



AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

CIN: L51109MH1982PLC319008

Registered Address: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021
Corporate Office: 11th Floor, The Ruby, North-West Wing, Senapati Bapat Road, Dadar West, Mumbai - 400028

Email: secretarial@authum.com, Website: www.authum.com, Ph. No.: (022) 6747 2117

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Sunday, October 19, 2025 at 9:00 AM (IST)	Monday, November 17, 2025 at 05:00 PM (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), read with the General Circular No. 14/2020 dated April 8, 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, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024, Circular No. 03/2025 dated September 22, 2025 and any other circulars as issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the members of **Authum Investment & Infrastructure Limited** ("Authum" or "the Company") by means of Postal Ballot, only by way of remote e-voting process.

Pursuant to Section 110 read with Sections 102 and 108 of the Act and other applicable provisions of the Act, an Explanatory Statement pertaining to the said Special Resolution(s) setting out the material facts and the reasons / rationale thereof are annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Mayank Arora, Practicing Company Secretary (Membership No. F10378 and COP No. 13609) partner of M/s. Mayank Arora & Co., as the Scrutinizer of remote E-voting process for conducting the Postal Ballot in a fair and transparent manner.

In compliance with the MCA Circulars, this Notice is being sent by e-mail to only those Members, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by Depositories as on **Friday, October 10, 2025 ("cut-off date")**. In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Notice for receiving the copy of Notice, login ID and password for E-voting on the proposed Resolutions.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to remote e-voting ("e-voting") i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head 'Instructions for e-voting'. The communication of Assent or Dissent of the Members would only take place through remote E-voting facility.

Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process. **The e-voting period will commence at 9:00 A.M. (IST) on Sunday, October 19, 2025 and will end at 5:00 P.M. (IST) on Monday, November 17, 2025.** The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to its members. Members are requested to cast their votes through the remote E-voting process within the remote E-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than **5:00 P.M. (IST) on Monday, November 17, 2025.** E-voting will be blocked immediately thereafter by CDSL and no e-voting will be allowed beyond the said date and time.

The results of the Postal Ballot/ e-voting will be declared along with the Scrutinizer's Report on or before **Wednesday, November 19, 2025** and shall be placed on the website of the Company at www.authum.com; on the e-voting website of CDSL at www.evotingindia.com and shall also be simultaneously communicated to BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange Limited ("NSE") at www.nseindia.com where the equity shares of the Company are listed.

The Scrutinizer will submit their report to the Chairman of the Board and / or the Company Secretary of the Company, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity Shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote E voting process i.e. on or before Wednesday, November 19, 2025. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website at www.authum.com and on the website of CDSL <https://www.evotingindia.com/>

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for e-voting i.e. **Monday, November 17, 2025.**

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations is also attached.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Mr. Rajeev RA (DIN: 03125952) as an Independent Director of the Company

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 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Rajeev RA (DIN: 03125952) who was appointed as an Additional (Non-Executive, Independent Director) of the Company by the Board w.e.f. October 07, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years with effect from October 07, 2025 till October 06, 2030.

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorized to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.

RESOLVED FURTHER THAT any one of Directors of the Company or Key Managerial Personnels, be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or incidental to give effect to the above resolution.”

ITEM NO. 2

Approval of Material Related Party Transaction with Mentor Capital Limited

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 Regulation 2 (1)(zc), 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and including any modifications, variations or re-enactments thereof for the time being in force and as amended from time to time and subject to such other approval(s), consent(s) and /or permission(s) as may be required in this behalf, read with Company’s Policy on dealing with Related Party Transactions and based on the recommendation/approval of the Audit Committee, 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 Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) proposed to be entered into (whether by way of individual transaction or transactions taken together or series of transactions or otherwise), (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis as more specifically detailed in item no. 2 of the explanatory statement annexed to this notice between the Company and Mentor Capital Limited being related party of the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations, for Issuance of up to 2,45,00,000 (Two Crores Forty Five Lakh) Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”) of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 1000/- (Rupees One Thousand Only) including premium of Rs. 990/- (Rupees Nine Hundred and Ninety Only), in one or more tranches, aggregating up to Rs. 2450 Crores (Rupees Two Thousand Four Hundred and Fifty Crores) 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 of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3

Issuance of Non-Cumulative Non-Convertible 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, in or more tranches for cash, up to 2,45,00,000 (Two Crores Forty Five Lakhs) Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”) of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 1000/- (Rupees One Thousand Only) including premium of Rs. 990/- (Rupees Nine Hundred and Ninety Only), for an aggregate amount not exceeding to Rs. 2450 Crores (Rupees Two Thousand Four Hundred and Fifty Crores) on private placement basis to its promoter company as mentioned below on such terms and conditions as set out under this resolution and in the explanatory statement:

Sr. No.	Name of Proposed Allotee(s)	Consideration Amount Not Exceeding (Rs. In crores)	Category
1	Mentor Capital Limited	Up to Rs. 2450	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 Non-Cumulative Non-Convertible Redeemable Preference Shares (hereinafter referred to as ‘NCRPS’) of face value of Rs. 10/- (Rupees Ten Only) each are, as under:

- (a) NCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (b) NCRPS shall be non-participating in the surplus funds;
- (c) NCRPS 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 NCRPS shall be paid dividend at the rate of 0.01% p.a. on a non-cumulative basis;
- (e) NCRPS shall not be convertible into equity shares;

- (f) NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (g) NCRPS shall be redeemed at premium to provide IRR of 6.5% on the issue price on completion of its 15 years from the date of allotment ('NCRPS Tenure') or early redemption period as provided below whichever is earlier.

Notwithstanding the foregoing, the Company will have the option to redeem the NCRPS after expiry of one year from the date of allotment during the NCRPS Tenure; and

- (h) NCRPS shall not be listed.

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 for the purpose of giving effect to the above, the Board, be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient for issue, allotment and redemption of NCRPS, including but not limited to appointment of any institutions/ banks, consultants, valuers, legal advisors or any other body or person, to issue and/ or allot NCRPS, to execute and sign any agreements, application, undertakings and such other documents as may be required in this regard, to file such application, forms, returns and other requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to authorize any Director(s) or officer(s) / executive(s) of the Company to exercise all or any of the powers conferred under this resolution and to resolve and settle all questions and difficulties that may arise in connection with issue, allotment and redemption of NCRPS, utilization of the issue proceeds, without being required to seek any further consent or approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board

For Authum Investment & Infrastructure Limited

Sd/-

Dipyanti Jaiswar

Company Secretary and Compliance Officer

Mem No. A41024

Date: October 16, 2025

Place: Mumbai

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

NOTES

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act, Secretarial Standard - 2 and SEBI Listing Regulations wherever applicable, setting out the material facts and reasons, in respect of Item Nos. 1 to 3 of this Notice of Postal Ballot, is annexed herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, October 10, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.authum.com) duly filled and signed along with requisite supporting documents to RTA at Maheshwari Datamatics Private Limited ("Maheshwari"), 5th Floor, 23, RN Mukherjee Rd, Esplanade, Lal Bazar, Kolkata, West Bengal – 700 001.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this Notice of Postal Ballot ('Notice'). The Company has engaged the services of CDSL to provide e-voting facility to its Members.
5. In conformity with the regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, October 10, 2025 ("Cut-off Date"), and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Notice will also be available on the Company's website at www.authum.com and on the website of CDSL at www.evotingindia.com.
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cut-off Date i.e. Friday, October 10, 2025. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Monday, November 17, 2025.
7. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Sunday, October 19, 2025 and will end at 5:00 P.M. (IST) on Monday, November 17, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, October 10, 2025, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

8. The Company hereby requests all its members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email. To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has made special arrangements with Maheshwari for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members are required to provide their e-mail address to Maheshwari at mdpldc@yahoo.com, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
9. The Board of Directors have appointed Mr. Mayank Arora (Membership No F10378 and COP No. 13609) partner of M/s. Mayank Arora & Co., Practicing Company Secretary as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
10. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to secretarial@authum.com.
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified for the e-voting, Monday, November 17, 2025, in terms of Secretarial Standard 2 on General Meeting i.e. ("SS-2") issued by the Institute of Company Secretaries of India. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

INSTRUCTIONS FOR VOTING:

- (i) The voting period begins **at 9.00 a.m. on Sunday, October 19, 2025 and will end at 5:00 P.M. (IST) on Monday, November 17, 2025.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, October 10, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1 :ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote

	during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will

	be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 dd/mm/yyyy format) as recorded in your demat account or in the company records in order 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Authum Investment & Infrastructure Limited to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@authum.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to mdpldc@yahoo.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

General Guidelines for shareholders:

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "E-voting " tab in their login.
- b) The Company has appointed Mr. Mayank Arora (FCS 10378 & CP 13609) of M/s. Mayank Arora and Co., Company Secretaries, to act as the Scrutinizer for conducting the remote e-Voting and the voting process at the AGM in a fair and transparent manner.
- c) The Members whose names appear in the Register of Members / list of Beneficial Owners as on Friday, October 10, 2025 ('cut-off date') are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.
- d) On submission of the report by the Scrutinizer, the result of voting at the meeting and remote e-Voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.authum.com> and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board, based on the recommendations of the Nomination & Remuneration Committee ("NRC"), vide circular resolution passed on October 07, 2025 had appointed Mr. Rajeev RA (DIN: 03125952) as an Additional Director of the Company (in the capacity of Independent Director) for a period of 5 years commencing from October 07, 2025 till October 06, 2030, not liable to retire by rotation subject to approval of the Shareholders by way of special resolution. Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Rajeev RA holds office only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Rajeev RA with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- All the declarations as per RBI Regulations and Master Directions issued thereunder.

The Nomination & Remuneration Committee (NRC) has been fully satisfied with the desired attributes for the selection of Mr. Rajeev RA as the Independent Director(s) such as experience, expertise and independence etc. and based on those attributes his candidature was recommended. In the opinion of the Board, Mr. Rajeev RA fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of Management. The Board noted that Mr. Rajeev RA's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Thus after considering and considering the qualifications, positive attributes, experience, expertise and independence of Mr. Rajeev RA, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, for a term of five (5) consecutive years with effect from October 07, 2025 till October 06, 2030, in terms of the provisions of the Act.

Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

Mr. Rajeev RA's brief profile is given below:

Mr. Rajeev RA has served the Government of India for 34 years as an IAS officer (Indian Administrative Service), Maharashtra cadre, since 1987. In his career spanning of over 34 years, he has interalia served for twelve years in urban development, four years in environment and four years in finance in addition to other sector at State as well as Central government levels. He has also worked as Principal Secretary in Finance department of Government of Maharashtra dealing with State Budget and expenditure management, Joint Secretary (Finance) in Department of Atomic Energy, Government of India. Long Tenures of service in urban development sector as Joint Municipal Commissioner and Additional Municipal Commissioner in Mumbai and Municipal Commissioner of Thane City as well as Metropolitan Commissioner in Mumbai are high points in his career. Along side this, he has experience in finance and environmental areas that helped him in handling urban issues more effectively and efficiently. In his last posting as head of Mumbai Metropolitan Development Authority, he handled mega infrastructure projects costing USD 21.42 billion, which included 340 kms of Metro and the longest sea bridge of India, Mumbai Trans Harbour Link in Mumbai metropolitan region. He raised financial resourced aggregating to USD 4285 million from agencies like ADB, JICA, KFW, AIIB and NDB. In MMRDA, he was able to create a new organization, namely, Maha Mumbai Metro Operation Corporation Limited, for operation and maintenance of the Metro services, which are being constructed now.

In line with the Company's remuneration policy for Independent Directors, Mr. Rajeev RA will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbursement of expenses for participation in the Board/Committee meetings.

In the opinion of the Board, Mr. Rajeev RA fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Rajeev RA as an Independent Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Mr. Rajeev RA, the Shareholders are requested to approve the appointment of Mr. Rajeev RA as an Independent Directors for a term of five (5) consecutive years with effect from October 07, 2025.

Board Recommendation: Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Disclosure of Interest: Except Mr. Rajeev RA, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in item no. 1 of the said Resolution in the accompanying Notice.

Item No. 2:

Mentor Capital Limited is Promoter of M/s. Authum Investment & Infrastructure Limited (AAIL) and is a registered Non-Banking Financial Company (NBFC) classified as a Core Investment Company (CIC) by the Reserve Bank of India (RBI). As a CIC, the Company primarily engages in the acquisition of shares and securities of its group companies, holding not less than 90% of its net assets in the form of equity shares, preference shares, bonds, debentures, debt, or loans in group companies. Thus, as Mentor is a CIC, it grants loans and invests in its group companies. On the other hand, Authum being a non-deposit taking Non - Banking Financial Company (NBFC) is engaged in the business of investing and lending. Hence as funds are required for carrying out its business functions the board of Directors of the Company has intended to raise money from its Group Company – Mentor Capital Limited through issuance of unlisted Non-Convertible Non-Cumulative Redeemable Preference Shares ('NCRPS').

In the proposed transaction, Mentor will be infusing funds aggregating to INR. 2450 crores (Rupees Two Thousand Four Hundred and Fifty Crores) in Authum by subscribing to its unlisted Non-Convertible Non-Cumulative Redeemable Preference Shares ('NCRPS'), and the transaction will attract provisions of related party and thus in compliance with Section 188 of the Companies Act, 2013 and Reg. 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prior approval from Shareholders is proposed.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceeds the lower of (i) 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, thus as the value of the proposed transaction exceeds the threshold provided under Reg. 23 of the SEBI (LODR) Reg. 2015, prior approval from shareholders in the form of ordinary resolution is being proposed.

Rationale for proposed transaction:

- Infusion will act as a growth catalyst for Authum, providing additional liquidity to pursue expansion of core business activities including investments and strengthening of credit & ARC platform for Authum.
- The deployment of such long-term, low-cost capital will enhance competitiveness, improve profitability metrics, and enable Authum to respond swiftly to high-value investment opportunities in the current market landscape.
- Proposed funding is aimed at reinforcing the growth of Authum.
- Transaction underscores the promoter group's continued commitment to the long-term success and growth of Authum.

The members are hereby informed that at the 43rd Annual General Meeting of the Company, approval for intercompany loans (accepting and lending) was approved however as the proposed transaction is for issuance of Non-Convertible Non-Cumulative Redeemable Preference Shares ("NCRPS") exceeding the limits for material related party transactions under Reg. 23 (1) of the SEBI (LODR) Reg. 2015 prior approval from shareholders is required.

The proposed related party transaction is at arm's length and in the ordinary course of business. All related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of the independent directors and the proposed related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the proposed related party transaction is at arm's length and in the

ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

The proposed related party transaction as set out in this Notice is also approved by the audit committee (consisting of majority of independent directors) / board of directors, as the case may be.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the Securities and Exchange Board of India (SEBI) titled “Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are set forth below:

A(1) Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mentor Capital Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non- Banking Financial Company registered a Core Investment Company (CIC) with RBI

A(2) & A(3) Relationship and ownership of the related party & Details of Previous Transactions with the Related Party

S. No.	Particulars of the information	Information provided by the management														
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the related party Mentor Capital Limited Relationship Promoter Company														
2.	Nature of transaction with related party in FY 2023-24 and amount	During FY 2023-24 Company has entered into the following transactions: <table><tr><th>Particulars</th><th>Amount (in Crores)</th></tr><tr><td>Redemption of Preference Shares</td><td>94.43</td></tr><tr><td>Loan Given (Loans & Advances)</td><td>105.08</td></tr><tr><td>Loan Taken (Borrowings)</td><td>394.90</td></tr><tr><td>Interest Income</td><td>0.95</td></tr><tr><td>Interest Expense</td><td>12.61</td></tr><tr><td>Rent Expense</td><td>0.10</td></tr></table>	Particulars	Amount (in Crores)	Redemption of Preference Shares	94.43	Loan Given (Loans & Advances)	105.08	Loan Taken (Borrowings)	394.90	Interest Income	0.95	Interest Expense	12.61	Rent Expense	0.10
Particulars	Amount (in Crores)															
Redemption of Preference Shares	94.43															
Loan Given (Loans & Advances)	105.08															
Loan Taken (Borrowings)	394.90															
Interest Income	0.95															
Interest Expense	12.61															
Rent Expense	0.10															

3.	Nature of transaction with related party in FY 2024-25 and amount	During FY 2024-25 Company has entered into the following transactions:	
		Particulars	Amount (in Crores)
		Redemption of Preference Shares	90.55
		Loan Given (Loans & Advances)	210.11
		Loan Taken (Borrowings)	369.62
		Interest Income	2.90
		Interest Expense	1.19
		Rent Expense	0.11
4.	Nature of transaction with related party till September,2025	Till September 2025 Company has entered into the following transactions:	
		Particulars	Amount (in Crores)
		Loan Taken (Borrowings)	1619.39
		Interest Expense	15.92
		Rent Expense	0.11
5.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil.	

A(4) Amount of Proposed Transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions	Up to Rs. 2450 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The estimated transaction value at point no 1 above for FY 2025-26 represents: Approximately 53.51% of the annual consolidated turnover of the Company for FY2024-25;

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	10,061.60%	
6.	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2024-2025 (INR)
		Turnover	24.35
		Profit After Tax	(4.08)
		Net worth	2786.60

A (5) Basic Details of Proposed Transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction Details of each type of the proposed transaction and Tenure of the proposed transaction	Proposed Transaction: Subscription to Unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares to be issued by Authum Investment & Infrastructure Limited to Mentor Capital Limited. The NCRPS will be issued for a tenure of 15 years at coupon rate of 0.01% p.a. The Transaction will be one time or in tranches to be completed on or before March 31, 2026.
2.	Whether omnibus approval is being sought?	Yes
3.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Transaction will be one time or in tranches to be completed on or before March 31, 2026.
4.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Infusion of money by Mentor will act as a growth catalyst for Authum, providing additional liquidity to pursue expansion of core business activities including investments and strengthening of credit & ARC platform for Authum. The deployment of such long-term, low-cost capital will enhance competitiveness, improve

		profitability metrics, and enable Authum to respond swiftly to high-value investment opportunities in the current market landscape. Proposed funding is aimed at reinforcing the growth of Authum. Transaction underscores the promoter group's continued commitment to the long-term success and growth of Authum
5.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Divy Dangi and Mr. Amit Dangi are deemed to be interested in the transaction
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Divy Dangi and Mr. Amit Dangi has no direct shareholding in the Company. However, Mr. Divy Dangi being son of Mrs. Alpana Dangi is member of promoter group.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Valuation Report for Pricing of NCRPS issued by Mr. Bhavesh M. Rathod, an Independent Registered Valuer – Securities and Financial Assets, having Registration No. IBBI/RV/06/2019/10708 was placed before the members of Audit Committee at its meeting held on October 16, 2025.
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.

B3 Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S.no	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies</i>	NA as the related party and the Company both are NBFC's registered with RBI under Section 45 -(IA) of the Reserve Bank of India Act, 1934
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NA as the related party and the Company both are NBFC's registered with RBI under Section 45 -(IA) of the Reserve Bank of India Act, 1934

3.	Purpose for which funds shall be utilized by the investee company.	The Investee Company will utilize the funds raised for its general business operations being a non-deposit taking NBFC.
4.	Material terms of the proposed transaction	Please refer Resolution no. 3 for the terms of issue of unlisted Non-Cumulative Non-Convertible Redeemable Preference Shares

C2 Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S.no	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note:</i> a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> b. <i>This shall be applicable in case of investment in debt securities</i>	Since this transaction is not related to debt securities, credit rating is not applicable.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No.

D Confirmation from the Company

S.no	Particulars of the information	Information provided by the management
1.	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Whole Time Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards
2.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT proposed was approved by the Audit Committee and the Board of Directors at their meeting held on October 16, 2025.
3.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	www.authum.com
4.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 2 whether the entity is a related party to the particular transaction or not.

Board Recommendation: Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in item no. 2 of the accompanying Notice to the shareholders for approval through ordinary resolution.

Disclosure of Interest: Mrs. Alpana Dangi & Mr. Divy Dangi being members of promoter and promoter group and Mr. Amit Dangi being Whole Time Director are deemed to be interested in Item no. 2. Other than above, none of the other Directors or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in item no. 2

Item No. 3:

The Board of Directors of the Company, at its meeting held on October 16, 2025, approved the issue of up to 2,45,00,000 (Two Crores Forty-Five Lakhs) Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 1000/- (Rupees One Thousand Only) including premium of Rs. 990/- (Rupees Nine Hundred and Ninety Only), for an aggregate amount not exceeding Rs. 2450 Crores (Rupees Two Thousand Four Hundred and Fifty Crores) on private placement basis to its promoter Company i.e. Mentor Capital Limited.

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.

Accordingly approval of the Members is sought 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 Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") for an amount not exceeding to Rs. 2450 crores (Rupees Two Thousand Four Hundred and Fifty Crores) to the promoter namely Mentor Capital Limited, on the terms and conditions set out hereunder.

Further, the approval of the members by way of a resolution is also 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. 2 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, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 the material facts relating to the aforesaid issue of Non-Cumulative Non-Convertible 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 2,45,00,000 Non-Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 1000/- (Rupees One Thousand Only) including premium of Rs. 990/- (Rupees Nine Hundred and Ninety Only), in one or more tranches, aggregating up to Rs. 2450 Crores (Rupees Two Thousand Four Hundred and Fifty Crores)
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 Non-Cumulative Non-Convertible Redeemable Preference Shares on private placement basis for general corporate purposes.
4.	The manner of issue of shares	NCRPS will be offered and issued on a private placement 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	Up to 2,45,00,000 Non-Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 1000/- (Rupees One Thousand Only) including premium of Rs. 990/- (Rupees Nine Hundred and Ninety Only), in one or more tranches, aggregating up to Rs. 2450 crores (Rupees Two Thousand Four Hundred and Fifty Crores).
6.	Relevant date with reference to which the price has been arrived at.	Not Applicable for issue being a private placement.
7.	The class or classes of persons to whom the allotment is proposed to be made.	Promoter Company – Mentor Capital Limited
8.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Other than Promoter Company – Mentor Capital Limited no other promoters, directors or key managerial personnel intends to subscribe to the offer.
9.	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.
10.	The terms of the issue, including terms and rate of dividend on each share etc.	The rate of dividend on the NCRPS is 0.01% per annum. All terms and conditions of NCRPS are stated in row nos. 1 to 11 herein.
11.	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	NCRPS shall be redeemed at premium to provide IRR of 6.5% on the issue price on completion of its 15 years from the date of allotment ('NCRPS Tenure') or early redemption period as provided below whichever is earlier. Notwithstanding the foregoing, the Company will have the option to redeem the NCRPS after expiry of one year from the date of allotment during the NCRPS Tenure.

12.	The manner and modes of redemption and proposed time within which the allotment shall be completed	As may be determined by the Board subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder.
13.	The change in control, if any, in the company that would occur consequent to the preferential offer/private placement.	Not Applicable
14.	The current shareholding pattern of the Company	Kindly refer point no. 24 below
15.	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the proposed NCRPS are non-convertible
16.	The number of persons to whom allotment on preferential basis/private placement have already been made during the year, in terms of number of securities as well as price	None
17.	Kinds of securities offered and the price at which security is being offered	Kindly refer to the row nos. 1, 2 and 5 above
18.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable
19.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	An independent valuation report has been used to arrive at the price.
20.	Name and address of valuer who performed valuation	Name: Mr. Bhavesh M. Rathod, an Independent Registered Valuer – Securities and Financial Assets, having Registration No. IBBI/RV/06/2019/10708. Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066.
21.	Amount which the company intends to raise by way of such securities	Not exceeding Rs. 2,450 crore
22.	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 furtherance of objects; principle terms of assets charged as securities	Kindly refer to row nos. 1-21 above for particulars and terms of the Issue. NCRPS will be offered and issued to Mentor Capital Limited (being a promoter of the Company) on a private placement basis.
23.	Particulars of the offer including date of passing of board resolution	Kindly refer row nos. 1-22 above for particulars of the Issue. The date of passing of board resolution for the Issue is October 16, 2025.

24. The current shareholding pattern of the company as on October 10, 2025, is as follows:
As at October 10, 2025, Paid Up Equity Share Capital is as under:

Sr. No.	Category	No. of Equity Shares	%
A	Promoter's Holding (including persons acting in concert)	11,68,38,687	68.79
B	Non-Promoters Holding	5,30,06,413	31.21
a.	Institution		
1.	Alternative investments Funds	887	0.00
2.	FII	2,39,62,021	14.11
3.	Mutual Funds/UTI	3,72,985	0.22
4.	Banks/ FIs/ Insurance Companies	37,555	0.02
b.	Non-Institution / Others		
1.	Indian Public	98,37,014	5.79
2.	Private Corporate bodies	1,83,84,967	10.82
3.	NRIs/OCBs	48,135	0.03
4.	IEPF	1,75,500	0.10
5.	Clearing Member	1,69,351	0.10
6.	Trusts	17,998	0.01
	Total (A+B)	16,98,45,100	100

The pre and post shareholding pattern of the Company will remain same as there is no issue being made to Equity Shareholders.

25. The names of the proposed allottees and the percentage of post private placement Preference Share 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	52,28,000	100	2,97,28,000	100

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

Board Recommendation: The Board of Directors believe that the proposed private placement of NCRPS is in the best interest of the Company and its members and thus recommends the resolution set forth at item no. 3 of this Notice to the shareholders for approval through special resolution.

Disclosure of Interest: Mrs. Alpana Dangi & Mr. Divy Dangi being members of promoter and promoter group and Mr. Amit Dangi being Whole Time Director are deemed to be interested in Item no. 3. Other than above, none of the other Directors or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in item no. 3

By Order of the Board

For Authum Investment & Infrastructure Limited

Sd/-

Dipyanti Jaiswar

Company Secretary and Compliance Officer

Mem No. A41024

Date: October 16, 2025

Place: Mumbai

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

Annexure - I

Details of Director seeking appointment:

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment

Name and Din	Mr. Rajeev RA (DIN: 03125952)
Date of Birth	01-03-1961
Age	64 years
Reason for Appointment/ Change	Appointment
Date of first appointment on the Board	October 07, 2025
Qualification	• Bachelor of Arts: Mathematics, English Literature, Political Science, Allahabad University • Master of Arts in Political Science, Allahabad University • Master of Arts in Public Administration, Maxwell School, Syracuse University, NYC, USA
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rajeev RA has served the Government of India for 34 years as an IAS officer (Indian Administrative Service), Maharashtra cadre, since 1987. In his career spanning of over 34 years, he has interalia served for twelve years in urban development, four years in environment and four years in finance in addition to other sector at State as well as Central government levels. He has also worked as Principal Secretary in Finance department of Government of Maharashtra dealing with State Budget and expenditure management, Joint Secretary (Finance) in Department of Atomic Energy, Government of India. Long Tenures of service in urban development sector as Joint Municipal Commissioner and Additional Municipal Commissioner in Mumbai and Municipal Commissioner of Thane City as well as Metropolitan Commissioner in Mumbai are high points in his career. Along side this, he has experience in finance and environmental areas that helped him in handling urban issues more effectively and efficiently. In his last posting as head of Mumbai Metropolitan Development Authority, he handled mega infrastructure projects costing USD 21.42 billion, which included 340 kms of Metro and the longest sea bridge of India, Mumbai Trans Harbour Link in Mumbai metropolitan region. He raised financial resourced aggregating to USD 4285 million from agencies like ADB, JICA, KFW, AIIB and NDB. In MMRDA, he was able to create a new organization, namely, Maha Mumbai Metro Operation Corporation Limited, for operation and maintenance of the Metro services, which are being constructed now.

Skills, Capabilities & Expertise in specific functional areas and experience	Having experience in doing due diligence of mega infrastructure projects in various capacities in the government
Terms and conditions of Appointment	Refer to the Resolution and Explanatory Statement - Item No. 1.
Remuneration sought to be paid	Sitting fees
The remuneration last drawn FY 2024-25	Not Applicable
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Nil
Relationship with Directors, Managers & KMP	Nil
Directorships held in other companies (including Listed Companies)	1. Revolgo E-Bikes Private Limited 2. Urban World Consulting (OPC) Private Limited 3. Valor Estate Limited (formerly known as D B Realty Limited) 4. Advent Hotels International Limited
Memberships/ Chairmanships of committees of other companies (Statutory Committees)	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of meetings of the Board attended during the year i.e. FY 2025-26	Nil