



AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

ANNUAL REPORT 2014-2015

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CORPORATE INFORMATION



COMPOSITION OF BOARD & KEY MANAGERIAL PERSONNEL

Mr. Navin Kumar Jain	Managing Director
Mr. Tapan Sodani	Independent Director
Mr. Aditya Parakh	Independent Director
Mr. Suresh Pukhraj Jain	Independent Director
Ms. Barkha Agarwal	Independent 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
Web Address: www.authum.com
Email ID: authum.investment@gmail.com

CORPORATE IDENTIFICATION NUMBER

L51109WB1982PLC035088

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Aditya Parakh	Chairman
Mr. Tapan Sodani	Member
Mr. Suresh Pukhraj Jain	Member
Mr. Navin Kumar Jain	Member
Mr. Bishal Agarwal	Secretary

AUDIT COMMITTEE

Mr. Aditya Parakh	Chairman
Mr. Tapan Sodani	Member
Mr. Suresh Pukhraj Jain	Member
Mr. Navin Kumar Jain	Member
Mr. Bishal Agarwal	Secretary

NOMINATION & REMUNERATION COMMITTEE

Mr. Aditya Parakh	Chairman
Mr. Tapan Sodani	Member
Mr. Suresh Pukhraj Jain	Member
Mr. Navin Kumar Jain	Member
Mr. Bishal Agarwal	Secretary

LISTING

The Calcutta Stock Exchange Limited
BSE Limited

NOTICE



MEETING NOTICE!

Notice is hereby given that the Thirty Third Annual General Meeting of the members of M/s. Authum Investment and Infrastructure Limited will be held on Wednesday, 30th September, 2015 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 financial statement of the Company for financial year ended 31st March 2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Navin Kumar Jain, 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 at a remuneration to be fixed by the Board of Directors subject to annual ratification by the shareholders at every Annual General Meeting”

SPECIAL BUSINESS

Item No. 4: To regularize Additional Director Ms. Barkha Agarwal, (DIN: 05190461) 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 Ms. Barkha Agarwal, who was appointed as an Additional Director with effect from June 22, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

Item No. 5: To adopt new articles of association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 provision of Section 14 and all other applicable provisions of the Companies Act, 2013, read with companies (incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft

regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6: To approve the Material Related Party Transaction of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Listing Agreement (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to certain “Material Related Party Transactions” with various “Related Parties” in the nature of loans and advances on current account pattern, viz. (i) entered into with various such Related Parties during the financial year 2014-15, the aggregated peak outstanding amount on net basis in respect thereof in the account of various such Related Parties taken together was at Rs.21.83 Crore, party-wise details of such peak outstanding amount on net basis is as set out in Table (a) below under the Statement annexed to this Notice, and (ii) upto a maximum aggregate estimated outstanding limit of Rs.75.50 Crores on net basis [party-wise break-up of such peak outstanding limit is as set out in Table (b) below under the Statement annexed to this Notice for the financial year 2015-16 including the transactions already entered into till 31.08.2015 and those proposed to be entered into in the remaining part of financial year 2015-16; and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Date 1st September, 2015

Place: Kolkata

By Order of the Board of Directors

Registered Office:-

7, Mangoe Lane, 2nd Floor

Room No. 212, Kolkata- 700001

CIN No.: L51109WB1982PLC035088

Phone No.: 033-40068296

Web Site: www.authum.com

Email ID: authum.investment@gmail.com

Bishal Agarwal
Company Secretary & Compliance Officer

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 Wednesday, 23rd September 2015 to Wednesday 30th September 2015 (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:-

Mr. Dinesh Agarwal, Practicing Company Secretary, (COP No.-5881), Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman 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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</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 Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.com> 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 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 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 shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (C) The voting period begins on Saturday, 26th September, 2015 (10.00 A.M.) and ends on Tuesday, 29th September, 2015 (5.00 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 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (D) The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. BSE Ltd. and The Calcutta Stock Exchange Limited.
- (E) 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

Date 1st September, 2015

Place: Kolkata

By Order of the Board of Directors

Registered Office:-

7, Mangoe Lane, 2nd Floor

Room No. 212, Kolkata- 700001

CIN No.: L51109WB1982PLC035088

Phone No.: 033-40068296

Web Site: www.authum.com

Email ID: authum.investment@gmail.com

Bishal Agarwal
Company Secretary & Compliance Officer

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

Item No. 4

Ms. Barkha Agarwal(DIN: 05190461) was appointed as an Additional Director w.e.f. June 22, 2015 in accordance with the provisions of section 161 of the companies Act, 2013. Pursuant to section 161 of the companies Act, 2013 the above director holds office upto the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Ms. Barkha Agarwal candidature for appointment as director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Barkha Agarwal on the Board is the requirement of Act and also desirable and would be beneficial to the company.

The Board commends the Resolution at Item No. 4 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 4 of the accompanying Notice.

Item No. 5

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 2000. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of