

Date: 09/10/2018

**To,**  
The Bombay Stock Exchange Ltd.  
(Listing Department)  
Phiroza Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai 400 001  
**Script code:** 539177

**CC**

**To,**  
The Secretary  
The Calcutta Stock Exchange Limited  
Listing Department  
7, Lyons Range  
Kolkata – 700 001  
**Scrip Code:** 11262

**Sub: Submission of Annual Report under Regulation 34(1) of the SEBI (LODR), Regulations, 2015 for the FY 2017-2018**

Dear Sir,

Please find the enclosed copy of Annual Report as required under Regulation 34(1) of the SEBI (LODR), Regulation, 2015 for the FY 2017-2018

Kindly acknowledge the receipt.

Yours faithfully

**For Authum Investment & Infrastructure Ltd.**

A handwritten signature in blue ink that reads 'Vivek Mishra'.

**Vivek Mishra**

**Company Secretary**

Encl: As above.



**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

**ANNUAL REPORT 2017-2018**



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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	-	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, 5<sup>th</sup> Floor, Kolkata- 700001  
Ph. No.:(033) 2248-2248.

## **REGISTERED OFFICE ADDRESS**

7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No.212, Kolkata-700001  
Phone No. 033-40068296  
Web Address: [www.authum.com](http://www.authum.com)  
Email ID: [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

## **CORPORATE IDENTIFICATION NUMBER**

L51109WB1982PLC035088

## **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:** 7, MANGOE LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,  
KOLKATA – 700 001

**Phone No.:** 033-40068296    **CIN No.:** L51109WB1982PLC035088

**Email Id:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Website:** [www.authum.com](http://www.authum.com)

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**NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of M/s. Authum Investment and Infrastructure Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 A.M. at the registered office of the Company 7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No. 212, Kolkata-700001 to transact following business:

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

To receive, consider and adopt the Financial Statements of the Company for financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Directors and Auditors thereon.

**Item No. 2:**

To authorise Board of Directors to fix the remuneration of M/s Sanghai & Co., Chartered Accountants (Firm Registration Number: 309079E), as Statutory Auditor of the Company for the years 2018-19 onwards:

**SPECIAL BUSINESS:****Item No. 3:**

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

**Increase in the borrowing power of the company**

**“RESOLVED THAT** in supersession of the earlier resolution passed at the Thirty Second Annual General Meeting of the Company held on 29th September, 2014, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), 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, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 500 Crores (Rupees Five Hundred Crores only) at any point of time”

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

**Item No. 4**

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

**Re-appointment of Managing Director**

**“RESOLVED THAT** provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Navin Kumar Jain (DIN 00465888) as Managing Director of the Company for the period of five years with effect from 01<sup>st</sup> April, 2018 and the payment of remuneration of Rs. 6,00,000/- per annum.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Date:** 14<sup>th</sup> May, 2018  
**Place:** Kolkata

**By Order of the Board of Directors**

**Registered Office:**  
7, Mangoe Lane, 2<sup>nd</sup> Floor  
Room No. 212, Kolkata- 700001  
**CIN:** L51109WB1982PLC035088  
**Phone No.:** 033-40068296  
**Web Site:** [www.authum.com](http://www.authum.com)  
**Email ID:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Sd/-**  
**Vivek Mishra**  
**Company Secretary & Compliance Officer**



**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) who is seeking re-appointment, are given in the annexure hereto as per requirements of the Companies Act, 2013 and regulation 36 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 36<sup>th</sup> AGM, 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 unless any member will request for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2017-18 will be sent 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. 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 36<sup>th</sup> 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) The voting period begins on Wednesday, 26<sup>th</sup> September, 2018 (9.00 A.M.) and ends on Friday, 28<sup>th</sup> September, 2018 (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 24<sup>th</sup> September, 2018, 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.

#### **10. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:**

- 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.
- 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.
- 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 24<sup>th</sup> September, 2018 (“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.
- Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date, i.e. 24<sup>th</sup> September, 2018, may obtain the login Id and password by sending a request at [evoting@cdsl.co.in](mailto: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](http://www.evoting.cdsl.com)

- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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](http://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.

#### 11. BOOK CLOSURE:

**The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20<sup>th</sup> September, 2018 to Saturday, 29<sup>th</sup> September, 2018 (both days inclusive).**

- 12. 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.
- 13. 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. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.
- 14. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at [www.authum.com](http://www.authum.com)

**Date:** 14<sup>th</sup> May, 2018  
**Place:** Kolkata

**By Order of the Board of Directors**

**Registered Office:**  
 7, Mangoe Lane, 2<sup>nd</sup> Floor  
 Room No. 212, Kolkata- 700001  
**CIN:** L51109WB1982PLC035088  
**Phone No.:** 033-40068296  
**Web Site:** [www.authum.com](http://www.authum.com)  
**Email ID:** authum.investment@gmail.com

**Sd/-**  
**Vivek Mishra**  
**Company Secretary & Compliance Officer**

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

### **Item No. 3:**

At the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September, 2014, consent of the shareholders was obtained u/s. 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, by way of a special resolution, authorizing the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company up to a sum of Rs. 200 Crore. Since the Company is planning to expand the size of its operations, it may require enhanced borrowings for its operations, hence the consent of the members is sought pursuant to Sec 180(1)(c) of the Companies Act, 2013, through the resolution(s) proposed at item No. 3 by way of special resolution to enable the Board of Directors of the Company to borrow moneys up to a sum of Rs. 500 Crore (Rupees Five Hundred Crore only), apart from the temporary loans obtained from Company's Bankers in the ordinary course of business.

None of the Director(s) or any Key Managerial Personnel or the relative(s) of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommends the passing of the special resolution proposed at Agenda No. 3 of the Notice

### **Item No. 4:**

The Board of Directors at its meeting held on 14<sup>th</sup> February 2018, re-appointed Mr. Navin Kumar Jain (holding DIN: 00465888) as Managing Director of the Company with effect from 01<sup>st</sup> April, 2018, on the basis of recommendation of Nomination and Remuneration Committee for another period of five years, subject to approval of shareholders in ensuing Annual General Meeting. For this purpose, all the terms and conditions of appointment of Mr. Navin Kumar Jain remaining the same, including the remuneration of Rs. 6,00,000/- per annum.

The details of Mr. Navin Kumar Jain in pursuance of the provisions of the Listing Agreement are mentioned in Annexure A.

Approval of the shareholders is sought for re-appointment of Mr. Navin Kumar Jain with effect from 01<sup>st</sup> April, 2018. The Board of Director recommends the relevant resolution set in the item No. 4 for your consideration and approval as a Special Resolution.

Except Mr. Navin Kumar Jain himself, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

**Date: 14<sup>th</sup> May, 2018**

**Place: Kolkata**

**By Order of the Board of Directors**

### **Registered Office:**

7, Mangoe Lane, 2<sup>nd</sup> Floor

Room No. 212, Kolkata- 700001

**CIN:** L51109WB1982PLC035088

**Phone No.:** 033-40068296

**Web Site:** [www.authum.com](http://www.authum.com)

**Email ID:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)

**Sd/-**

**Vivek Mishra**

**Company Secretary & Compliance Officer**

**Details of the Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Annexure A**

<b>Name of the Director</b>	Mr. Navin Kumar Jain
<b>DIN No.</b>	00465888
<b>Qualification</b>	B.com
<b>Date of birth</b>	09/07/1975
<b>Initial date of Appointment</b>	16/07/2007
<b>Date of re-appointment</b>	14/02/2018
<b>Expertise in specific functional areas</b>	More than 15 years of experience in capital market and financial services.
<b>Number of Shares held in the Company (as on 31<sup>st</sup> March, 2018)</b>	NIL
<b>Directorships held in other companies (excluding private and foreign companies and section 8 companies)</b>	None
<b>Position held in mandatory committees of other companies</b>	None

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED****Regd. Office:** 7, MANGOE LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,  
KOLKATA – 700 001**Phone No.:** 033-40068296**CIN No.:** L51109WB1982PLC035088**Email Id:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com) **Website:** [www.authum.com](http://www.authum.com)**ATTENDANCE SLIP**

Thirty Sixth Annual General Meeting on Saturday on – 29<sup>th</sup> September, 2018 at 11.30 a.m. at 7, Mangoe Lane, 2<sup>nd</sup> Floor, Room no. 212, Kolkata-700001

Registered Folio No./DP ID & Client ID*	
Name and Address of the Shareholder(S)	
Name of Joint Holders, if any	
No. of Shares Held	

I/We hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of Authum Investment & Infrastructure Limited held on 29<sup>th</sup> September, 2018 at 11.30 A.M. at 7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No. 212, Kolkata-700001

\_\_\_\_\_  
Members'/Proxy's Name in Block Letter

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:** Shareholders/ Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting. Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.



**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED****Regd. Office:** 7, MANGOE LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 212,  
KOLKATA – 700 001**Phone No.:** 033-40068296**CIN No.:** L51109WB1982PLC035088**Email Id:** [authum.investment@gmail.com](mailto:authum.investment@gmail.com)**Website:** [www.authum.com](http://www.authum.com)**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./ DP ID-Client ID No :

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/ our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Sixth Annual General Meeting of the Company, to be held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 a.m. at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata-700001 and at any adjournment thereof in respect of the following resolutions:

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. Delegation of authority to Board for fixation of remuneration of Auditor.

**Special Business**

3. Increase in the borrowing power of the company
4. Re-appointment of Managing Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

**NOTES:**

5. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 7, Mangoe Lane, 2nd Floor, Room No. 212, Kolkata 700001 not less than Forty -eight (48) Hours before the commencement of the Meeting.
6. For the Resolutions, and Notes, please refer to the Notice of the Thirty Sixth Annual General Meeting.

Route Map for the Venue of the Annual General Meeting



## Directors' Report

**To,  
The Members,**

The Directors have pleasure in presenting the 36<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2018.

### **FINANCIAL HIGHLIGHTS:**

<b>PARTICULARS</b>	<b>Year Ended 31/03/2018 (Rs.)</b>	<b>Year Ended 31/03/2017(Rs.)</b>
Operational & Other Income	3,513,520,115.00	2,217,158,546.00
<b>Profit/Loss Before Depreciation &amp; Tax</b>	<b>88,706,065.00</b>	<b>135,125,643.00</b>
<b>Less: Depreciation</b>	3,281.00	8,906.00
Provision for taxation	26,508,459.00	49,992,725.00
Mat Credit Entitlement earlier year	0.00	0.00
Deferred Tax	0.00	(304.00)
Taxes for earlier years	2,284,576.00	1,613,461.00
<b>Profit/Loss after Depreciation &amp; Tax</b>	<b>59,909,749.00</b>	<b>83,510,855.00</b>
Balance brought forward for previous year	294,592,769.00	227,784,085.00
<b>Appropriations</b>		
Amount transferred to Statutory Reserves	11,981,950.00	16,702,171.00
Bonus shares Issued	0.00	0.00
<b>Balance Carried to Balance Sheet</b>	<b>342,520,568.00</b>	<b>294,592,769.00</b>

### **OPERATIONS:**

During the year under review, the Company has clocked a profit of Rs. 5,99,09,749/- as compared to the net profit of Rs. 8,35,10,855/- in the financial year ended 31.03.2017. The revenues for the financial year 2018 has increased from Rs. 221,71,58,546/- in the previous year to Rs. 351,35,20,115/- in the current financial year. Though, there is an increase in the revenue the profits of the Company declined owing to the volatile and uncertain global market and cascading effect of the same on domestic market. However the Management looks forward for earning profit and better performance in future.

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

### **DIVIDEND & APPROPRIATIONS:**

The Board of Directors has decided not to recommend any dividend for the year ended 31<sup>st</sup> March, 2018.

### **TRANSFER OF UNCLAIMED AND UNPAID DIVIDEND AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

In terms of section 124 and 125 of the Companies Act, 2013, the amounts (dividend, deposits etc., with interest) that remained unclaimed and unpaid for more than 7 years from the date they first became due for payment, should be transferred to IEPF. As per the statutory requirements, unclaimed deposits/ other dues for the previous seven years as of the date of the Annual General Meeting are made available on the website of MCA-IEPF as well as on the Company's website. Unclaimed dividend as at 31<sup>st</sup> March, 2018, aggregating to Rs. 1,01,575/- relating to dividends declared for the years FY10-11, had not been claimed by shareholders. The dividend pertaining to 2010-11 remaining unclaimed and unpaid, amounting to Rs. 1,01,575/- as on 31<sup>st</sup> March, 2018, would be transferred to IEPF during October, 2018 after settlement of the claims received up to the date of completion of seven years i.e. on 29<sup>th</sup> September, 2018.

All the provisions of Section 124(6) of the Companies Act, 2013 as amended and provisions of Rule 6(3) of the IEPF rules will be complied accordingly, in respect of such shares on which dividend is unpaid for previous 7 years.

### **SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2018 was Rs.115,280,900/-. During the year under review, the Company has not issued any shares with differential rights as to dividend, voting or otherwise or convertible debentures.

### **TRANSFER TO RESERVES:**

The Company has transferred amount of Rs. 1,19,81,950/- to Statutory Reserve Fund created in terms of Section 45-IC of the RBI Act, 1934 during the year under review. However, the remaining part after setting aside Statutory Reserve Fund amount from Profit & Loss Account has been transferred to Balance Sheet under the Reserves and Surplus.

### **PUBLIC DEPOSITS:**

The Company did not hold any public deposits at the beginning of the year nor has it accepted any Public Deposits during the year under review.

### **SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL RESULTS**

The Company does not have any subsidiary Company; hence the provisions pursuant to consolidation are not applicable.

### **EXTRACT OF ANNUAL RETURN**

An extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2018 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is set out as an **Annexure I** to the Directors' Report and forms part of this Annual Report.

The Managing Director has certified to the Board with regard to the financial statements and other matters as specified in the Listing Regulations.

### **MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE**

There are no such orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future. Albeit, during the year an application has been made before the Regional Director, Eastern Region Bench, Kolkata to shift the registered office of the Company from the state of West Bengal to the State of Maharashtra, in pursuance to shareholders approval obtained vide special resolution passed at the 34<sup>th</sup> Annual General Meeting.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY AND ITS REPORT**

During the preceding financial year ended 31<sup>st</sup> March, 2017 your Company has achieved a net profit of Rs. 8.35 Crores, pursuant to which the Company was mandated to comply with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 related to Corporate Social responsibility. In compliance with the same, as per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mr. Navin Kumar Jain, Mrs. Barkha Agarwal and Mr. Tapan Sodani are the members of the CSR Committee.

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee and uploaded it on the website of the Company [www.authum.com](http://www.authum.com).

Though the Company has not expended any amount for the objectives laid down under the CSR Policy during the FY 2017-2018, a plan is laid out to implement a program which shall be in line with stated objectives shortly. Your Directors will keep you reported on the same.

### **RELATED PARTY TRANSACTIONS**

The Related Party Transactions that were entered into during the financial year were on arm's length basis and in ordinary course of business. Pursuant to Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no Related Party Transactions that are required to be reported under Section 188(1) of the Act, as prescribed in Form AOC-2.

All Related Party Transactions as required under Accounting Standards AS-18 are reported in note 2 of the Notes forming part of the accounts for the year ended 31<sup>st</sup> March, 2018.

The Board of Directors of the Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions pursuant to the provisions of the

Companies Act, 2013 and the Listing Regulations. The same is displayed on the website of the Company at [www.authum.com](http://www.authum.com).

## **MEETINGS OF THE BOARD**

During the year 4 (Four) Board Meetings and 4 (Four) Audit Committee Meetings were held. The details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The Board has constituted an Audit Committee under the Chairmanship of Mr. Tapan Sodani, the other members of the Committee being Mr. Navin Kumar Jain and Mrs. Barkha Agarwal. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

## **COMMITTEES OF THE BOARD**

Currently the Board has four Committees viz. the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee. A detailed note on the composition of the Board and its Committees and other related particulars are provided in the Report of Directors on Corporate Governance forming part of this Annual Report.

## **DIRECTORS/ KEY MANAGERIAL PERSONNEL:**

During the year under review, the Board of Directors at their Meeting held on 14<sup>th</sup> February, 2018 on recommendation of Nomination & Remuneration Committee had re-appointed Mr. Navin Kumar Jain (DIN 00465888) as Managing Directors for another term of 5 years, with effect from 01<sup>st</sup> April, 2018 to hold office up to 01<sup>st</sup> April, 2023. The aforesaid re-appointment of Mr. Navin Kumar Jain shall be subject to the approval of members in the 36<sup>th</sup> Annual General Meeting of the Company. The Board recommends re-appointment of Mr. Navin Kumar Jain at the ensuing Annual General Meeting. The details of the Mr. Navin Kumar Jain, Managing Directors, forms part of this Report and provided as Annexure A to the notice. None of the Directors are liable to retire by rotation at the ensuing annual general meeting.

There was no change in the Directors and KMP's during the FY 2017-18.

## **DECLARATION FROM THE INDEPENDENT DIRECTORS**

During the year under review, all the Independent Directors had submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 read with applicable provisions of SEBI (Listing Obligations & Disclosure Requirements), 2015 or as per applicable regulation of SEBI (Listing Obligations & Disclosure Requirements), 2015

## **PERFORMANCE EVALUATION**

The Independent Directors in their meeting referred in sub-regulation (3) of Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements), 2015 shall, *interalia*-

- (a) review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) review the performance of the Chairperson of the listed entity, taking into account the views of Executive Directors and Non-Executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.



Pursuant to the provisions of the Act and applicable Regulations 27 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process of the Board, its Committees and individual Directors, including the Chairman of the Company.

For evaluating the Board as a whole, views were sought from the Directors on various aspects of the Board's functioning such as degree of fulfillment of key responsibilities, Board structure and composition, establishment, delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with external stakeholders.

Similarly, views from the Directors were also sought on performance of individual Directors covering various aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and promoting effective relationships and open communication.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition, effectiveness of meetings, Committee dynamics and quality of relationship of the Committee with the Board and the Management.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

### **SEPARATE MEETING OF INDEPENDENT DIRECTOR**

The Independent Directors of the Company met without the Presence of Non-Independent Directors on Wednesday, 14<sup>th</sup> February, 2018, in terms of Section 149(8) and Schedule – IV and Clause 49 (B) (II) (6) read with regulation 25(3) & (4) of SEBI (Listing Obligations & Disclosure Requirements), 2015, without the attendance of Non-Independent Directors and members of management. They met to discuss the inter-alia amongst other items the following mandatory items viz., (a) to review the performance of non-independent directors and the Board as a whole; (b) to review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors; (c) to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (IDs)**

In terms of Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements), 2015, the Company is required to conduct the Familiarization Programme for Independent Directors(IDs) to familiarize them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various initiatives.

Significant Statutory updates are circulated on a quarterly basis through which Directors are made aware of the significant news developments and highlights from various regulatory authorities viz. Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), etc.

The Company Secretary regularly apprises the Directors about their roles, rights and responsibilities in the Company from time to time as per the requirements of the Listing Agreement with the Stock Exchanges and Companies Act, 2013 read together with the Rules and Schedules there under. The detail of such familiarization programme is disclosed on the company's website at [www.authum.com](http://www.authum.com).

### **DIRECTORS RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm :

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Annual Accounts for the year ended 31<sup>st</sup> March, 2018, has been prepared on a going concern basis.
5. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **INTERNAL FINANCIAL CONTROLS**

There exist in the Company adequate internal financial controls commensurate with the size of the Company. The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018.

### **INTERNAL CONTROL SYSTEM**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguarded against loss from

unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Auditor reviews the efficiency and effectiveness of these systems and procedures. The Internal Auditor submits his Report periodically which is placed before the Audit Committee.

### **STATUTORY AUDITORS AND THEIR REPORT**

Pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, M/s. Sanghai & Co., Chartered Accountants (Firm Reg. No. 319079E) were appointed by the members as the Statutory Auditors of the Company to hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.

The requirement of placing the matter relating to such appointment for ratification by members at every Annual General Meeting has been dispensed with due to omission of the first proviso to Section 139(1) by the Companies (Amendment) Act, 2017 effective from 07<sup>th</sup> May, 2018 as per the Notification issued by Ministry of Corporate Affairs, Govt. of India [File No.1/1/2018-CL.I dated May 07, 2018]. In view of the above, M/s. Sanghai & Co., Chartered Accountants (Firm Reg. No. 319079E) appointed by the members at the 35<sup>th</sup> Annual General Meeting for tenure of 4 years upto the conclusion of the 39<sup>th</sup> Annual General Meeting will continue as the Statutory Auditors of the Company, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.

### **AUDIT QUALIFICATIONS**

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Sanghai & Co. Chartered Accountants, Statutory Auditors, in their report on the Company's financial statements for the year ended on 31<sup>st</sup> March, 2018. Further, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

### **DETAILS OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OF THE COMPANIES ACT 2013, OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.**

There are no frauds reported by the Auditors under sub-section (12) of Section 143 of the Companies Act 2013, other than those which are reportable to the Central Government.

### **SECRETARIAL AUDITOR**

The Company had appointed Mr. Dinesh Agarwal, Practicing Company Secretary, holding membership of The Institute of Company Secretaries of India (Membership No. 6315 FCS; Certificate of Practice No. 5881) as the Secretarial Auditor of the Company for FY 2017-2018 to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report as received from Mr. Dinesh Agarwal is appended to this Report as **Annexure III.**

## **INTERNAL AUDITOR AND THEIR REPORT**

The Board appointed M/s. L.K. Bhonia & Co. Chartered Accountant, as Internal Auditors to conduct Internal Audit for the FY 2017-18. During the year under review, M/s. L.K. Bhonia & Co, Internal Auditor's had submitted their Report for the financial year 2017-18 for various quarters/period to the Audit Committee for its review and necessary action.

## **MANAGEMENT DISCUSSION ANALYSIS REPORT (MDAR)**

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(f) & (3) and other applicable regulation read with Schedule-V of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 [SEBI (Listing Obligations & Disclosure Requirements), 2015] is presented in a separate section and forms part of the Annual Report.

## **CORPORATE GOVERNANCE REPORT AND ITS COMPLIANCE CERTIFICATE**

Pursuant to the Listing Regulations, a separate section titled 'Corporate Governance' has been included in this Annual Report, along with the Reports on 'Management Discussion and Analysis' and 'General Shareholder Information'. All Board members and Senior Management personnel have affirmed compliance with the code of conduct for FY 2018. A declaration to this effect signed by the Managing Director of the Company is included in this Annual Report.

A certificate from auditors of the Company regarding compliance of conditions of Corporate Governance is annexed to this Report.

## **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **DISCLOSURE ON NOMINATION AND REMUNERATION COMMITTEE AND NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2018 comprises of the following Directors viz. Mr. Navin Kumar Jain, Managing Director; Mr. Tapan Sodani, Chairman and Non-executive Independent Director; Mrs. Barkha Agarwal, Non-executive Independent Director. Further, all recommendations of Nomination and Remuneration Committee were accepted by the Board of Directors. The detailed Nomination and Remuneration Committee and its terms of reference and meetings held and attended by the members during the year are mentioned in Corporate Governance Report Section. The Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013.

During the year under review, the company has complied with the requirements of Section 178 of the Companies Act, 2013 read with applicable regulation 19 of SEBI (Listing Obligations & Disclosure Requirements), 2015. The Company Secretary of the Company acts as the Secretary to the Committee. The Policy is annexed to this report which forms integral part of this report. The

contents of the policy are uploaded on company website and also stated in the Corporate Governance Report.

### **RISK MANAGEMENT**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 17(9) of the SEBI (Listing Obligations & Disclosure Requirements), 2015. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures.

The Audit committee facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting.

### **WHISTLE BLOWER/ VIGIL MECHANISM**

The Company has formulated a codified Vigil Mechanism Policy incorporating the provisions relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements), 2015, in order to encourage Directors and Employees of the Company to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in anyway. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith. The said Policy is available on the Company's website [www.authum.com](http://www.authum.com).

### **PARTICULARS OF EMPLOYEES, KEY MANAGERIAL PERSONNEL AND RELATED DISCLOSURES**

In accordance with the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are appended to this Report as **Annexure II**. The information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as none of the employees are covered under the same.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The provisions of Section 186 of the Companies Act, 2013, pertaining to investment and lending activities is not applicable to the Company since the Company is an NBFC whose principal business is the acquisition of securities. During the year the Company has not provided any guarantee.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **(A) Conservation of Energy and Technology Absorption:**

The Company has no activity relating to Conservation of Energy and Technology Absorption as stipulated in Rule 8(3) of Companies (Accounts) Rules, 2014.

**(B) Foreign Exchange Earnings & Outgo**

During the year under review, the Company did not have any Foreign Exchange Earnings or Outgo.

**CEO & CFO CERTIFICATION**

Certificate from Mr. Navin Kumar Jain, Managing Director and, pursuant to Regulation 17(8) of the Listing Regulations for the financial year 2017-18 was placed before the Board of Directors of the Company at its meeting held on 14<sup>th</sup> May, 2018 and also forms part of Report on Corporate Governance. Company is in the process of putting in place a Chief Financial Officer with experience profile commensurate to the size and business of the company

A certificate from auditors of the Company regarding compliance of conditions of Corporate Governance is annexed to this Report.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013:**

Anti-Sexual Harassment Policy as per the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013, is not applicable to your Company.

**COMPLIANCE**

The Company is registered as a non-deposit accepting non-systemically important NBFC. The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations, including the RBI Directions.

During FY 2017-18, there were no frauds committed by the Company and no material frauds committed on the Company by its officers or employees.

**ACKNOWLEDGEMENTS:**

The Directors would like to place on record their gratitude for the valuable guidance and support received from the Reserve Bank of India, the Securities and Exchange Board of India, the Registrar of Companies, and other government and regulatory agencies and to convey their appreciation to the Members, bankers, lenders, vendors and all other business associates for the continuous support given by them to the Company. The Directors also place on record their appreciation of all the employees of the Company for their commitment, commendable efforts, team work and professionalism.

**For and on behalf of the Board of Directors**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

**Navin Kumar Jain**  
**DIN: 00465888**  
**Managing Director**

**Barkha Agarwal**  
**DIN: 05190461**  
**Director**



**Annexure I****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L51109WB1982PLC035088
2.	Registration Date	17 <sup>th</sup> July, 1982
3.	Name of the Company	Authum Investment & Infrastructure Limited
4.	Category/Sub-category of the Company	Public Company/Limited by Shares
5.	Address of the Registered office & contact details	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No.212, Kolkata-700001 Phone No. 033-40068296 Web Address: <a href="http://www.authum.com">www.authum.com</a> Email ID: <a href="mailto:authum.investment@gmail.com">authum.investment@gmail.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Private Limited. 23, R.N. Mukherjee Road, 5 <sup>th</sup> Floor, Kolkata - 700001 Ph. No. :(033) 2248-2248

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities	649	97.46

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of Shares Held	Applicable Section
1					
2	NOT APPLICABLE				
3					



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)** Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter A = A(1) + A(2)</b>	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-

Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
Provident Funds/Pension Funds	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	6241630	0	6241630	54.1428	5760290	0	5760290	49.9674	-4.18
i) Indian	0	0	0	0.00	0	0	0	0.00	0
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	97711	0	97711	0.8476	113745	0	113745	0.9867	0.14
ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	5188415	0	5188415	45.0067	5650441	0	5650441	49.0145	4.01
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals									
Clearing Members	334	0	334	0.0029	3614	0	3614	0.0314	0.03
Trusts									
Foreign Bodies – D R									
<b>Sub-total (B)(2):-</b>	11528090	0	11528090	100.00	11528090	0	11528090	100.00	0.00

Total Public Shareholding (B)=(B)(1)+(B)(2)	11528090	0	11528090	100.00	11528090	0	11528090	100.00	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>11528090</b>	<b>0</b>	<b>11528090</b>	<b>100.00</b>	<b>11528090</b>	<b>0</b>	<b>11528090</b>	<b>100.00</b>	<b>0.00</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1								
2	<b>NOT APPLICABLE</b>							
4								

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:**
**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	Shareholding at the beginning of the year		Increase/ Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1.	Khazana Tradelinks Private Limited					
	01/04/2017	1385000	12.0141	No change in the shareholding during the year	-	-
	31/03/2018	-	-		1385000	12.0141
2.	Vinod Lodha					
	01/04/2017	140000	1.2144	Increase in the Shareholding by purchase of shares dated:  31.01.2018- 50000 01.02.2018- 50000 02.02.2018- 75000 05.02.2018- 525000 07.02.2018- 75000 22.02.2018- 34800 23.02.2018- 49864 27.02.2018- 39800 28.02.2018- 67000 07.03.2018- 50190	-	-
	31/03/2018	-	-		1156654	10.0004
3.	Pagaria Holding Private Limited					
	01/04/2017	903200	7.8348	No change in the shareholding during the year	-	-
	31/03/2018	-	-		903200	7.8348
4.	Attribute Shares & Securities Private Limited.					
	01/04/2017	525000	4.5541	No change in the shareholding during the year	-	-
	31/03/2018	-	-		525000	4.5541
5.	Kashish Multitrade Private Limited.					

	01/04/2017	525000	4.5541	No change in the shareholding during the year	-	-
	31/03/2018	-	-		525000	4.5541
6.	Lucky Commotrade Private Limited.					
	01/04/2017	525000	4.5541	No change in the shareholding during the year	-	-
	31/03/2018	-	-		525000	4.5541
7.	Linkline Agencies Private Limited.					
	01/04/2017	448566	3.8911	No change in the shareholding during the year	-	-
	31/03/2018	-	-		448566	3.8911
8.	Rajesh Jain					
	01/04/2017	-	-	Increase in the shareholding by purchase of Equity shares dated 16/03/2018 (144398 shares) and 23/03/2018 (298407 shares)	-	-
	31/03/2018	-	-		442858	3.8416
9.	Bhaskar Mondal					
	01/04/2017	420000	3.6433	No change in the shareholding during the year	-	-
	31/03/2018	-	-		420000	3.6433
10.	Vijay Kumar Patodia					
	01/04/2017	371112	3.2192	No change in the shareholding during the year	-	-
	31/03/2018	-	-		371112	3.2192
11.	Manju Patodia					
	01/04/2017	357105	3.0977	No change in the shareholding during the year	-	-
	31/03/2018	-	-		357105	3.0977
12.	Forever Flourishing Finance & Investment Private Limited.					
	01/04/2017	525000	4.5541	Decrease in shareholding by selling of shares dated 15/09/2017	-	-
	31/03/2018	-	-		-	-

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NA	NA	NA	NA
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

**V) INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,16,68,138	0	0	2,16,68,138
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>2,16,68,138</b>	<b>0</b>	<b>0</b>	<b>2,16,68,138</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	5,43,76,784	8,00,00,000	0	13,43,76,784
* Reduction	0	0	0	0
<b>Net Change</b>	<b>5,43,76,784</b>	<b>8,00,00,000</b>	<b>0</b>	<b>13,43,76,784</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7,60,44,922	8,00,00,000	0	15,60,44,922
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>7,60,44,922</b>	<b>8,00,00,000</b>	<b>0</b>	<b>15,60,44,922</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Managing Director				Total Amount
		Navin Kumar Jain	----	----	---	
1	Gross salary	600000.00	-	-	-	600000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-	-	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-	-
5	Others, please specify- Sitting Fees	10000.00	-	-	-	10000.00
	Total (A)	610000.00	-	-	-	610000.00
	Ceiling as per the Act	NA	NA	NA	NA	NA

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Barkha Agarwal	Tapan Sodani	
1	Independent Directors			
	Fee for attending board committee meetings	10000.00	10000.00	20000.00
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>Total (1)</b>	<b>10000.00</b>	<b>10000.00</b>	<b>20000.00</b>
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	<b>10000.00</b>	<b>10000.00</b>	<b>20000.00</b>
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	NA	NA	NA



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS Vivek Mishra	CFO	Total
<b>1</b>	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	527500	-	527500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
<b>2</b>	Stock Option	-	-	-
<b>3</b>	Sweat Equity	-	-	-
<b>4</b>	Commission	-	-	-
	- as % of profit	-	-	-
	Others specify...	-	-	-
<b>5</b>	Others, please specify	-	-	-
	<b>Total</b>	<b>527500</b>		<b>527500</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		<b>NIL</b>			
Punishment		<b>NIL</b>			
Compounding		<b>NIL</b>			
<b>B. DIRECTORS</b>					
Penalty		<b>NIL</b>			
Punishment		<b>NIL</b>			
Compounding		<b>NIL</b>			
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		<b>NIL</b>			
Punishment		<b>NIL</b>			
Compounding		<b>NIL</b>			

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 14<sup>th</sup> May 2018

Sd/-  
Navin Kumar Jain  
DIN: 00465888  
Managing Director

Sd/-  
Barkha Agarwal  
DIN: 05190461  
Director

**Annexure II**

Disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<b>Sr. No</b>	<b>Particulars</b>	<b>Reply</b>
i	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year	Managing Director - 2.25:1
ii	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary Or Manager, if any, in the financial year	The percentage increase in the remuneration of the Company Secretary is 5%
iii	The percentage increase in the median remuneration of employees in the financial year	N.A.
iv	The number of permanent employees on the rolls of company	5
v	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	N.A.
vi	The key parameters for any variable component of remuneration availed by the directors	N.A.
vii	Affirmation that the remuneration is as per the remuneration policy of the company	We hereby, confirm that remuneration to the employees is paid as per the remuneration policy of the company

**For and on behalf of the Board of Directors**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

**Sd/-**  
**Navin Kumar Jain**  
**DIN: 00465888**  
**Managing Director**

**Sd/-**  
**Barkha Agarwal**  
**DIN: 05190461**  
**Director**

**Annexure III****Annexure to the Report of the Board of Directors****Form No.MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018.

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
M/s Authum Investment & Infrastructure Limited,  
7, Mangoe Lane,  
2nd Floor, Room No.212,  
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by '**M/s Authum Investment & Infrastructure Limited**' (CIN: L51109WB1982PLC035088) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the '**M/s Authum Investment & Infrastructure Limited**', books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by '**M/s Authum Investment & Infrastructure Limited**' ("the Company") for the financial year ended on 31st March 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

**Not applicable as the Company has no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

**Not applicable as the company has not raised share capital during the financial year under review.**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

**Not applicable as the Company has not granted any Options to its employees during the financial year under review.**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

**Not applicable as the Company has not issued any debt securities during the financial year under review.**

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and

**Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.**

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

**Not applicable as the Company has not bought back any of its securities during the financial year under review.**

- (vi) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:

- Reserve Bank Of India Directions, Guidelines and Circulars applicable to Systemically Important Non Deposit Accepting or Holding NBFCs (NBFC-ND-SI\_50Crore)

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard-1 and Secretarial Standard-2 issued by The Institute of Company Secretaries of India. (Applicable to the Company during the audit period as it has come into force on 1st day of July, 2015).
- (ii) The Listing Agreements entered into by the Company with 'The Calcutta Stock Exchange Limited' and 'The Bombay Stock Exchange Limited'.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

- Delay in filing of Form MGT-14 filed u/s 179(3) of the Companies Act, 2013 for March 31, 2017.
- Delay in filing of Form ADT-1 for the purpose of appointment of Auditor as on 25/09/2017.
- The provision of Section 203 in respect of appointment of CFO is yet to be complied with.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and women director

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the audit period under review all decisions at Board meeting and Committee Meeting were carried out unanimously

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the Company has no specific events/ actions having major bearing the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

**Place: Kolkata**  
**Date: 14/05/2018**

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**Dinesh Agarwal**  
**(Practicing Company Secretary)**  
**FCS No. 6315**  
**C P No. 5881**

**Note:** This report is to be read with our letter of even date which is annexed as **"ANNEXURE A"** and forms an integral part of this report.

**“ANNEXURE A”**

**To,  
The Members,  
M/s Authum Investment & Infrastructure Limited,  
7, Mangoe Lane,  
2nd Floor, Room No. 212,  
Kolkata-700001**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Kolkata  
Date: 14/05/2018**

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**Dinesh Agarwal  
(Practicing Company Secretary)  
FCS No. 6315  
C P No. 5881**



## MANAGEMENT DISCUSSION AND ANALYSIS

A listed Company, Authum Investment & Infrastructure Limited is engaged in the business of fund-based activities viz, investment in shares & securities, providing loans and advances, etc. It is a non-systemically important non-deposit taking Non-Banking Financial Company (NBFC-D) registered with the Reserve Bank of India (RBI). It's a registered NBFC with RBI, since 2009 and operating successfully under overall superintendence, directions and regulation of the regulatory authority.

### MACRO-ECONOMIC REVIEW

The world growth rate has strengthened to 3.8% in 2018 (fastest since 2011) with all round rebound in global trade. All major economies across the globe from America to Europe to China and other emerging markets including India have grown in the year 2017-2018. Even Brazil and Russian economies have posted better growth in 2018. It is expected that global growth can rise to 3.9% in 2018 and 2019, though it is vulnerable to changes in trade policy, a sudden deterioration in global financial conditions and rising geopolitical tensions. The fears of protectionism, retaliatory actions and trade wars may pose a major challenge to the World economy.

However, inspite of volatile and uncertain global market, India's growth story remains intact. India achieved a GDP growth of 6.6% in financial year 2018 despite of temporary disruptions caused by the demonitisation and some teething issues in implementation of GST. In 2017, the World Economic Forum (WEF) ranked India as the 40<sup>th</sup> most 'Competitive economy' in South Asia and the country's ranking was moved up by 30 spots to the 100<sup>th</sup> rank on the World Bank's Ease of Doing Business rankings.

### OPPORTUNITIES AND THREATS

Overall the growth outlook for India for FY19 remains optimistic benefiting from conducive domestic & global environment and is expected to rise further to 7.4-7.5 %, on the back of various policy reforms implemented by the government & supportive fiscal policies. Following factors are expected to spur India's growth story.

- a. Implementation of GST is expected to increase tax compliances in the Country which will foster growth of formal sector and allow lending business to flourish.
- b. Credit off-take is expected to improve and be more broad based due to increase in investment activity in private sector.
- c. Fall in currency will support exports and large sectors like pharma, IT services and manufacturing are expected to gain from this movement.
- d. The momentum of growth in rural and agricultural belts is expected to be sturdy as, India's weather department has predicted a normal monsoon in 2018 and the continuous support of the Central Government to rural and infrastructure sectors. However, the management remains cautious as few challenges for the India' growth story like continuously surging crude oil prices, tightening of global financial conditions and increasing geopolitical tensions and retaliatory trade wars.

## **SEGMENTS - WISE OR PRODUCT WISE PERFORMANCE**

Your company has only one segment and entire revenue is generated from financial activities only. Accordingly, segment reporting as required under accounting Standard-17, issued by the Institute of Chartered Accountants of India, is not applicable.

## **RISK & CONCERN**

The Volatile nature of the securities market especially in the light of impending large scale trade wars and resultant fall out on capital flows, makes the company's business susceptible to volatilities. Besides this growth of the Company is exposed to risks like human resource risk and regulatory and compliance risk in addition to unforeseen natural disasters and geo-political issues. Our management is committed to contain risks and endeavors to maximize shareholders wealth. As risk is an integral part of the business of the Company, it manages the risk by diversifying its investment portfolio, by maintaining a conservative financial profile, by following prudent business and risk management practices.

## **OUTLOOK**

Even though the profit margin for the current financial year 2018 has come down owing to volatile market, your management expects and endeavors to achieve a robust period of growth in the coming year. Your management endeavors to capitalize on the opportunities as its unfolding both in its Investments & trading assets as also in the lending book. Efforts are on to grow and build each of its assets classes in scale and make it self-sustaining

## **CAUTIONARY STATEMENT**

Statement in this Management Discussion and analysis describing the Company's objective, projection, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

## **REPORT ON CORPORATE GOVERNANCE**



### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the Organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stakeholders.

Authum is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself against each such practice in the industry. Authum understands and respects its fiduciary and trusteeship role and responsibility to its stakeholders and strives hard to meet their expectations. Authum believes that Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. Over the years, the governance processes and systems have therefore been strengthened at Authum. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work place have been institutionalized. The Company's Equity shares are presently listed on two Stock Exchanges in India namely The Calcutta Stock Exchange Limited and BSE Limited.

Authum has complied in all material respects with the features of Corporate Governance Code as per revised Regulation 27 of the SEBI LODR, 2015 with the Stock Exchanges

### **CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES**

A Code of Conduct as applicable to the Board of Directors and Senior Executives (Vice Presidents and above) has been approved. The said Code has also been displayed on the Company's website [www.authum.com](http://www.authum.com). The Board Members and Senior Executives have affirmed their compliance with the Code and a declaration signed by the Chairman & Managing Director (CEO in terms of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements), 2015 is given below. It is hereby declared that the Company has obtained from all the Board Members and Senior Executives an affirmation that they have complied with the Code of Conduct for the financial year 2017-2018.

### **BOARD OF DIRECTORS**

The Company's Board consists of Two Non-Executive Directors and One Executive Director as on **31/03/2018**. The Chairman of the Board is an Executive Director. Name and category of each Director is given below:

Name of Directors	Category of Director	Board Meetings attended during 2017-2018	No. of Directorships of other Indian companies as on 31 <sup>st</sup> March, 2018	Membership of mandatory Board Committees of other companies as on 31 <sup>st</sup> March, 2018	No. of Ordinary Shares held as on 31 <sup>st</sup> March, 2018
				<b>Chairman</b>	<b>Member</b>
Navin Kumar Jain	Managing Director	4	2	None	None
Tapan Sodani	Independent Director	4	1	None	None
Barkha Agarwal	Independent Director	4	2	None	None

\* Excludes Directorships in foreign companies and companies incorporated under Section 8 of the Companies Act 2013.

During the financial year 2017-2018 under review, the Board of Directors met 4 times on the following dates: 29<sup>th</sup> May 2017, 12<sup>th</sup> August 2017, 13<sup>th</sup> November 2017 and 14<sup>th</sup> February 2018.

### **AUDIT COMMITTEE**

The Company has an Audit Committee consisting of the following Directors:

Name	Designation	Category
Mr. Tapan Sodani	Chairman	Non-Executive, Independent
Mrs. Barkha Agarwal	Member	Non-Executive, Independent
Mr. Navin Kumar Jain	Member	Executive, Managing Director

Four Audit Committee meetings were held during the year 2017-2018: 19<sup>th</sup> May 2017, 19<sup>th</sup> July 2017, 13<sup>th</sup> November 2017 and 14<sup>th</sup> February 2018. The Company Secretary Acts as the Secretary to the Audit Committee. The terms of reference of the Audit Committee includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by Management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions

- k. Qualifications in the draft audit report
- l. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- m. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- n. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- o. Approval or any subsequent modification of transactions of the company with related parties;
- p. Scrutiny of inter-corporate loans and investments;
- q. Valuation of undertakings or assets of the company, wherever it is necessary;
- r. Evaluation of internal financial controls and risk management systems;
- s. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- t. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- u. Discussion with internal auditors of any significant findings and follow up there on;
- v. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- w. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- x. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- y. To review the functioning of the Whistle Blower mechanism;
- z. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate

### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statute, rules and regulations which the Committee deems relevant, make recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors and Key Managerial personnel of the Company, ensure 'fit and proper' status of the existing/ proposed Directors and KMPs of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time, and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and under the Listing Agreement with the Stock Exchanges.

The Committee comprises Mr. Tapan Sodani – Independent & Non-Executive Director, Mrs. Barkha Agarwal - Independent & Non-Executive Director & Mr. Navin Kumar Jain-Executive Director, Mrs. Barkha Agarwal & Mr. Navin Kumar Jain act a Member whereas Mr. Tapan Sodani acts a Chairman of the Nomination and Remuneration Committee and Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

### Meetings of the Nomination and Remuneration Committee of the Company:

Two committee meetings were held during the year on 30<sup>th</sup> May 2017 and 25<sup>th</sup> August 2017. The Nomination and Remuneration Committee at its said meetings discussed and approved various matters.

The Nomination and Remuneration Committee is primarily responsible to:

- i) Identify potential candidate to become Board Member.
- ii) Recommending nominee for various committees of the Board
- iii) Ensuring that appropriate procedures are in place to assess Board's effectiveness.
- iv) Developing an annual evaluation process of the Board and its committee
- v) Formulation of criteria for evaluation of Independent Directors and the Board.
- vi) Any other matter referred to the Nomination and Remuneration Committee by the Board of Directors of the Company.

Below given is the Remuneration Policy of the Company:

### **REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration Policy is stated below:

Nomination & Remuneration Policy:

#### **1. Preamble**

- 1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.
- 1.2 In terms of Section 178 of the Companies Act, 2013 which has been made effective from 01<sup>st</sup> April, 2014 by the Central Government vide notification no. S.O. 902(E) issued on 26<sup>th</sup> March, 2014, this Remuneration Policy named as Authum Investment & Infrastructure Limited Remuneration Policy ("the Policy") is being framed and formulated for laying down criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 1.3 The policy will be reviewed by the Nomination and Remuneration Committee of the Board of Directors, as and when required.



## 2. Aims & Objectives

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
- 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level.
- 2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.1.3 The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the “pay-for-performance” principle.
- 2.1.4 The remuneration policy will ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

## 3. Principles of remuneration

- 3.1 **Support for Strategic Objectives:** Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company’s vision and strategy.
- 3.2 **Transparency:** The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 **Internal equity:** The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organization. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 **External equity:** The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company’s remuneration practices at that time.
- 3.5 **Flexibility:** Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 1.6 **Performance-Driven Remuneration:** The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 1.6.1 **Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.



#### 4. Compensation Structure

- 4.1 **Remuneration to Non-Executive Directors:** The Non-executive Directors of the Company are paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings are fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors may be paid such remuneration as the Board may approve from time to time subject to limits prescribed from time to time in the Act or Rules made there under.
- 4.2 **Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel(s) (SMPs):** The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director/ Whole Time Directors (MD/ WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

#### 5. Supplementary provisions

- 5.1 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 5.2 The right to interpret this Policy vests in the Board of Directors of the Company.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee oversees and reviews Redressal of shareholder and investor grievances, recording dematerialization & rematerialisation of shares, deal with matters relating to Authum Code of Conduct for Prohibition of Insider Trading framed in line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and related matters. The Committee comprises Mr. Tapan Sodani - Independent & Non-Executive Director, Mrs. Barkha Agarwal - Independent & Non-Executive Director & Mr. Navin Kumar Jain - Executive Director. Mrs. Barkha Agarwal & Mr. Navin Kumar Jain act as a Member whereas Mr. Tapan Sodani acts as a Chairman of the Stakeholders Relationship Committee. Company Secretary of the Company acts as the Secretary to the Stakeholders Grievance Committee and is assigned with the responsibilities of overseeing investor grievances.

During the year under review, the Committee met 4 (Four) times dated 11<sup>th</sup> April 2017, 07<sup>th</sup> July 2017, 13<sup>th</sup> November 2017 and 14<sup>th</sup> February, 2018.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee (CSR Committee) is constituted in line with the provisions of Section 135 of the Companies Act, 2013 in order to formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. The committee monitors the CSR Policy and recommends the amount of

expenditure to be incurred on the activities mentioned in the CSR Policy. The Committee comprises of Mr. Tapan Sodani - Independent & Non-Executive Director, Mrs. Barkha Agarwal - Independent & Non-Executive Director & Mr. Navin Kumar Jain - Executive Director. Mrs. Barkha Agarwal & Mr. Tapan Sodani act as a Member whereas Mr. Navin Kumar Jain acts as a Chairman of the CSR Committee and Company Secretary of the Company acts as the Secretary to the CSR Committee.

During the year under review, the meeting of the committee was held on 14<sup>th</sup> February, 2018.

### **DETAILS OF GENERAL BODY MEETING**

#### **1. Location and Time where last three AGMs were held**

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>
2016-2017	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No. 212, Kolkata-700001	25.09.2017	11.30A.M.
2015-2016	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No. 212, Kolkata-700001	30.09.2016	11.30A.M.
2014-2015	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No. 212, Kolkata-700001	30.09.2015	11.30 A.M.

#### **2. No special resolution was put through Postal Ballot at the last AGM or during the year under review.**

### **DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTY, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS**

During the last 3 (Three) years, there were no strictures or penalties imposed by either Stock Exchanges or Securities and Exchange Board of India (SEBI) or any statutory authority for non-compliance of any matter related to the capital markets.

### **INSIDER TRADING CODE:**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Board of Directors of the Company have formulated 'Authum Code of Conduct for Prohibition of Insider Trading' (Authum Insider Code) in the shares and securities of the Company by its Directors and Designated Employees in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The said Code is available on the Company's website [www.authum.com](http://www.authum.com). Company Secretary is the Compliance Officer for monitoring adherence to the Regulations for the preservation of price sensitive information, pre-clearance of trades and implementation of the Authum Code of Conduct for Prohibition of Insider Trading.

### **INDEPENDENT DIRECTORS MEETING**

In terms of Section 149 of the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors held on 14<sup>th</sup> February, 2018 without the presence of the Managing Director, or any management team. The meeting was attended by all the Independent Directors and enabled them to discuss various matters pertaining to the Company's affairs and thereafter put forth their combined views to the Board. The Meeting was held to discuss:

- a) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- c) Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

### **WHISTLE BLOWER POLICY (VIGIL MECHANISM)**

The Company has formulated a codified Whistle Blower Policy in order to encourage Directors and employees of the Company to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in anyway. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith. The said Policy is available on the Company's website-[www.authum.com](http://www.authum.com).

The Company affirms that none of the employees have been denied access to the Audit Committee. Quarterly report with number of complaints received, if any, under the Whistle Blower Policy and their outcome is placed before the Audit Committee of the Company at quarterly intervals.

### **MEANS OF COMMUNICATION**

The quarterly financial results of the Company are normally published in the The Echo of India and Arthik Lipi.

The quarterly financial results and half-yearly financial results of the Company are not sent to each shareholder. However, the company ensures that its financial results are sent to the concerned Stock Exchange immediately after the same have been considered and taken on record by the Board of Directors.

The Management Discussion and Analysis Report is a part of the Annual Report of the Company for the year under review.

**GENERAL SHAREHOLDER INFORMATION**

1.	Annual General Meeting Date and Time	Saturday, 29 <sup>th</sup> September, 2018 at 11.30 A.M
2.	Venue	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No. 212, Kolkata-700001
3.	Financial Calendar- Financial Reporting for 2018-19  1. Results for the first quarter ending 30 <sup>th</sup> June, 2018( Un-audited )  2. Results for the second quarter ending 30 <sup>th</sup> September, 2018 (Un-audited )  3. Results for the third quarter ending 31 <sup>st</sup> December, 2018 (Un-audited)  4. Results for the fourth quarter ending 31 <sup>st</sup> March 2019 (Audited)	within 45 days of the end of quarter within 45 days of the end of quarter  within 45 days of the end of quarter  within 60 days of the end of year
4.	Financial Calendar for Annual General Meeting	September, 2019
5.	Book Closure Date	Thursday, 20 <sup>th</sup> September 2018 to Saturday, 29 <sup>th</sup> September 2018 (both days inclusive) for Annual General Meeting.
6.	Listing on Stock Exchanges	The Equity shares of the Company are presently listed on following stock exchanges:  i.) The Calcutta Stock Exchange Limited 7, Lyons Range. Kolkata- 700001  ii) BSE Limited P.J. Towers Dalal Street Mumbai- 400001
7.	Script Code and ISIN Number	Script Code at The Calcutta Stock Exchange Limited : 011262 BSE Limited : 539177  ISIN Number of the Script: : INE206F01014
8.	Listing Fees and Custodian Fees	The Listing Fees have been paid upto Financial Year ended 31/03/2019
9.	Registrar & Share	Maheshwari Datamatics (P) Limited.

	Transfer Agent	23, R.N. Mukherjee Road, 5 <sup>th</sup> Floor Kolkata-700 001 (West Bengal)																																																																														
10.	Registered Office Address	7, Mangoe Lane, 2 <sup>nd</sup> Floor, Room No.212, Kolkata-700001 Phone No. 033-40068296 Web Address: <a href="http://www.authum.com">www.authum.com</a> Email ID: <a href="mailto:authum.investment@gmail.com">authum.investment@gmail.com</a>																																																																														
11.	Financial Year of the Company	1 <sup>st</sup> April to 31 <sup>st</sup> March																																																																														
12.	Corporate Identification Number (CIN):	L51109WB1982PLC035088																																																																														
13.	Market Price Data	<p>Shares of the Company are listed on The Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited (BSE). There is no trading during the entire year 2016-2017 on Calcutta Stock Exchange and very thinly traded on BSE, however data is provided as below.</p> <p><b>MARKET PRICE DATA</b></p> <p>Details of monthly open, high, low and close prices and volume of shares traded on BSE are given below:</p> <table><tr><th>Month</th><th>Open (Rs.)</th><th>High (Rs.)</th><th>Low (Rs.)</th><th>Close (Rs.)</th><th>No. of shares Traded during the month</th></tr><tr><td>Apr-17</td><td>24.05</td><td>31.5</td><td>24.05</td><td>26.4</td><td>15219</td></tr><tr><td>May-17</td><td>25.8</td><td>34.35</td><td>25.8</td><td>32.75</td><td>26615</td></tr><tr><td>Jun-17</td><td>31.2</td><td>31.2</td><td>25.65</td><td>29</td><td>1894</td></tr><tr><td>Jul-17</td><td>29</td><td>30.45</td><td>23.25</td><td>23.25</td><td>9992</td></tr><tr><td>Aug-17</td><td>24.4</td><td>28.25</td><td>20.5</td><td>27.75</td><td>11644</td></tr><tr><td>Sep-17</td><td>29.1</td><td>42.05</td><td>26.15</td><td>41.4</td><td>559487</td></tr><tr><td>Oct-17</td><td>41.45</td><td>45</td><td>36.6</td><td>39.3</td><td>10809</td></tr><tr><td>Nov-17</td><td>37.6</td><td>64</td><td>35.6</td><td>61.85</td><td>39274</td></tr><tr><td>Dec-17</td><td>59.2</td><td>71.5</td><td>55</td><td>61.2</td><td>35045</td></tr><tr><td>Jan-18</td><td>66.85</td><td>69.95</td><td>57.7</td><td>69.4</td><td>79463</td></tr><tr><td>Feb-18</td><td>69.85</td><td>86.55</td><td>55.7</td><td>63.45</td><td>1074116</td></tr><tr><td>Mar-18</td><td>69.85</td><td>75</td><td>51.1</td><td>53.2</td><td>765453</td></tr></table> <p><a href="http://www.bseindia.com">www.bseindia.com</a></p>	Month	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of shares Traded during the month	Apr-17	24.05	31.5	24.05	26.4	15219	May-17	25.8	34.35	25.8	32.75	26615	Jun-17	31.2	31.2	25.65	29	1894	Jul-17	29	30.45	23.25	23.25	9992	Aug-17	24.4	28.25	20.5	27.75	11644	Sep-17	29.1	42.05	26.15	41.4	559487	Oct-17	41.45	45	36.6	39.3	10809	Nov-17	37.6	64	35.6	61.85	39274	Dec-17	59.2	71.5	55	61.2	35045	Jan-18	66.85	69.95	57.7	69.4	79463	Feb-18	69.85	86.55	55.7	63.45	1074116	Mar-18	69.85	75	51.1	53.2	765453
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14.	Share Transfer	<p>In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved.</p> <p>The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance pertaining to share transfer formalities as required under Regulation 40(9) &amp; (10) of the SEBI (Listing Obligations &amp; Disclosure Requirements), 2015 with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.</p>																																																																														

15.	Dematerialisation of Shares	<p>As on 31<sup>st</sup> March, 2018; 11,528,090 shares aggregating to Rs. 115,280,900/- of the fully paid up share capital are held in dematerialized mode.</p> <p>Based on a SEBI directive, the Equity shares of the Company are permitted to be traded only in dematerialised form and are available for demat under both the Depositories in India - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).</p> <p>As on 31<sup>st</sup> March, 2018; 100% shares of the Company are in demat mode.</p> <p>The bifurcation of shares held in DPs as on 31<sup>st</sup> March, 2018 is given below –</p> <table><tr><th>Name of DP</th><th>No. of Share Holders</th><th>No. of Shares</th><th>% age of Shares</th></tr><tr><td></td><td></td><td></td><td></td></tr><tr><td>NSDL</td><td>296</td><td>7292113</td><td>63.255</td></tr><tr><td>CDSL</td><td>495</td><td>4235977</td><td>36.745</td></tr><tr><td><b>TOTAL</b></td><td><b>791</b></td><td><b>1528090</b></td><td><b>100.00</b></td></tr></table>	Name of DP	No. of Share Holders	No. of Shares	% age of Shares					NSDL	296	7292113	63.255	CDSL	495	4235977	36.745	<b>TOTAL</b>	<b>791</b>	<b>1528090</b>	<b>100.00</b>
Name of DP	No. of Share Holders	No. of Shares	% age of Shares																			
NSDL	296	7292113	63.255																			
CDSL	495	4235977	36.745																			
<b>TOTAL</b>	<b>791</b>	<b>1528090</b>	<b>100.00</b>																			
16.	GDRs/ADRs/Warrants or any convertible investments	No GDRs/ADRs/Warrants or any convertible investments have been issued by the Company.																				
17.	Address for Shareholder Correspondence	<p>All correspondence regarding share transfers, dematerialization of share certificates and other related matters should be addressed to M/s. Maheshwari Datamatics (P) Limited, 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor Kolkata-700 001 (West Bengal)</p> <p>Members are requested to quote their folio number/DP Id &amp; Client Id in all their correspondence with the Company &amp; the Registrars.</p>																				
18.	Depositories	<p>i) National Securities Depository Limited Trade World, A Wing, 4<sup>th</sup>&amp;5<sup>th</sup> Floor Kamala Mills Compound, Senapati Bapat Marg Lower Parel, Mumbai-400 013 Telephone No. 022-2499 4200 Email ID: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Web Site: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a></p> <p>ii) Central Depository Services (India ) Limited 17<sup>th</sup> Floor, Dalal street, Mumbai- 400001 Telephone No.: 022- 2272 3333 Email Id: <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a> Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p>																				
19.	Distribution of shareholding as on 31 <sup>st</sup> March, 2018	<table><tr><th>Nominal Value of Equity Shares</th><th>No of Shareholders</th><th>No. of shares</th><th>% of Total Capital</th></tr><tr><td>1 - 500</td><td>672</td><td>41222</td><td>00.3576</td></tr><tr><td>501 - 1000</td><td>29</td><td>20249</td><td>00.1756</td></tr><tr><td>1001 - 2000</td><td>11</td><td>15970</td><td>00.1385</td></tr></table>	Nominal Value of Equity Shares	No of Shareholders	No. of shares	% of Total Capital	1 - 500	672	41222	00.3576	501 - 1000	29	20249	00.1756	1001 - 2000	11	15970	00.1385				
Nominal Value of Equity Shares	No of Shareholders	No. of shares	% of Total Capital																			
1 - 500	672	41222	00.3576																			
501 - 1000	29	20249	00.1756																			
1001 - 2000	11	15970	00.1385																			

55

		2001 - 3000	4	10186	00.0884
		3001 - 4000	3	10600	00.0919
		4001 - 5000	0	0	00.0000
		5001 - 10000	4	28882	00.2505
		10001 and above	68	11400981	98.8975
		<b>TOTAL</b>	<b>791</b>	<b>11528090</b>	<b>100.00</b>
<b>20.</b>	Category wise distribution of shareholding as on 31 <sup>st</sup> March, 2018	<b>Category</b>	<b>Total No. Shares Held</b>	<b>% of Shareholding</b>	
		1. Shareholding of Promoter and Promoter Group			
		A. Indian			
		B. Foreign			
		<b>Total Shareholding of Promoter and Promoter Group</b>	<b>0</b>	<b>0</b>	
		2. Public Shareholding			
		A. Institutions			
		B. Non-Institutions			
		a. Bodies Corporate	5760290	49.9674	
		b. Individual Holding			
		i) Nominal Shares Capital up to Rs. 2 Lakh	245229	2.1272	
		ii) Nominal Share Capital in excess of Rs. 2 Lakh	5518957	47.8740	
		c. Qualified Foreign Investor	-	-	
		C. Any Other - Clearing Member	3614	0.0314	
		<b>Total Public Shareholding</b>	<b>11528090</b>	<b>100.00</b>	
		3. Shares Held By Custodians and against which Depository Receipts have been issued (Public)	<b>0</b>	<b>0</b>	
		Grand Total (A+B+C)	<b>11528090</b>	<b>100.00</b>	
<b>21.</b>	Audit qualifications	It is always the Company's endeavor to present unqualified financial Statements. There is no audit qualification in the Company's financial statements for the year ended on 31 <sup>st</sup> March, 2018			
<b>22.</b>	Reporting of Internal Auditor	The Internal Auditor may report directly to the Audit Committee. The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and also attends the Meetings for reporting their audit findings to the Audit Committee.			
<b>23.</b>	Redressal of Grievances	The share transfer and shareholder related activities of the Company are attended and processed by the Registrar and Share Transfer Agents (RTA) of the Company. It is the responsibility of the RTA, inter alia, to register share			



		<p>transfers, co-ordinate with the depositories and to look after the Redressal of shareholders' and Investors' complaints. The complaints/queries received from Investors relating to transfer of shares, non-receipt of annual reports, dividends, share certificates etc.</p> <p>The Company has appointed Maheshwari Datamatics (P) Limited; 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700 001 (West Bengal), India as Registrar &amp; Share Transfer Agent of the Company. Further, for any grievance member can mail it to: <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a></p>
25.	Reconciliation of Share Capital Audit	As stipulated by SEBI, a qualified practicing Company Secretary carries out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the concerned Stock Exchanges. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialization form (held with NSDL and CDSL) and total number of shares in physical form.
26.	Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)	The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, payment of dividend, maintenance of registers and records, minutes of meetings, transmission of shares and debentures, passing of resolution by circulation, affixing of common seal, forfeiture of shares and Board's Report. Although these Standards are optional in nature, the Company substantially adhere to the Standards voluntarily.
27.	Secretarial Audit	The Company undertook the Secretarial Audit of records and documents in accordance with Section 204 of the Companies Act, 2013 and the Rules made there under. The Secretarial Audit Report confirms that the Company has complied inter alia with all the applicable provisions of the Companies Act, 1956 (as applicable), Companies Act, 2013 and the Rules made there under, Depositories Act, 1996, Listing Agreements with the Stock Exchanges, Securities Contracts (Regulation) Act, 1956 and all the Regulations and Guidelines of the Securities and Exchange Board of India (SEBI) as applicable to the Company, including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008. The Secretarial Audit Report for the financial year ended 31 <sup>st</sup> March, 2018 is provided in the Annual Report.
28.	Compliance Officer	<p>Mr. Vivek Mishra (Company Secretary)</p> <p>ACS- A25925</p> <p>7, Mangoe Lane, 2<sup>nd</sup> Floor, Room No. 212</p> <p>Kolkata- 700001</p> <p>Telephone No.: 033- 4006 8296</p> <p>Email ID: <a href="mailto:authum.investment@gmail.com">authum.investment@gmail.com</a></p>

29.	Role of Company Secretary in overall governance process	<p>The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He assists and advises the Board in ensuring good corporate governance as well as in complying with the corporate governance requirements. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and in accordance under Section 205 of the Companies Act, 2013 reports to the Board regarding compliance with the provisions of the Companies Act, 2013, the rules made there under and other laws applicable to the Company. He is also the interface between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and Services of the Company Secretary.</p>
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**To,  
The Members of  
Authum Investment and Infrastructure Limited.**

7, Mangoe Lane, 2<sup>nd</sup> Floor  
Room No. 212  
Kolkata- 700001

I, Navin Kumar Jain, Managing Director, hereby declare that to the best of my knowledge and belief, all members of the Board of Directors and Senior Management Personnel have confirmed compliance with Company's Code of Conduct for the year ended 31<sup>st</sup> March, 2018.

Thanking You,

Yours truly

**Sd/-  
Navin Kumar Jain  
Managing Director  
DIN :00465888**

**Place: Kolkata  
Date: 14<sup>th</sup> May, 2018**

**Certification by the Director's pursuant to SEBI (Listing Obligations & Disclosure Requirements), 2015 Listing Agreement regarding financial Statements**

**To**

**The Board of Directors**

**Authum Investment & Infrastructure Limited**

7, Mangoe Lane, 2<sup>nd</sup> Floor

Room No. 212

Kolkata- 700001.

We have reviewed the financial statements, read with the cash flow statement of Authum Investment and Infrastructure Limited for the year ended 31<sup>st</sup> March, 2018, and to the best of our knowledge and belief, we state that;

a) (i) These statements do not contain any materially untrue statement nor do they omit any material fact or contain statements that may be misleading.

(ii) These statements present the true and fair view of the company's affairs and are in compliance with current Accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company and have disclosed to the auditors and Audit Committee deficiencies in the design or operation of internal control, if any, and steps taken or proposed to be taken for rectifying these deficiencies.

d) We have indicated to the auditors and audit committee:

(i) Significant changes, if any in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

(ii) There are no instances of fraud involving the management or an employee.

(iii) Significant Changes, if any in the internal controls over financial reporting during the year;

**Sd/-**

**Navin Kumar Jain**

**Managing Director**

**DIN :00465888**

**Place: Kolkata**

**Date: 14<sup>th</sup> May, 2018**

**Auditor's Certificate on Compliance of conditions of Corporate Governance as per Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements), 2015 with the Stock Exchange.**

**TO THE MEMBERS OF**

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by M/s. Authum Investment & Infrastructure Limited for the year ended on 31<sup>st</sup> March, 2018 as stipulated in Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in **Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements), 2015**

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

*For Sanghai & Co.*  
**Chartered Accountants**  
**Firm Reg. No. 319079E**

**Kamlesh Kumar Agarwal**  
**Partner**  
**Membership No. 067461**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

## **INDEPENDENT AUDITOR'S REPORT**

**TO,  
THE MEMBERS OF AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Authum Investment & Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure – "A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet and the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.



- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For SANGHAI & CO**  
**Chartered Accountants**  
**Firm Reg. No: 319079E**

**Kamlesh Kumar**  
**Agarwal**  
**Partner**  
**Membership No: 067461**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

## **Annexure – A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March, 2018, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold any immovable property.
2. The inventories of Shares being held in electronic mode. Accordingly, paragraph 3(ii) of the Order is not applicable.
3. The Company has granted loans to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the act')
  - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - (b) The terms of arrangements do not stipulate any repayment schedule and the loans (including interest) are repayable on demand.
  - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 to the extent applicable to it.
5. The Company has not accepted any deposits from the public.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, the Company is regular in depositing undisputed statutory dues (including income tax, other statutory dues applicable to it) with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, and other statutory dues in arrears were outstanding as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no such statutory dues which have not been deposited on account of any dispute.
8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, banks, government or debenture holder.
  9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
  10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
  11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
  12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
  13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
  14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
  15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
  16. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is Non-Banking Finance Company and it is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SANGHAI & CO**  
**Chartered Accountants**  
**Firm Reg. No: 319079E**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

**Kamlesh Kumar Agarwal**  
**Partner**  
**Membership No: 067461**

## **Annexure - B to the Independent Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Authum Investment & Infrastructure Limited** ("the Company") as of **31<sup>st</sup> March, 2018** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SANGHAI & CO**  
**Chartered Accountants**  
**Firm Reg. No: 319079E**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

**Kamlesh Kumar Agarwal**  
**Partner**  
**Membership No: 067461**

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	As At March 31, 2018 Amount (Rs)	As At March 31, 2017 Amount (Rs)
<b><u>I. Equity and Liability</u></b>			
<b><u>(A) Shareholders' Fund</u></b>			
Share Capital	1	115,280,900	115,280,900
Reserves & Surplus	2	580,878,768	520,969,019
<b><u>(B) Current Liabilities</u></b>			
Short-Term Borrowings	3	156,044,922	21,668,138
Trade Payables	4	319,042,323	99,363,255
Other Current Liabilities	5	656,639	665,922
Short-Term Provisions	6	3,512,039	30,870,722
<b>TOTAL</b>		<b>1,175,415,591</b>	<b>788,817,956</b>
<b><u>II. Assets</u></b>			
<b><u>(A) Non-Current Assets</u></b>			
Fixed Assets - Tangible Assets	7	3,663	6,944
Non-Current Investments	8	174,731,696	139,721,696
<b><u>(B) Current Assets</u></b>			
Inventories	9	640,295,226	461,249,654
Cash and Cash Equivalents	10	2,945,982	7,642,682
Short-Term Loans and Advances	11	312,927,436	180,196,980
Other Current Assets	12	44,511,588	-
<b>TOTAL</b>		<b>1,175,415,591</b>	<b>788,817,956</b>
<b>Significant Accounting Policies and Notes to Financial Statements</b>	16		

In term of our report of even date annexed herewith

**For SANGHAI & CO**

Chartered Accountants

Firm Reg No: 319079E

Kamlesh Kumar Agarwal

Partner

Membership No: 067461

Place: Kolkata

Date: May 14, 2018

**For and on behalf of the Board**

Navin Kumar Jain

Managing Director

DIN: 00465888

Barkha Agarwal

Director

DIN: 05190461

Vivek Mishra

Company Secretary

**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Note No.	Year ended March 31, 2018 Amount (Rs)	Year ended March 31, 2017 Amount (Rs)
<b><u>Revenue</u></b>			
<b>Revenue from Operations:</b>			
Sale of Shares & Securities		3,422,731,387	2,143,710,421
Interest Income		8,580,768	27,223,684
Profit on Derivatives Trading		27,480,145	67,995,957
Profit on Sale of Investments		542,282	-
Profit/(Loss) on Speculation in Shares & Securities		(34,987,966)	(24,374,967)
<b>Other Income:</b>			
Dividend		89,173,499	2,499,318
Interest on Income Tax Refund		-	104,133
<b>Total Revenue</b>		<b>3,513,520,115</b>	<b>2,217,158,546</b>
<b><u>Expenses</u></b>			
Purchase of Shares & Securities		3,573,791,972	2,013,865,482
Changes in inventories of Shares & Securities		(179,045,572)	47,027,955
Employee Benefits Expenses	13	1,821,765	1,656,211
Finance Cost	14	9,034,232	8,638,885
Depreciation		3,281	8,906
Securities Transaction Tax		15,531,354	9,655,931
Other Expenses	15	3,619,522	1,549,822
Contingent Provisions against Standard Assets		60,777	(361,383)
<b>Total Expenses</b>		<b>3,424,817,331</b>	<b>2,082,041,809</b>
<b>Profit before Tax</b>		<b>88,702,784</b>	<b>135,116,737</b>
<b><u>Less:</u></b>			
Current Tax		26,508,459	49,992,725
Income Tax for Earlier Years		2,284,576	1,613,461
Deferred Tax		-	(304)
<b>Profit after Tax</b>		<b>59,909,749</b>	<b>83,510,855</b>
Earning Per Share - Basic		5.20	7.24
Earning Per Share - Diluted		5.20	7.24
<b>Significant Accounting Policies and Notes to Financial Statements</b>	16		

In term of our report of even date annexed herewith

**For SANGHAI & CO**  
Chartered Accountants  
Firm Reg No: 319079E

Kamlesh Kumar Agarwal  
Partner  
Membership No: 067461

Place: Kolkata  
Date: May 14, 2018

**For and on behalf of the Board**

Navin Kumar Jain  
Managing Director  
DIN: 00465888

Barkha Agarwal  
Director  
DIN: 05190461

Vivek Mishra  
Company Secretary



## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR 2017-2018

PARTICULARS	Year ended March 31, 2018 Amount (Rs)	Year ended March 31, 2017 Amount (Rs)
<b><u>(A) Cash flow from Operating Activities:</u></b>		
Net Profit before taxation, and extraordinary items	88,702,784	135,116,737
Adjustments for:		
Depreciation	3,281	8,906
Loss/ (Profit) on Sale of Investments	(542,282)	-
Contingent Provisions against Standard Assets	60,777	(361,383)
<b>Operating Profit before Working Capital Changes</b>	<b>88,224,560</b>	<b>134,764,260</b>
Decrease (Increase) in Inventories	(179,045,571)	47,027,955
Decrease (Increase) in Short-Term Loans and Advances	(165,549,522)	126,880,092
Decrease (Increase) in Other Current Assets	(44,511,588)	-
Increase (Decrease) in Trade Payables	219,679,068	(39,629,402)
Increase (Decrease) in Other Current Liabilities	(9,283)	111,960
<b>Cash Generated from Operations</b>	<b>(81,212,336)</b>	<b>269,154,866</b>
Taxes Paid	(23,393,430)	(11,345,190)
<b>Net Cash from Operating Activities</b>	<b>(104,605,766)</b>	<b>257,809,676</b>
<b><u>(B) Cash flow from Investing Activities:</u></b>		
(Purchases) / Sales of Investments (Net)	(34,467,718)	(127,594,944)
<b>Net Cash used in Investing Activities</b>	<b>(34,467,718)</b>	<b>(127,594,944)</b>
<b><u>(C) Cash flow from Financing Activities:</u></b>		
Proceeds/ (Repayment) of Short-Term Borrowings (net)	134,376,783	(123,060,424)
<b>Net Cash (used in) / from Financing Activities</b>	<b>134,376,783</b>	<b>(123,060,424)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>	<b>(4,696,700)</b>	<b>7,154,308</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>7,642,682</b>	<b>488,374</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>2,945,982</b>	<b>7,642,682</b>

In term of our report of even date annexed herewith

**For SANGHAI & CO**

Chartered Accountants

Firm Reg No: 319079E

Kamlesh Kumar Agarwal

Partner

Membership No: 067461

Place: Kolkata

Date: May 14, 2018

**For and on behalf of the Board**

Navin Kumar Jain

Managing Director

DIN: 00465888

Barkha Agarwal

Director

DIN: 05190461

Vivek Mishra

Company Secretary



## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

Notes to financial statements for the year ended March 31, 2018

Note No.	Particulars	As at 31.03.2018		As at 31.03.2017	
		Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
1	<b><u>SHARE CAPITAL</u></b>				
(a)	Authorised Share Capital				
	Equity Shares of Rs. 10/- each	12,000,000	120,000,000	12,000,000	120,000,000
		12,000,000	120,000,000	12,000,000	120,000,000
(b)	Issued, Subscribed & Fully Paid-up Capital				
	Equity Shares of Rs. 10/- each	11,528,090	115,280,900	11,528,090	115,280,900
		11,528,090	115,280,900	11,528,090	115,280,900

Of the above:

82,34,350 Equity Shares of Rs.10/- each allotted as bonus shares in the F.Y. 2012-13 by capitalization of credit balance in Statement of Profit & Loss.

(c)	Reconciliation of Equity shares outstanding at the beginning and at the end of the reporting year	As at 31.03.2018		As at 31.03.2017	
		Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
	Balance at the beginning of the year	11,528,090	115,280,900	11,528,090	115,280,900
	Allotment of Bonus Equity Shares during the year	-	-	-	-
	Balance at the end of the year	11,528,090	115,280,900	11,528,090	115,280,900

(d)	Shareholders holding more than 5% of Equity Share capital (Either individually or in joint holding as first holder)	As at 31.03.2018		As at 31.03.2017	
		(Nos.)	(%)	(Nos.)	(%)
(i)	Khazana Tradelinks Pvt Ltd	1,385,000	12.01	1,385,000	12.01
(ii)	Pagaria Holding Pvt Ltd	903,200	7.83	903,200	7.83
(iii)	Vinod Lodha	1,156,654	10.03	-	-
		3,444,854	29.88	2,288,200	19.85

(e)	<b>Terms / rights attached to Equity Shares</b>
	The Company has only one class of equity shares having par value of Rs 10/- per share. All these shares have the same right with respect to payment of dividend, repayment of capital and voting.
	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

Notes to financial statements for the year ended March 31, 2018

Note No.	Particulars	As at March 31, 2018 Rs.	As at March 31, 2017 Rs.
2	<b><u>RESERVES AND SURPLUS</u></b>		
(a)	<b><u>Amalgamation Reserve</u></b>		
	Balance as per last account	105,563,298	105,563,298
	Addition during the year	-	-
	(a)	105,563,298	105,563,298
(b)	<b><u>Statutory Reserve Fund</u></b>		
	<b><u>(In terms of Section 45-IC of the RBI Act, 1934)</u></b>		
	Balance as per last account	120,812,952	104,110,781
	Addition during the year	11,981,950	16,702,171
	(b)	132,794,902	120,812,952
(c)	<b><u>Surplus in Statement of Profit &amp; Loss</u></b>		
	Balance as per last account	294,592,769	227,784,085
	Add: Transfer from Statement of Profit & Loss	59,909,749	83,510,855
	Less: Transfer to Statutory Reserve Fund	11,981,950	16,702,171
	(c)	342,520,568	294,592,769
	<b><u>Total (a to c)</u></b>	580,878,768	520,969,019
3	<b><u>SHORT TERM BORROWINGS</u></b>		
	(Loan repayable on demand, Secured)		
	From other parties	76,044,922	21,668,138
	(Loan repayable on demand, Unsecured)		
	From other parties	80,000,000	-
		156,044,922	21,668,138
4	<b><u>TRADE PAYABLES</u></b>		
	Dues to Micro, Small & Medium Enterprises	-	-
	Dues to Others	319,042,323	99,363,255
		319,042,323	99,363,255
5	<b><u>OTHER CURRENT LIABILITIES</u></b>		
	TDS Payable	350,379	508,962
	GST Payable	4,050	-
	Other Payables	302,210	156,960
		656,639	665,922
6	<b><u>SHORT TERM PROVISIONS</u></b>		
	Provision for Income Tax	3,349,390	30,768,850
	Proposed Dividend	101,575	101,575
	Contingent Provision Against Standard Asset	61,074	297
		3,512,039	30,870,722

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

NOTE NO - 7FIXED ASSETS

(Amount in Rs.)

Description	Gross Block				Depreciation				Net Block	
Particulars	As at 1.4.2017	Addition during the year	Sold during the year	TOTAL	Upto 31.03.2018	Depreciation for the year	Sale/Adjustment during the year	TOTAL	As at 31.03.2018	As at 31.03.2017
Computer	70,600	-	-	70,600	63,656	3,281	-	66,937	3,663	6,944
<b>TOTAL</b>	<b>70,600</b>	<b>-</b>	<b>-</b>	<b>70,600</b>	<b>63,656</b>	<b>3,281</b>	<b>-</b>	<b>66,937</b>	<b>3,663</b>	<b>6,944</b>
Previous Year	70,600	-	-	70,600	54,750	8,906	-	63,656	6,944	-

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

Notes to financial statements for the year ended March 31, 2018

Note No.	Particulars	Face Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
			Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
8	<b><u>NON-CURRENT INVESTMENTS</u></b> <b><u>Long Term - At Cost - Non-Trade</u></b>					
(A)	<b><u>Investment in Equity Shares</u></b> <b><u>Unquoted</u></b>					
	Bizos Software Pvt Ltd	100	30,000	3,000,000	30,000	3,000,000
	Flowers Valley Pvt Ltd	10	450,000	74,250,000	450,000	74,250,000
	Frontpoint Systems Ltd	10	208,000	2,080,000	208,000	2,080,000
	Redtech Network India Pvt Ltd	10	96,000	5,760,000	96,000	5,760,000
	Trusted Aerospace Engineering Pvt Ltd	10	804,220	1,286,752	804,220	1,286,752
(B)	<b><u>Investment in Venture Capital Fund</u></b> <b><u>Unquoted</u></b>					
	Subhkam Growth Fund-I		2,403,445	88,354,944	1,403,445	53,344,944
			<b>3,991,665</b>	<b>174,731,696</b>	<b>2,991,665</b>	<b>139,721,696</b>
	<b>Aggregate amount of unquoted investments</b>			<b>174,731,696</b>		<b>139,721,696</b>

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

Notes to financial statements for the year ended March 31, 2018

Note No.	Particulars	As at March 31, 2018 Rs.	As at March 31, 2017 Rs.
9	<b><u>INVENTORIES</u></b> (As taken valued and certified by the Management) (Cost or net realisable value which ever is lower) Closing Stock of Shares & Securities	640,295,226	461,249,654
		<b>640,295,226</b>	<b>461,249,654</b>
10	<b><u>CASH AND CASH EQUIVALENTS</u></b> Balances with Banks Cash on Hand (as certified by the management)	2,881,953 64,029	7,626,031 16,651
		<b>2,945,982</b>	<b>7,642,682</b>
11	<b><u>SHORT-TERM LOANS AND ADVANCES</u></b> (Unsecured, Considered Good) Loans to Employees Other Advances Equity Index Option Premium Account Margin Deposit for Futures & Options Taxes Paid MAT Credit Entitlement Security Deposit (Office Rent)	27,000 - - 304,230,755 8,609,681 - 60,000	118,631 3,500 1,254,240 137,331,862 18,269,678 23,159,069 60,000
		<b>312,927,436</b>	<b>180,196,980</b>
12	<b><u>OTHER CURRENT ASSETS</u></b> TDS Credit Receivable Dividend Receivable Other Receivable	1,050,098 19,058,800 24,402,690	- - -
		<b>44,511,588</b>	<b>-</b>

## AUTHUM INVESTMENT &amp; INFRASTRUCTURE LIMITED

Notes to financial statements for the year ended March 31, 2018

Note No.	Particulars	Year Ended March 31, 2018 Rs.	Year Ended March 31, 2017 Rs.
13	<b><u>EMPLOYEE BENEFITS EXPENSES</u></b>		
	Salaries & Bonus	1,728,066	1,582,586
	Staff Welfare Expenses	93,699	73,625
		<b>1,821,765</b>	<b>1,656,211</b>
14	<b><u>FINANCE COST</u></b>		
	Interest Paid on Loan Taken	9,034,232	8,638,885
		<b>9,034,232</b>	<b>8,638,885</b>
15	<b><u>OTHER EXPENSES</u></b>		
	Advertisement Expenses	12,173	12,477
	Auditors Remuneration:		
	For Audit Fees	94,400	82,298
	For Tax Audit	23,600	16,100
	For Income Tax Matter	-	51,750
	Bank Charges	3,937	6,422
	Conveyance Expenses	18,710	9,780
	Demat Account Charges	1,210	48,603
	Depository Charges	110,467	103,050
	Director Sitting Fees	30,000	37,500
	Electricity Charges	19,610	9,630
	Filing Fees	49,000	13,186
	Miscellaneous Expenses	72,978	97,923
	Postage & Stamp	30,400	29,908
	Printing & Stationery	80,964	54,390
	Professional & Consultancy Charges	2,105,196	224,077
	Professional Tax	2,500	2,500
	Rent Paid	252,000	252,000
	Repair & Maintenance	78,596	10,050
	Service Tax / GST	21,826	5,628
	Stamp Duty on Shares (Investments)	-	185,625
	Stock Exchange Listing Fees	327,750	269,075
	Sundry Balance W/off	236,879	-
	Telephone and Internet Broadband Expense	18,694	18,309
	Travelling Expenses	28,632	9,541
		<b>3,619,522</b>	<b>1,549,822</b>



**NOTES NO - 16****SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS****A. SIGNIFICANT ACCOUNTING POLICIES****Basis of Preparation of Financial Statements**

The financial Statements have been prepared to comply with the generally accepted accounting principles in India, including the Accounting Standard notified under the relevant provision of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention.

**1. Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

**2. Fixed Assets**

Fixed assets are stated at cost. All cost attributable to bring the fixed assets to a working condition is capitalized.

**3. Depreciation**

Depreciation on fixed assets is provided on Written down Value method in accordance with the Schedule II to the Companies Act, 2013.

**4. Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged for when asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**5. Investments**

Investments that are intended to be held for more than a year from the date of acquisitions are classified as Long Term Investments and are carried at cost, Provision for diminution in value of long term investments is made only if, such a decline is other than temporary in nature in opinion of management. Current Investments are stated at cost or fair market value whichever is lower.

**6. Inventories**

Inventory consists of shares and securities purchased for trading purposes. These are valued at lower of cost and net realizable value. Cost is computed on FIFO basis.

**7. Revenue Recognition**

Interest income is accounted on accrual basis.

Dividend income is recognised on accrual basis.

Realised gains and losses in respect of shares & securities and units of mutual funds are calculated as the difference between the net sales proceeds and their cost.

Transaction in respect of dealing in share and securities are recognised on trade dates.

## **8. Equity Index / Stock Futures**

- i) Margin Deposits representing margin paid for entering into a contract for equity index/stock futures which are released on final settlement/squaring up of the underlying contract, are disclosed under Loans and advances.
- ii) Equity index/stock futures are marked to market on a daily basis and any favorable or unfavorable difference is recognized in the statement of profit & loss on daily basis.

## **9. Equity Index / Stock Options**

- i) Margin deposits representing margin paid for selling of contract for equity index /stock options which are released on final settlement/squaring up of the underlying contracts are disclosed under Loans and Advances.
- ii) Premium paid or received on buying or selling of call or put option (as the case may be) is recognized in the statement of profit & loss as and when call or put option bought or sold.
- iii) On expiry of the contracts and/or exercise of option,
  - (a) In case of Call Option – Buy or Sell, if the final settlement remains above the strike price, then, difference between the settlement price and strike price (debit in case of Call Sell and Credit in case of Call Buy) is recognized in the statement of profit & loss.
  - (b) In case of Put Option – Buy or Sell, if the final settlement remains below the strike price, then, difference between the settlement price and strike price (debit in case of Put- Sell and Credit in case of Put - Buy) is recognized in the statement of profit & loss.

## **10. Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable /virtual certainty that the asset will be realized in future.

## **11. Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimate in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## **12. Employee Benefits**

Short-term employee benefits are charged off in the year in which the related service is rendered.



**13. Foreign Currency Transaction**

- i) Transactions in foreign exchange are accounted at the exchange rates prevailing on the date of the transaction.
- ii) Changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognized in the Profit & Loss account as they arise.

**14. Events occurring after the Balance Sheet Date**

Assets and liabilities are adjusted for events occurring after the balance sheet date that provide additional evidence to assist the estimation of amounts relating to conditions existing at the balance sheet date.

**15. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such as asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018****1. Public Deposits**

The Company has not accepted any public deposit during the year.

**2. Related Party Disclosure**

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

Related parties with whom the company had transactions during the year.

<b>(i)</b>	Key Management Personnel (KMPs)	Mr. Navin Kumar Jain
<b>ii)</b>	Relatives of KMPs	Mrs. Arti R. Kathotia
<b>iii)</b>	Enterprise over which KMPs or their relatives is able to exercise significant influence	
	Enterprises over which relatives of KMPs able to exercise significant influence.	Subhkam Properties LLP

Transactions with related parties:-

Particulars	As At March 31, 2018 Rs.	As At March 31, 2017 Rs.
<b>Arti R Kathotia</b> Purchase of Units (Venture Capital Fund)	35,000,000	Nil
<b>Subhkam Properties LLP</b> Loan Given	54,100,000	35,000,000
Loan Received Back	54,100,000	189,682,853
Interest Received	143,402	11,220,560
Purchase of Units (Venture Capital Fund)	Nil	53,330,910
<b>Navin Kumar Jain</b> Salary & Allowance	600,000	600,000

Balance outstanding at the year end:-

Particulars	As At March 31, 2018 Rs.	As At March 31, 2017 Rs.
<b>Arti R Kathotia</b>	Nil	Nil
<b>Subhkam Properties LLP</b>	Nil	Nil

**3. Earnings per Share**

(Amount in Rs.)

<b>Particulars</b>	<b>2017-2018</b>	<b>2016-2017</b>
Profit after Tax	59,909,749	83,510,855/-
Number of Equity Shares Outstanding (Weighted)	11,528,090	11,528,090
Nominal Value of Equity Shares – Rs.	10/-	10/-
Basic Earning per share	5.20	7.24

**4. Remuneration to Auditors:****2017-2018****2016-2017**

For Statutory Audit	94,400 /-	82,298/-
For Tax Audit	23,600/-	16,100/-
For Other Matters	Nil	51,750/-

**5. Quantitative information in respect of goods traded in the year are as under -**

<b>Particulars</b>	<b>Shares &amp; Securities</b>			
	<b>Current year</b>		<b>Previous year</b>	
	<b>Qty.</b>	<b>Amount (Rs.)</b>	<b>Qty.</b>	<b>Amount (Rs.)</b>
Opening Stock	4,924,003	461,249,654	6,611,567	508,277,609
Purchases	35,025,360	3,573,791,972	17,714,907	2,013,865,482
Sales	23,864,403	3,422,731,387	19,402,471	2,143,710,421
Closing Stock	16,084,960	640,295,226	4,924,003	461,249,654

**6. Segment Reporting**

The Company deals in only one segment and in one geographical location only hence the detailed segment reporting as per Accounting Standard 17 notified by the Companies (Accounting Standard) Rules, 2006 is not required.

**7. Deferred Tax Liabilities/ (Assets)**

(Amount in Rs.)

	<b>Opening</b>	<b>Charged (Credited)</b>	<b>Closing</b>
Tax impact of difference between carrying amount of fixed assets as per books of account and as per Income tax.	Nil	Nil	Nil

- 8.** No employee benefits in the form of Provident Fund, Superannuation and Gratuity etc. are applicable to the Company.
- 9.** During the year the company has changed its revenue recognition policy from receipt basis to accrual basis in respect of accounting of Dividend Income. Due to such change profit for the FY 2017-18 has increased by Rs. 19,058,800/-.
- 10.** The Company has not received any intimation from “Suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act has not been given.

**11. Corporate Social Responsibility (CSR):**

(a) Gross amount required to be spent by the company during the year was Rs.10,77,465/-.

(b) Amount Spent during the year on:

Particulars	In Cash	Yet to be paid in Cash	Total
(i) Construction/ acquisition of any asset	Nil		
(ii) On purposes other than (i) above	Nil	Rs.10,77,465/-	Rs.10,77,465/-

(c) The Company considers social responsibility as an integral part of its construct, as per the requirements of prevalent guidelines, constituted CSR committee during the year and the committee formulated the guiding principles of the Company CSR initiatives which are laid under the Policy formulated and adopted by the Board. Through the mandated amounts of Rs.10,77,465/- were not expended during the FY 2017-18, after the constitution of the CSR committee, a plan is laid out to implement a program which shall be in line with stated objectives shortly. The directors shall report the progress later at an opportune time.

**12.** The Company has given effect to a RBI Circular No.DNBS.PD.CC.No.207/ 03.02.002 / 2010-11 dated 17th January, 2011 and accordingly created Contingent Provision against Standard Assets in its Financial Statement.

**13. Disclosure on Specified Bank Notes**

During the previous year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 30, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification were as follows:

(Amount in Rs.)			
Particular	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	9,500	213,217	222,717
(+) Permitted Receipts	Nil	40,000	40,000
(-) Permitted Payments	Nil	43,550	43,550
(-) Amount deposited in Banks	9,500	Nil	9,500
Closing cash in hand as on 30.12.2016	Nil	209,667	209,667

**Note:** For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs Number S.O. 3407(E), dated November 8, 2016.

**14.** Figures for the previous year have been re-grouped and/or re-arranged wherever found necessary.

**For SANGHAI & CO**  
**Chartered Accountants**  
**Firm Reg. No: 319079E**

**Kamlesh Kumar Agarwal**  
**Partner**  
**Membership No: 067461**

**Place: Kolkata**  
**Date: 14<sup>th</sup> May, 2018**

**For and on behalf of board**

**Navin Kumar Jain**  
**Managing Director**  
**DIN: 00465888**

**Barkha Agarwal**  
**Director**  
**DIN: 05190461**

**Vivek Mishra**  
**Company Secretary**