, the relevant date shall be the 1<sup>st</sup> day of the 17<sup>th</sup> month the date of allotment of the CCDs.

The conversion price of the Conversion Shares shall be determined on the basis of valuation report of a registered valuer in accordance with the ICDR Regulations.

**(d) Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:**

The Said CCDs are being offered to Mentor Capital Limited being a Promoter group member of the Company. None of the other promoters, directors or key management personnel of the Company has any intention to subscribe to the offer

**(e) Shareholding Pattern of the Company before and after the Preferential Issue**

The pre-issue and post issue shareholding pattern of the Company is as under:

Sr. No	Category	Pre-Issue as on 8 <sup>th</sup> November, 2019		Proposed allotment of CCDs	Post Issue (assuming conversion of CCDs into Equity shares)	
		No. of Equity Shares	%		No. Of Equity Shares	%
<b>A</b>	<b>Promoter’s Holding (including persons acting in concert)</b>	86,15,906	74.74		*	*
<b>B</b>	<b>Non-Promoters Holding</b>					
1.	Mutual Funds and UTI	-	-			
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	-	-			
3.	FIIIs	-	-			
<b>C</b>	<b>Others</b>					
1.	Corporate Bodies	14,76,991	12.81			

2.	Indian Public	14,35,193	12.45			
3.	NRIs/OCBs	-	-			
4.	Clearing Member	-	-			
	<b>Total</b>	<b>1,15,28,090</b>	<b>100</b>			

\*The price for Conversion of Shares and conversion ratio will be determined on the Relevant Date i.e. a date 30 (thirty) days prior to the date on which the Proposed Allottee becomes entitled to apply for the Conversion Shares in accordance with the ICDR Regulations i.e the holder of CCDs shall become entitled to apply for the equity shares on the 1<sup>st</sup> day of the 18<sup>th</sup> month from the date of allotment of the CCDs, the relevant date shall be the 1<sup>st</sup> day of the 17<sup>th</sup> month the date of allotment of the CCDs.

**f). Proposed time within which the preferential issue shall be completed:**

Pursuant to Regulation 170(1) of the ICDR Regulations, the CCDs shall be allotted within a period of 15(fifteen) days from the date of approval of the Members to the proposed preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**g) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Name of the proposed allottees and the percentage of the post preferential issue that may be held by them

Name & PAN of Allottee	Address	Category	Natural persons who are ultimate beneficial owners	Pre - issue Shareholding of Allottee		No. of CCDs proposed to be allotted	Post Issue Equity Shareholding of allottee (Assuming full conversion of CCDS)	
				No. of Shares	%		No. of Shares	%
Mentor Capital Limited  PAN: AACCP7995G	713, Raheja Centre, Nariman Point, Mumbai 400021	Promoter	Mrs. Alpana Dangi & Mr. Sanjay Dangi	NIL	NIL	75,00,000	*	NIL

\* Equity shareholding of Mentor Capital post conversion of CCDs into equity shares will be determined on the basis of the price calculated on the relevant date i.e. a date 30 (thirty) days prior to the date on which Mentor Capital Limited becomes entitled to apply for the Conversion Shares in accordance with the ICDR Regulations

**h) Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control of the Company upon allotment of the CCDs.

**i) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**j) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable, as the allotment of the CCDs is proposed to be made is not for consideration other than cash.

**k) Undertaking by the Company under the provisions of Regulations 163(1)(g) and (h) of the ICDR Regulations**

As the Company has been listed for a period of more than twenty-six weeks prior to the Relevant Date, the provisions of Regulations 163(1)(g) and (h) of the ICDR Regulations are not applicable.

**(l) Lock in**

The CCDs and the equity shares to be allotted upon conversion of the CCDs, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

**m) Non-Disposal of Shares**

No person belonging to the promoter(s) or the promoter group including the proposed allottee has not sold any equity shares in the Company during the six months preceding the Relevant Date. The issue of CCDs is in accordance with the provisions of the memorandum and articles of association of the Company.

**n) Payment Terms**

In accordance with Regulation 169 of the ICDR Regulations, the entire consideration determined in terms of Regulation 164 of the ICDR Regulations, shall be paid on or before the date of allotment of the CCDs.

**o) Listing :**

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the equity shares issued upon conversion of the CCDs. The equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

**p) Auditor's Certificate**

The certificate issued by M/s. Sanghai & Co, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI Regulations, will be placed before the shareholders at the Meeting and will be kept open for inspection at the registered office of the Company between 11.00 am and 1.00 pm up to 21<sup>st</sup> December, 2019 on all working days (except Saturday, Sunday and Public Holiday).

Neither the Company's name nor any of its promoters or directors name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof.

In terms of Sections 42, 62 and 71 of the Companies Act, 2013, approval of the shareholders by way of a special resolution is required to issue the CCDs by way of a preferential allotment on private placement basis. Hence, the Board recommends the resolution proposed at Item No.7 for your approval by way of a Special Resolution.

Except Mrs. Alpana Dangi & Mr. Amit Dangi, their respective relatives and associate entities, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 7 of this Notice except to the extent of their shareholding in the Company, if any. As required under Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, the related parties shall abstain from voting at the resolution set forth at Item No. 6

By Order of the Board  
**For Authum Investment & Infrastructure Limited**

**Sd/-**  
**Vivek Mishra**  
**Company Secretary and Compliance Officer**  
**(Mem No. F9964)**

**Date: 14<sup>th</sup> November, 2019**  
**Place: Mumbai**

**Registered Office: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400021.**