

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Registered Office: 707, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021.

CIN: L51109MH1982PLC319008, **Website:** www.authum.com, **Email:** info@authum.com, **Tel.:** 022-67472117

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 23RD NOVEMBER, 2020

To consider and approve terms and conditions with respect to proposed Rights Issue of the Company

“RESOLVED THAT the Company shall issue upto 46,11,236 equity shares of face value of ₹ 10/- each at a price of ₹ 81 per equity share (including a share premium of ₹ 71 per equity share), on a rights basis to the existing equity shareholders of our company in the ratio of 02 (two) rights equity share for every 05 (five) fully paid up equity shares held by the existing equity shareholders on the record date which shall be decided in due course.

RESOLVED FURTHER THAT the Board shall be authorized to do the following, if necessary:

- i. to appoint and enter into arrangements with the lead manager(s) for the Rights Issue (the “Lead Manager(s)”), legal advisor(s), registrar, ad-agency, monitoring agency, banker(s) to the Rights Issue and all other intermediaries and advisors necessary for the Rights Issue, to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., in connection therewith;
- ii. to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / persons and to give them such directions or instructions as it may deem fit from time to time;
- iii. to approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchanges, if required;
- iv. to negotiate, finalise, settle and execute the issue agreement, registrar agreement, monitoring agency agreement, ad-agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
- v. to take necessary actions and steps for obtaining relevant approvals from the Stock Exchanges, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights issue;
- vi. to finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchanges and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of

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the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;

- vii. to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/or such other applicable authorities;
- viii. to decide in accordance with applicable law, the terms of the Rights Issue, including the nature of the Securities, the total number, issue price and other terms and conditions for issuance of the Securities to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required, in consultation with the Lead Manager(s);
- ix. to fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Securities, in consultation with the Stock Exchanges;
- x. to open bank accounts with any nationalised bank / private bank / scheduled bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Rights Issue;
- xi. to appoint the collecting bankers for the purpose of collection of application money for the Rights Issue at the mandatory collection centers at the various locations in India;
- xii. to decide on the marketing strategy of the Rights Issue and the costs involved;
- xiii. to decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by the Stock Exchanges or other authorities from time to time;
- xiv. to issue and allot Securities in consultation with the Lead Manager(s), the registrar, the designated Stock Exchange and the Stock Exchanges and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Securities issued in the Rights Issue;
- xv. to sign the listing applications, print share certificates, issue ASBA instructions and share certificates;
- xvi. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights issue (in favour of the parties willing to subscribe to the same);

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- xvii. to decide, at its discretion, the proportion in which the allotment of additional Securities shall be made in the Rights issue;
- xviii. to take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue;
- xix. to dispose of the unsubscribed portion of the Securities in such manner as it may think most beneficial to the Company, including offering or placing such Securities with promoter and / or promoter group / banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons as the Rights Issue Committee may in its absolute discretion deem fit;
- xx. to make necessary changes and to enter the names of the renounees, if they are not members of the Company in the register of members of the Company;
- xxi. to decide the mode and manner of allotment of the Securities if any not subscribed and left / remaining unsubscribed after allotment of the Securities and additional Securities applied by the Shareholders and renounees;
- xxii. to finalise the basis of allotment of the Securities in consultation with Lead Manager(s), registrar and the designated Stock Exchange and Stock Exchanges, if necessary, including to decide the treatment of fractional entitlement, if any, in relation to the Securities to be issued pursuant to the Rights Issue;
- xxiii. to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Securities as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Securities; and
- xxiv. to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Securities as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the Board of Directors of the Company may in its absolute discretion deem fit.

RESOLVED FURTHER THAT Mr. Amit Dangi, Whole Time Director and Chief Financial Officer of the Company and Mr. Hitesh Vora, Company Secretary of the Company be and are hereby severally authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with the Stock Exchanges, Reserve Bank of India and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to

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represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, without being required to seek any fresh approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution and to settle all questions, difficulties or doubts that may arise in regard to the Rights Issue and utilisation of the proceeds of the Rights Issue and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and Calcutta Stock Exchange Limited and that Mr. Amit Dangi, Whole Time Director and Chief Financial Officer of the Company and Mr. Hitesh Vora, Company Secretary of the Company be and are hereby severally authorised to sign necessary application forms and other documents/ papers and take such action as may be required in this regard.

RESOLVED FURTHER THAT every Shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s). Every Shareholder, including renounees shall be entitled to apply for additional Securities and the allotment of the additional Securities Shall be made in the proportion to be decided by the Board in consultation with Stock Exchanges.

RESOLVED FURTHER THAT treatment of fractional entitlements will be finalized and disclosed in the offering documents.”

//Certified True Copy//

For **Authum Investment & Infrastructure Limited**



Alpana Sanjay Dangi
Director
DIN: 01506529

