

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

CIN: L51109MH1982PLC319008

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

Email: info@authum.com, Website: www.authum.com, Ph. No.: (022) 61782000

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) General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in respect of "clarification on passing of Ordinary and Special Resolutions by Companies under the Act and the Rules made thereunder issued by Ministry of Corporate Affairs, Government of India 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 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 through Electronic copy of the Postal Ballot Notice and voting.

In terms of the MCA Circulars mentioned above, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot upto June 30, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Bank, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

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 (only remote e-voting) process in accordance with Law, in a fair and transparent manner.

The business of the postal ballot shall 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).

The Scrutinizer will submit his report to the Chairman or in his absence, any Director after the completion of the scrutiny of the 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 or before **Thursday, 1st July, 2021** 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

To consider sub-division of equity shares from the Face Value of Rs. 10/- to Face Value of Rs. 1/- per equity shares subject to the approval of Shareholders

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 provision of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consent, permission, and sanction as may be necessary from the appropriate authorities or bodies, the consent of the Members of the Company be and is hereby accorded for the sub-division of each of the Equity Share of the Company having a face value of Rs. 10/- each in the Authorized Equity Share Capital of the Company sub-divided into 10 (Ten) Equity Shares having a face value of Rs. 1/- each (“Sub-division”).

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Company shall stand sub-divided into equity shares of face value of Rs. 1/- (Rupees One only) each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of Rs. 10/- each of the company and shall be entitled to participate in full dividend to be declared after subdivided Equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the subdivided equity shares of nominal value of Rs. 1/- (Rupee one only) each shall be credited to the respective beneficiary account of the members with

their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHTER THAT the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution."

ITEM NO. 2

To Consider Alteration of Capital Clause of Memorandum of Association of Company

To Consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 13 read with 61 and all other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and are hereby substituted as follows:

'The Authorized Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- (Rupee Ten Only) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company and to vary, modify or abrogate in such manner as may for the time being be provided by the regulation of the Company.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee of board thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

ITEM NO. 3

To consider reclassification of Authorized Share Capital

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorized capital of company as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby altered from the existing 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 **TO** Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of

58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each by:

1. Split of One Equity Shares of Face Value Rs. 10/- each to Ten Equity Shares of Rs. 1/- each.
2. Reclassification of existing 2,80,00,000 (Two Crore Eighty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each into 28,00,00,000 (Twenty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting existing Clause V thereof by the new clause V is as under:

‘V. The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- (Rupee Ten Only) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act 1956/2013 and the regulations of the Company and to vary, modify or abrogate in such manner as may for the time being be provided by the regulation of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

ITEM NO. 4

Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement (‘QIP’) to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 500 Crore

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

“RESOLVED THAT pursuant to provisions of Sections 23, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “the Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consent and sanctions, and subject to the provisions of the Company’s Memorandum and Articles of Association, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee(s) of the Board of Directors for Operations’ (hereinafter referred to as the ‘Committee’) thereof constituted or to be constituted by the Board from time to time, to exercise its power conferred by this resolution) to create, offer, issue and allot such number of Equity Shares having face value of Rs. 1/- (Rupees One Only) each, fully convertible Debentures /partly convertible Debentures, Nonconvertible

Debentures, secured/unsecured redeemable Debentures, Warrants with right exercisable by the warrant holder to exchange or convert such warrants with Equity Shares of the Company at a later date simultaneously with issue of Non-convertible debentures and/or any other permitted fully or partly convertible securities and/or Preference Shares and/or any other financial instruments convertible into Equity Shares, securities linked to Equity Shares and/or securities or any combination of securities ("Securities"), at a later date, in one or more series/tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, aggregating up to Rs. 500 Crore (Five Hundred Crore Only), by way of a public and/ or private offerings and/or qualified institutions placement (QIP) or any combination thereof, through issue of prospectus and/or placement document or other permissible / requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and the Act, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations:

- (i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company;
- (ii) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares;
- (iii) no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable.
- (v) The minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the

purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a. In the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- b. In the event of merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental body, authority or regulatory institution, the Board be and is hereby authorised to finalise the structure of the proposed Securities and all the terms and conditions in respect thereof and further, the Board, in its absolute discretion, be and is hereby authorised to dispose of such Securities that are not subscribed in such manner as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriter(s), depositories, custodian(s), registrar(s), banker(s), lawyer(s), advisor(s) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any certifications, declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as applicable (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as

well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorised on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any Committee of Directors or Mr. Amit Dangi, Director of the Company or any other Officer of the Company, in order to give effect to the above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For Authum Investment & Infrastructure Limited

Sd/-
Hitesh Vora
Company Secretary and Compliance Officer
Mem No. A40193

Date: 27th May, 2021
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 process in accordance with Law, in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 21st May, 2021 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt Ltd. by clicking the link: www.mdpl.in. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to mdpldc@yahoo.com.
6. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700 001, by following due procedure.
7. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt Ltd to enable servicing of notices / documents / Annual Reports electronically to their email address.
8. 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 or before **1st July, 2021** at the Registered Office of the Company.
9. 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.

10. 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, to its Members to enable them to cast their votes electronically.
11. During the voting period, members can login to CDSL's e-voting platform any number of times till they have voted on the resolution. Once the vote on the resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. In case of e-voting on the website: www.evotingindia.com, voting will commence on and from **9.00 A.M. on Tuesday, 1st June, 2021** and end **at 5.00 P.M. on Wednesday, 30th June, 2021**. 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.
13. 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. **Wednesday, 30th June, 2021**.
14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Hitesh Vora, 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 authuminvest@gmail.com.
15. Please see the instructions for voting by postal ballot (by e-voting) which have been printed herein.
16. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. The Notice is also placed on the website of the Company: <http://www.authum.com/> and website of CDSL www.evotingindia.co.in.

INSTRUCTIONS FOR VOTING:

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 Tuesday, 1st June, 2021** and end at **5.00 P.M. on Wednesday, 30th June, 2021**. 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 **21st May, 2021** 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.
- iii. Click on "Shareholders / Members".
- iv. Enter your 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 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:

For Members holding shares in demat and physical forms	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	- 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. - 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)

- 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 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.
- 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542).

General

- a) 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. **21st May, 2021**
- c) Voting period commences on and from **9.00 A.M. on Tuesday, 1st June, 2021** and end at **5.00 P.M. on Wednesday, 30th June, 2021**.
- 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 from the date of announcement of the Results.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bseindia.com and on the website of CDSL e-voting www.evotingindia.com immediately after the result is declared.
- f) The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, will be announced on or before 1st July, 2021, 5:00 p.m. at Registered office of the Company and the same will be displayed on the website of the Company i.e. www.authum.com, Stock Exchange and on the website of CDSL i.e. www.evotingindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2:

As the members are aware, the equity shares of your company are listed on the BSE Ltd. and Calcutta Stock Exchange and are also regularly traded on the said Exchanges. With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on May 27, 2021 recommended sub-division of the nominal value of Authorized Capital, of the company from 3,00,00,000 (Three Crore) equity share of Rs. 10/- [Rupees Ten] each into 58,00,00,000 (Fifty Eight Crores) equity shares of Rs. 1/- (Rupees One only) each.

The aforesaid sub-division of equity shares of Rs. 10/- each into equity shares of Rs. 1/- (Rupees One only) each would require amendment to existing Capital Clause V of the Memorandum of Association.

After approval of the resolutions set out at Item Nos. 1 and 2, the Board of Directors or Committee thereof will be fixed the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association.

The Board recommends the Resolutions at item No. 1 and 2 of this Notice for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No. 3:

The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- (Rupee Ten Only) each.

The resolution set out in Item No. 3 seeks to alter the capital clause of Memorandum of Association in order to re-classify the existing Authorised Share Capital of 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 **TO** Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) consisting of 58,00,00,000 (Fifty Eight Crores) Equity Shares of Rs. 1/- (Rupees One only) each and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.

The Directors accordingly recommend the resolution at set out in Item No. 3 for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company between 11:00 a.m. and 5:30 p.m. on all working days up to the date of the Extraordinary General Meeting

Item No. 4:

The consent of the Members is being sought pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “the Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant.

The Company may require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company, to sustain growth in the business, for business expansion and to improve the financial leveraging strength of the Company, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, to meet the current operational expenses, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time to meet corporate exigencies.

Therefore, the Company seeks an enabling approval of the Members to access the capital market, through a public issue or on a private placement basis to create, offer, issue and allot equity shares or other securities convertible into Equity Shares of the Company or any combination thereof in one or more tranches up to an aggregate amount of Rs. 500 crore.

The price at which the Securities will be issued, will be determined by the Board of the Company in accordance with the applicable law and consultation with the appropriate advisors.

The detailed terms and conditions for the offer of above securities will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors and will be in accordance with the terms approved by the Members in the proposed resolution.

In case of a Qualified Institutional Placement (QIP), the price at which the Securities shall be allotted to qualified institutional buyers will not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations). The relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and the Equity Shares shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The Board may, at its absolute

discretion, decide the pricing for the equity shares to be issued upon exercise of the warrants in the QIP, subject to the SEBI ICDR Regulations.

The Company may also raise funds through issuance of debt Securities. As per the provisions of the Companies Act, 2013, the Companies are not required to seek shareholders' approval for issuance of debt Securities in case the issue is within the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.

None of the promoters and the key managerial personnel of the Company will subscribe to the offer, if made under Chapter VI of the SEBI ICDR Regulations.

The proceeds of the proposed issue shall be utilised for any of the aforesaid purposes to the extent permitted by applicable provisions of law.

The Equity shares, which would be allotted, shall rank in all respects pari passu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

This resolution will enable the Board of the Company to raise monies, as and when required during the period of one year commencing from date of passing of the resolution as proposed above.

The above proposal is in the interest of the Company, and the Board of the Company thus recommends the resolution at Item No. 4 for approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For Authum Investment & Infrastructure Limited

Sd/-
Hitesh Vora
Company Secretary and Compliance Officer
Mem No. A40193

Date: 27th May, 2021
Place: Mumbai

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