

AUTHUM
INVESTMENT & INFRASTRUCTURE
LIMITED

ANNUAL REPORT 2012-2013

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CORPORATE INFORMATION



COMPOSITION OF BOARD

Mr. Navin Kumar Jain	Director
Mr. Aditya Parakh	Director
Mr. Tapan Sodani	Director
Mr. Suresh Pukhraj Jain	Director

COMPANY SECRETARY

Mr. Bishal Agarwal

PRINCIPAL BANKER

The Axis Bank Ltd.

AUDITORS

Sanghai & Co.

Chartered Accountants,

“Centre Point”, 21, Hemanta Basu Sarani

2nd Floor, Suite No.201-202, Kolkata- 700 001

REGISTRAR & SHARE TRANSFER AGENTS

Maheswari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor, Kolkata- 700 001

Ph. No.:(033) 2248-2248

REGISTERED OFFICE ADDRESS

“Merlin Chambers,”

18, British India Street, 3rd Floor, Room No. 302

Kolkata- 700 069

Ph. No. (033) 2231-9086

NOTICE



Notice is hereby given that the Thirty first Annual General Meeting of the members of M/s. Authum Investment and Infrastructure Limited will be held on Monday, 30th September, 2013 at 10.30 A.M. at **Merlin Chambers**, 18, British India Street, 3rd Floor, Room No. 302, Kolkata, West Bengal-700069 to transact following business. :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the year ended as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tapan Sodani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor and fix their remuneration.

SPECIAL BUSINESS

4. Item No. 1: To appoint Mr. Suresh Pukhraj Jain as Director of the Company

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

"RESOLVED THAT Mr. Suresh Pukhraj Jain, who was appointed as an Additional Director under section 260 of the Companies Act, 1956, as on 5th July 2013 and who holds the office as such upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Item No. 2: To appoint Mr. Navin Kumar Jain as Managing Director of the Company.

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

"RESLVED THAT pursuant to provisions of Articles of Association of the Company and Sections, 198,269,309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed approval of the members of the Company be and is hereby accorded to the appointment of Mr. Navin Jain as Managing Director of the Company for a period of 5 years with effect from 1st April 2013 without remuneration.

RESOLVED FURTHER that pursuant to the Articles of Association of the Company, Mr. Navin Jain shall not retire by rotation."

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

6. Item No. 3: Increase in the Borrowing Powers of the Company

To Consider and if though fit, to give assent/dissent to the following resolution as **Ordinary Resolution**:

“RESOLVED THAT the consent of the company be and is hereby accorded to the Board of Directors pursuant to Section 293[1] [d] of the Companies Act, 1956 to borrow monies from time to time, either by way of rupee loans or by way of foreign currency loans or by way of issue of debentures or by issue of any other instruments and either from Company's Bankers or from any other Bank/Financial Institution or from any other Lending Institution or Bodies Corporate or other persons, on such terms and conditions and covenants stipulated and as may be considered appropriate by the Board of Directors, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, so that the total amount upto which such monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed by more than Rs.100,00,00,000 (Rupees One Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company for the time being, exclusive of interest and other charges. /

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute all documents/deeds/agreements as may be required to take all necessary steps and to do all acts, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to creating the aforesaid mortgages/charges or otherwise considered by the Board of Directors to be in the best interest of the Company.”

By Order of the Board of Directors



Navin Kumar Jain
Managing Director

Date: 30th August, 2013
Place: Kolkata

Registered Office:-
“Merlin Chambers,”
18, British India Street,
3rd Floor, Room No. 302,
Kolkata, West Bengal-700069.

NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The Register of Members and Share Transfer Books will remain closed from Monday, 23rd September 2013 to Monday 30th September 2013 (both days inclusive).
4. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Director who is proposed to be reappointed is given in the annexure to the Notice.
5. Members are requested to notify immediately any change in their address, transfer/transmission of shares, issue of duplicate share certificates, bank mandates, dividend and all other matters relating to the shareholding in the company may be made directly to M/s. Maheshwari Datamatics Private Ltd., the Registrar and share transfer agent (RTA) for shares held in physical form and to their respective Depository Participant(s) for shares held in electronic form.
6. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) ID number on all correspondence with the Company.
7. Members/Proxy holders are requested to bring their copies of the Annual Report at the Annual General Meeting.
8. Members are requested to bring their Attendance Slip sent herewith duly filled for attending the Meeting.

By Order of the Board of Directors



Navin Kumar Jain
Managing Director

Place: Kolkata
Date: 30th August, 2013

Registered Office :-
"Merlin Chambers,"
18, British India Street,
3rd Floor, Room No. 302,
Kolkata, West Bengal-700069.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 1

The Board of Directors of the Company had appointed Mr. Suresh Pukhraj Jain as an Additional Director, u/s 260 of the Companies Act, 1956 (the Act), with effect from 5th July 2013, to hold office till the ensuing Annual General Meeting. The Company has received a notice u/s 257 of the Act from a member proposing Mr. Suresh Pukhraj Jain, to be appointed as a Director of the Company. Mr. Suresh Pukhraj Jain is a Chartered Accountant and, has over 20 years of experience in the Capital Market and financial services.

None of Your Directors except Mr. Suresh Pukhraj Jain are interested in the said resolutions

Item No. 2

The Board, subject to the approval of shareholders in the General Meeting, appointed Mr. Navin Jain as Managing Director of the Company with effect from 1st April 2013 for a period of five years. Mr. Navin Jain has an experience in the Capital Market for than a decade. Currently Mr. Navin Jain would not be paid any remuneration but in future he may be paid the remuneration subject to Section 269 or Schedule XIII of the Companies Act 1956.

The Board recommends the resolution for approval of Members.

None of the Directors, except Mr. Navin Jain is concerned or interested in the resolution.

Item No. 3

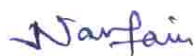
Section 293[1][d] of the Companies Act, 1956 requires the consent of the Shareholders for authorizing the Board of Directors to borrow money from time to time, for the purposes of the Company, where money to be borrowed together with the money already borrowed by the Company [apart from temporary loans/facilities obtained from the Company's Bankers in the ordinary course of Business] will exceed the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

Keeping in view the growth plan of the Company, the existing borrowing limits needs to be enhanced to pursue the growth plans. Therefore approval of the members is sought enabling the Board of Directors to borrow such monies so that the total amount up to which the Board of Directors may borrow and outstanding at any time shall not exceed by more than Rs. 100,00,00,000/- (Rupees One Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company for the time being, exclusive of interest and other charges.

The Board of Directors recommends the Resolution at Item No 3 for the approval of the Members.

None of the Board of Directors is interested in the above Resolution.

By Order of the Board of Directors



Navin Kumar Jain
Managing Director

Place: Kolkata

Date: 30th August, 2013

Registered Office:-

"Merlin Chambers,"

18, British India Street,

3rd Floor, Room No. 302,

Kolkata, West Bengal-700069.

Details of the directors seeking re-appointment at the forthcoming Annual General Meeting -As required under Clause 49IV (G) of the Listing Agreement entered into with the Stock Exchanges

Name of the Director	Mr. Tapan Sodani	Mr. Suresh Pukhraj Jain	Mr. Navin Kumar Jain
Date of birth	28.12.1960	12.04.1964	09.07.1975
Date of Appointment	14.03.2011	05.07.2013	16.07.2007
Expertise in specific functional areas	More than 11 years of experience in NBFC business	More than 20 years of experience in capital market and financial services	More than 10 years of experience in capital market and financial services
Number of Shares held in the Company (as on 31st March 2013)	NIL	NIL	NIL
Directorships held in other companies (excluding private and foreign companies)	M/s. Gunny Chem Tex India Ltd.	Networth Stock Broking Limited Suncap Commodities Limited Sun Global Investments Limited	NIL
Position held in mandatory committees of other companies	NIL	Audit committee: Member Investor Grievance Committee: Member Remuneration Committee: Member	NIL

DIRECTORS' REPORT

To,
The Members,

The directors have pleasure in presenting the 31st Annual Report together with the Audited Accounts of the Company for the year ended 31st March'2013.

FINANCIAL HIGHLIGHTS:

PARTICULARS	Year Ended 31.03.2013		Year Ended 31.03.2012	
	Rs.	P.	Rs.	P.
Operational & other income	19,056,747.13		(6, 925,780.55)	
Profit/ Loss Before Depreciation & Tax	3,298,606.89		(15,345,200.29)	
Less: Depreciation	12,791.00		3,022.00	
Provision for taxation	12,35,000.00		1,463,685.00	
MAT Credit Entitlement earlier year	-		(48,671,330.00)	
Deferred Tax	2901.00		-	
Taxes for earlier years	87,775.50		(4.00)	
Profit/Loss after Depreciation &Tax	1,960,139.39		31,859,426.71	
Balance brought forward for previous year	289,330,606.10		263, 843, 064.39	
Appropriations				
Amount transferred to NBFC Reserves	392,028.00		6,371,885.00	
Bonus shares issued	82,343,500.00		-	
Balance Carried to Balance Sheet	208,555,217.49		289,330,606.10	

OPERATIONS:

Net profit for the year under consideration is Rs.1, 960,139.39 as against Rs. 31,859,426.71 in the previous year. Company looks forward for better business opportunities for improvement in its operations.

DIVIDEND & APPROPRIATIONS:

The Board of Directors has decided not to recommend any dividend for the year ended 31st March, 2013.