



AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

ANNUAL REPORT 2018-2019



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COMPOSITION OF BOARD & KEY MANAGERIAL PERSONNEL

Mr. Navin Kumar Jain	-	Managing Director
Mr. Tapan Sodani	-	Independent Director
Mrs. Barkha Agarwal	-	Independent Director
Mr. Vivek Mishra	-	Chief Financial Officer, Company Secretary & Compliance Officer

PRINCIPAL BANKER

The Axis Bank Limited.

AUDITORS

Sanghai & Co.
Chartered Accountants,
“Centre Point”, 21, Hemanta Basu Sarani
2nd Floor, Suite No. 201-202, Kolkata- 700001.

REGISTRAR & SHARE TRANSFER AGENTS

Maheshwari Datamatics Private Limited.
23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700001
Ph. No.:(033) 2248-2248.

REGISTERED OFFICE ADDRESS

303, Kumar Plaza, 3rd Floor, CTS, 6489 Kalina Kurla,
Santacruz East, Near Kalina Masjid, Mumbai- 400029.
Phone No.: (022) 61782000

CORPORATE OFFICE ADDRESS:

7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata- 700001.
Phone No.: (033) 400368296
Web Address: www.authum.com
Email ID: authum.investment@gmail.com

CORPORATE IDENTIFICATION NUMBER

L51109MH1982PLC319008

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Tapan Sodani	Chairman
Mr. Navin Kumar Jain	Member
Mrs. Barkha Agarwal	Member
Mr. Vivek Mishra	Company Secretary

AUDIT COMMITTEE

Mr. Tapan Sodani	Chairman
Mr. Navin Kumar Jain	Member
Mrs. Barkha Agarwal	Member
Mr. Vivek Mishra	Company Secretary

NOMINATION & REMUNERATION COMMITTEE

Mr. Tapan Sodani	Chairman
Mr. Navin Kumar Jain	Member
Mrs. Barkha Agarwal	Member
Mr. Vivek Mishra	Company Secretary

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Navin Kumar Jain	Chairman
Mr. Tapan Sodani	Member
Mrs. Barkha Agarwal	Member
Mr. Vivek Mishra	Company Secretary

LISTING

The Calcutta Stock Exchange Limited
Bombay Stock Exchange Limited

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Regd. Office: 303, Kumar Plaza, 3rd Floor, CTS, 6489 Kalina Kurla,
Santacruz East, Near Kalina Masjid, Mumbai- 400029.

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

Phone No.: 033-40068296 **CIN:** L51109MH1982PLC319008

Email Id: authum.investment@gmail.com

Website: www.authum.com

NOTICE OF 37TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of M/s. Authum Investment and Infrastructure Limited will be held on Monday, 30th September, 2019 at 11.30 A.M. at 303, Kumar Plaza, 3rd Floor, CTS 6489, Kalina Kurla, Santacruz (East), Near Kalina Masjid, Mumbai-400029 to transact following business:

ORDINARY BUSINESS:**Item No. 1:**

To receive, consider and adopt the financial statements of the Company for financial year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon.

Item No. 2:

To appoint a Director in place of Mr. Navin Kumar Jain (DIN: 00465888), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**Item No. 3:****Re-appointment of Mr. Tapan Sodani as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Tapan Sodani (DIN 01921743), who was appointed as an Independent Director at the 32nd Annual General Meeting of the Company, holds office up to the ensuing 37th Annual General Meeting, is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the

Company, not liable to retire by rotation, to hold office for a second term commencing with effect from 37th Annual General Meeting i.e. 30th September, 2019 till 42nd Annual General Meeting of the Company.”

Date: 30th August, 2019

By Order of the Board of Directors

Registered Office:

303, Kumar Plaza, 3rd Floor,
CTS, 6489 Kalina Kurla Road, Santacruz East
Near Kalina Masjid, Mumbai- 400029

Sd/-

Vivek Mishra
Company Secretary & Compliance Officer

Corporate Office:

7, Mangoe Lane, 2nd Floor
Room No. 212, Kolkata- 700001
CIN: L51109MH1982PLC319008
Phone No.: 033-40068296
Web Site: www.authum.com
Email ID: authum.investment@gmail.com

NOTES:

1. Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
2. Brief details of Navin Kumar Jain, Managing Director, (DIN: 00465888) and Mr. Tapan Sodani (DIN: 01921743) who are seeking re-appointment, are given in the annexure hereto as per requirements of the Companies Act, 2013 and regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Copies of the Notice of the 37thAGM, Attendance Slip, Proxy form, e-voting instructions and Annual Report will be sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes. Also the hard copy of the same will be sent to their registered address by the permitted mode.
5. Documents referred to in the notice and the statement annexed to this notice will be made available for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 A.M. to 12.00 Noon, except holidays, upto the date of the Annual General Meeting and also at the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s. 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

8. Nomination facility:

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

9. Unclaimed Dividend:

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government. Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred the unpaid or unclaimed dividends declared for the financial year 2010-11, to the Fund. The company has also transferred all shares in respect of which dividend declared for the financial year 2010-11 has not been paid or claimed by the members for 7 (seven) consecutive years. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.

The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with Company on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

10. PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services Limited. (CDSL).

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. E.g. 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</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 Corporate.
 - 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 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.
- (xix) 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.
- (xx) The voting period begins on Friday, 27th September, 2019 (9.00 A.M.) and ends on Sunday, 29th September, 2019 (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, 2019, 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.

11. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

- (a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- (b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- (c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 23rd September, 2019 (“Cut-Off Date”). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- (d) The Notice of AGM is being sent to the members holding shares of the Company as on 30th August 2019. Pursuant to Rule 20(4)(vii) of the rules, the voting rights shall be reckoned on the basis of number of equity shares

held by the members as on 23rd September, 2019, being the cut-off date for the purpose. Any person who is not a member as on the cut-off date should treat this notice for information purposes only.

- (e) Any person who acquires Shares of the Company and becomes a Member of the Company after the cut-off date i.e. 30th August, 2019 for dispatch of the AGM Notice, may obtain the login Id and password by sending a request at evoting@cdsl.co.in. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Details/ Password” option available on www.evoting.cdsl.com
- (f) Mr. Dinesh Agarwal, Practicing Company Secretary, (COP No. 5881), Kolkata, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
- (g) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- (h) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make, not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (i) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer’s Report, declare the result of the voting within 48 hours of the conclusion of the date of AGM. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.authum.com and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Limited. and Calcutta Stock Exchange.

12. BOOK CLOSURE:

The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

13. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company’s Share Registrars and Transfer Agents.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants.
15. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.authum.com

By Order of the Board of Directors

Date: 30th August, 2019

Registered Office:

303, Kumar Plaza, 3rd Floor,
CTS, 6489 Kalina Kurla Road, Santacruz East
Near Kalina Masjid, Mumbai- 400029

Sd/-

Vivek Mishra
Company Secretary & Compliance Officer

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