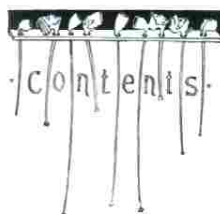


AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

ANNUAL REPORT 2013-2014

CONTENTS



1. Corporate Information
2. Notice
3. Director's Report
4. Management Discussion and Analysis
5. Corporate Governance Report
6. CEO/CFO Certification
7. Auditor's Report
8. Balance Sheet
9. Profit & Loss Account
10. Cash Flow Statements
11. Notes

CORPORATE INFORMATION



COMPOSITION OF BOARD & KEY MANAGERIAL PERSONNEL

Mr. Navin Kumar Jain	Managing Director
Mr. Aditya Parakh	Director
Mr. Tapan Sodani	Director
Mr. Suresh Pukhraj Jain	Director
Mr. Bishal Agarwal	Company Secretary & Compliance Officer

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

7, Mangoe Lane, 2nd Floor, Room No.212, Kolkata-700001
Phone No. 033-40068296

CORPORATE IDENTIFICATION NUMBER

L51109WB1982PLC035088



NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the members of M/s. Authum Investment and Infrastructure Limited will be held on Monday, 29th September, 2014 at 11.30 A.M. at 7, Mangoe Lane, 2nd Floor, Room No.212, Kolkata-700001 to transact following business. :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 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. Aditya Parakh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, & if thought fit, to pass with or without modification the following resolution as an ordinary resolution.

“RESOLVED THAT M/s Sanghai & Co., Chartered Accountants (firm Reg.No. 319079E) be and are hereby appointed as Statutory Auditors of the company with effect from the conclusion of this meeting until the conclusion of the Thirty Fifth annual general meeting at a remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS

Item No. 4: To appoint Mr. Suresh Pukhraj Jain, (DIN: 00048463) as an independent Director and in this regard 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Suresh Pukhraj Jain, ,(DIN: 00048463) Director of the Company, who was appointed as a Director liable to retire by rotation and who submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office up to the conclusion of 37th Annual General meeting.”

Item No. 5: To appoint Mr. Tapan Sodani, (DIN: 01921743) as an independent Director and in this regard 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment thereof for the time

being in force) and clause 49 of the Listing Agreement, Mr. Tapan Sodani, (DIN: 01921743) Director of the Company, who was appointed as a Director liable to retire by rotation and who submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office up to the conclusion of 37th Annual General meeting."

Item No. 6: To alter the terms of appointment of Mr. Navin Kumar Jain, (DIN: 00465888) Managing Director

"RESOLVED THAT in supersession of the earlier resolution passed in the annual general meeting held on 30th September, 2013, Managing Director Mr. Navin Kumar Jain, (DIN: 00465888) be and is hereby appointed as a Managing Director liable to retire by rotation."

Item No. 7: Increase in the Borrowing Powers of the Company

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

"RESOLVED THAT , pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 200 Crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Date 29th August, 2014

Place: Kolkata

Registered Office:-

7, Mangoe Lane, 2nd Floor
Room No. 212, Kolkata- 700001

By Order of the Board of Directors



Navin Kumar Jain
Managing Director
DIN No.:00465888

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 Tuesday, 23rd September 2014 to Monday 29th September 2014 (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.

9. E-VOTING:-

The Company is pleased to provide E-voting facility through M/s. Maheshwari Datamatics Pvt. Ltd., for all shareholders of the Company to enable them to cast their votes electronically on the items mentioned in this notice of the 32nd Annual General Meeting of the Company. The Company has appointed Sweety Kapoor, Practicing Company Secretary (COP No. 31923) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245 (2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 29th August, 2014

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in-favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Tuesday, 23rd September, 2014 (10.00 A.M.) and ends on Thursday, 25th September, 2014 (6.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August, 2014, 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 shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be able debarred from participation in the AGM, however, he shall not be able to vote in the AGM again and his earlier vote cast through electronic means shall be treated as final.
- (C) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results declared shall be communicated to the Stock Exchange.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board of Directors

Place: Kolkata

Date: 29th August, 2014

Navin Kumar Jain
Managing Director
DIN No.:00465888

Registered Office :-

7, Mangoe Lane, 2nd Floor

Room No. 212, Kolkata- 700001

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements and provisions of Section 149 of the Act, which came into effect from 1st April 2014, have decided to appoint Mr. Suresh Pukhraj Jain, who is already a non executive independent director as an independent director. Mr. Suresh Pukhraj Jain has given declarations to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. Also the notice under Section 160 of the Companies Act 2013 is also received proposing his candidature for the office of Independent director

A brief profile of Mr. Suresh Pukhraj Jain, as required under Clause 49 of the Listing Agreement, is provided as Annexure A of this notice.

The Board commends the Resolution at Item No. 3 of the accompanying notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No 3 of the accompanying Notice.

Item No. 5

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements and provisions of Section 149 of the Act, which came into effect from 1st April 2014, have decided to appoint Mr. Tapan Sodani, who is already a non executive independent director as an independent director. Mr. Tapan Sodani has given declarations to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. Also the notice under Section 160 of the Companies Act 2013 is also received proposing his candidature for the office of Independent director

A brief profile of Mr. Tapan Sodani, as required under Clause 49 of the Listing Agreement, is provided as Annexure A of this notice.

The Board commends the Resolution at Item No. 3 of the accompanying notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No 3 of the accompanying Notice.

Item No.6

As per the New Companies Act, 2013, two third of the directors on Board has to be directors liable to retire by rotation, hence the terms of appointment of Mr. Navin Jain are altered/modified to the extent of him making liable to retire by rotation.

A brief profile of Mr. Navin, as required under Clause 49 of the Listing Agreement, is provided as Annexure A of this notice.

The Board commends the Resolution at Item No. 5 of the accompanying notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No 5 of the accompanying Notice.

Item No. 7

Under the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the Members obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c), the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Further, as per clarification dated 25th March 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolutions earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. upto 11th September 2014.

As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

The Board commends the Resolutions at Item Nos.7 of the accompanying Notice for approval by the Members of the Company by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos.7 the accompanying Notice.

Place: Kolkata

Date: 29th August, 2014

Registered Office:-

7, Mangoe Lane, 2nd Floor

Room No. 212, Kolkata- 700001

By Order of the Board of Directors



Navin Kumar Jain

Managing Director

DIN No.:00465888