

09/04/2021

To,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Murgighata, Dalhousie,  
Kolkata, West Bengal - 700 001.  
Scrip Code: 011262

Dear Sir/Madam,

**Sub: Submission of Corporate Governance Report for the Quarter and Financial Year ended 31<sup>st</sup> March, 2021**

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report for the quarter and financial year ended 31<sup>st</sup> March, 2021 is attached herewith for your reference and record.

Kindly acknowledge the receipt and do the needful.

Thanking You  
Yours faithfully

**For Authum Investment & Infrastructure Limited**



**Amit Dangi**  
**Whole Time Director & CFO**  
**DIN: 06527044**

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: -AUTHUM INVESTMENT & INFRASTRUCTURE LTD.
2. Quarter ending: 31/03/2021

<b>I Composition of Board of Directors</b>												
Title (Mr / Ms)	Name of the Director	PA N <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/No mince) &	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure * (In months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing
Mr.	Navin Kumar Jain	ACIPJ7109F00465888	Chairperson - Executive Director	21-03-2013	01-04-2018	-	-	09-07-1975	1	0	0	0
Mrs.	Alpana Sanjay Dangi	AFNPD2805C01506529	Non-Executive – Non-Independent Director	30-09-2019	-	-	-	29-10-1972	1	0	0	0
Mr.	Vimal Ajmera	AFXPA8313E07011895	Non-Executive - Independent Director	30-09-2019	-	-	18	06-07-1974	1	1	2	0
Mr.	Amit K Dangi	AYBPD9431B06527044	Executive Director	29-06-2020	-	-	-	30-01-1991	1	0	2	0
Mr.	Ashokan Achuthan	AACPA4879R08738877	Non-Executive - Independent Director	30-05-2020	-	-	10	05-04-1965	1	1	0	0

Mrs.	Bhaviika Jain	AOQPJ6550A 08738884	Non-Executive - Independent Director	30-05-2020	-	-	10	08-04-1990	1	1	0	0
Mr.	Sanjiv Swarup	ALFPS9863H 00132716	Non-Executive - Independent Director	21-10-2020	-	-	5	19-11-1958	2	2	4	3

YES	Whether Regular chairperson appointed
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NO	Whether Chairperson is related to managing director or CEO
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	<p>§ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period</p>
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## II Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	YES	1) Amit K Dangi 2) Vimal Ajmera 3) Sanjiv Swarup	1) Executive Director (Member) 2) Non-Executive - Independent Director (Member) 3) Non-Executive – Independent Director (Chairperson)	03-01-2020 03-01-2020 21-10-2020	- - -
2. Nomination & Remuneration Committee	YES	1) Alpana Sanjay Dangi 2) Vimal Ajmera 3) Sanjiv Swarup	1) Non-Executive – Non-Independent Director (Member) 2) Non-Executive - Independent Director (Member) 3) Non-Executive - Independent Director (Chairperson)	29-06-2020 03-01-2020 21-10-2020	- - -
3. Risk Management Committee (if applicable) §	YES	1) Amit K Dangi 2) Alpana Sanjay Dangi 3) Ashokan Achuthan	1) Executive Director - (Chairperson) 2) Non-Executive – Non-Independent Director (Member) 3) Non-Executive - Independent Director (Member)	12-11-2020 12-11-2020 12-11-2020	- - -
4. Stakeholders Relationship Committee'	YES	1) Amit K Dangi 2) Vimal Ajmera 3) Sanjiv Swarup	1) Executive Director (Member) 2) Non-Executive – Independent Director (Member) 3) Non-Executive - Independent Director (Chairperson)	03-01-2020 03-01-2020 21-10-2020	- - -
5. Corporate Social Responsibility Committee	YES	1) Amit K Dangi 2) Vimal Ajmera 3) Sanjiv Swarup	1) Executive Director (Member) 2) Non-Executive – Independent Director (Member) 3) Non-Executive - Independent Director (Chairperson)	03-01-2020 03-01-2020 21-10-2020	- - -
6. Investment Committee	YES	1) Amit K Dangi 2) Alpana Sanjay Dangi 3) Ashokan Achuthan	1) Executive Director - (Chairperson) 2) Non-Executive – Non-Independent Director (Member) 3) Non-Executive - Independent Director (Member)	12-11-2020 12-11-2020 12-11-2020	- - -

7. Rights Issue Committee \$\$	YES	1) Amit K Dangi	1) Executive Director (Member)	12-02-2021	-
		2) Sanjiv Swarup	2) Non-Executive – Independent Director - (Chairperson)	12-02-2021	-
		3) Ashokan Achuthan	3) Non-Executive - Independent Director (Member)	12-02-2021	-

\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\$ Risk Management Committee is not applicable to the Company. The Company has voluntarily formed Risk Management Committee in its Board Meeting held on 12<sup>th</sup> November, 2020.

SS The Company has formed Rights Issue Committee in its Board Meeting held on 12<sup>th</sup> February, 2021.

### III Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-11-2020	-	YES	5	3	-
23-11-2020	-	YES	4	3	10
-	12-02-2021	YES	5	3	80

\* to be filled in only for the current quarter meetings

### IV. Meeting of Committees

<i>Name of Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	-	YES	3	2	12-11-2020	-
Audit Committee	12-02-2021	YES	3	2	-	91
Stakeholders Relationship Committee'	-	YES	2	1	12-11-2020	-
Stakeholders Relationship Committee'	12-02-2021	YES	3	2	-	91
Nomination and Remuneration Committee	-	YES	3	2	12-11-2020	-
Nomination and Remuneration Committee	12-02-2021	YES	2	2	-	91
Investment Committee	-	YES	3	1	30-12-2020	-
Corporate Social Responsibility Committee	12-02-2021	YES	3	2	-	-
Rights Issue Committee	23-02-2021	YES	3	2	-	-
Rights Issue Committee	23-03-2021	YES	3	2	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI Affirmations**

Sr. No	Subject	Compliance Status
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure Requirements) Regulations, 2015	YES
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Audit Committee	YES
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Nomination & remuneration committee	YES
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Stakeholders relationship committee	YES
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Risk management committee (applicable to the top 500 listed entities)	N.A.
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here	YES

**For Authum Investment & Infrastructure Limited**

  
**Amit K Dangi**  
 Whole Time Director & Chief Financial Officer  
 DIN: 06527044



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a. Details of business	Yes	<a href="https://authum.com/index.html">https://authum.com/index.html</a>
b. Terms and conditions of appointment of independent directors	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
c. Composition of various committees of board of directors	Yes	<a href="https://authum.com/about.html">https://authum.com/about.html</a>
d. Code of conduct of board of directors and senior management personnel	Yes	<a href="https://authum.com/about.html">https://authum.com/about.html</a>
e. Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
f. Criteria of making payments to non-executive directors	NA	
g. Policy on dealing with related party transactions	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
h. Policy for determining 'material' subsidiaries	NA	
i. Details of familiarization programmes imparted to independent directors	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
j. email address for grievance Redressal and other relevant details	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
k. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
l. Financial results	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
m. Shareholding pattern	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
n. Details of agreements entered into with the media companies and/or their associates	NA	
o. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p. New name and the old name of the listed entity	Yes	<a href="https://authum.com/index.html">https://authum.com/index.html</a>
q. Advertisements as per regulation 47 (1)	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
r. Credit rating or revision in credit rating obtained by the entity for all its outstanding	NA	
s. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	

<b>As per other regulations of the LODR:</b>		
a. Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
b. Materiality Policy as per Regulation 30	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
c. Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="https://authum.com/financial-info.html">https://authum.com/financial-info.html</a>
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), 1(A), (5), (6), (7) &	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes

Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Directorship & Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

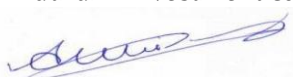
**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For **Authum Investment & Infrastructure Limited**



**Amit K Dangi**  
**Whole Time Director & Chief Financial Officer**  
**DIN: 06527044**

