

September 2, 2022

To,
**Department of Corporate Relationship
BSE Ltd.**
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001.
Scrip Code: 539177

The Calcutta Stock Exchange Limited
7, Lyons Range, Murgighata, Dalhousie,
Kolkata, West Bengal - 700 001.
Scrip Code: 011262

Dear Sir / Madam,

Subject: Disclosure of information pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the financial year 2021-22 along with Notice of the 40th Annual General Meeting to be held on **Tuesday, September 27, 2022 at 4:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members.

This is in compliance with the General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and any updates thereto (referred as "MCA Circulars") and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any update thereto ("SEBI Circulars").

In accordance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report together with the Notice of the AGM is being dispatched by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants.

The same will be available on the website of the Company at www.authum.com.

Please take note of the same in your record and acknowledge the receipt of the same.

For **Authum Investment & Infrastructure Limited**


Hitesh Vora
Company Secretary and Compliance Officer
Mem No. A40193



AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Regd. Office: 707, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400021.

Phone No.: 022-67472117 CIN: L51109MH1982PLC319008

Email Id: info@authum.com, Website: www.authum.com

NOTICE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Fortieth Annual General Meeting of the Members of Authum Investment and Infrastructure Limited will be held on Tuesday, September 27, 2022 at 4.00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 20/2021 and 03/2022 dated May 5, 2020, April 8, 2020, April 13, 2020, December 8, 2021 and May 5, 2022 respectively, to transact following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: Appointment of Mr. Sanjay Dangi (DIN: 00012833) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Sanjay Dangi (DIN: 00012833), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Dangi (DIN: 00012833), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Item No. 3: Ratification of the tenure of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the RBI Guidelines and provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee, the tenure of M/s. H. R.

Agarwal & Associates, Chartered Accountants (Firm Registration No. 323029E), as the Statutory Auditors of the Company be and is hereby ratified by the members of the Company for three years from existing five years till the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2024, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. Haridas Bhat (DIN: 09691308), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Haridas Bhat (DIN: 09691308), who was appointed as an Additional Independent Director by the Board of Directors via circular resolution passed on August 1, 2022 and holds office up to the ensuing Annual General Meeting, is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing with effect from August 1, 2022."

Item No. 5: Appointment of Mr. Rahul Bagaria (DIN: 06611268), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Rahul Bagaria (DIN: 06611268), who was appointed as an Additional Independent Director by the Board of Directors via circular resolution passed on August 1, 2022 and holds office up to the ensuing Annual General Meeting, is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing with effect from August 1, 2022."

Item No. 6: Revision in the terms of payment of remuneration to Mr. Amit Dangi, Whole Time Director & CFO (DIN: 06527044)

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification to the resolution passed by the members at the 38th Annual General Meeting of the Company held on September 30, 2020 and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision in the payment of remuneration payable to Mr. Amit Dangi (DIN: 06527044), Whole Time Director & CFO effective from May 1, 2022 till the remaining period of his tenure, by way of salary not exceeding Rs. 96.00 Lakhs per annum (plus permissible contribution to provident fund, other funds and payment of gratuity, which shall not be included in computation of the ceiling on perquisites plus other allowances and re-imbursements as per Company policy), as stated in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT except for the revision in the payment of remuneration payable, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all

such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

Item No. 7: Approval of remuneration payable to Mr. Divy Dangi son of Director and Promoter of the Company

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof or the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to appoint Mr. Divy Dangi, who is relative of Director to hold office or place of profit under the Company with its present designation as Management Executive or with such designation as the Board of Directors of the Company may, from time to time, decide, for his appointment for a period of five years effective from May 1, 2022 and remuneration (excluding reimbursement of expenses, if any) upto to Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum which shall be deemed to form part hereof with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company and any person/authority authorized by the Board of Directors of the Company be and is hereby authorised severally to promote him to higher cadres and/or to sanction him increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, as may be required in this regard.

RESOLVED FURTHER THAT any of Directors of the Company, the Company Secretary and the Compliance Officer of the Company be and are hereby authorized severally to execute and perform such acts, deeds, matters and things as may be necessary to give such directions as may be desirable that may arise in giving effect to this resolution."

Item No. 8: Increasing the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013 up to Rs. 4,000 Cr.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way

of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rs. 4,000 Crores (Rupees Four Thousand Crores Only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

Item No. 9: Approval for creation of charges, mortgages, hypothecation on the immovable and movable assets of the Company under Section 180(1) (a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors, to mortgage, hypothecate, pledge and/ or charge in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the immovable and movable assets, receivables of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, qualified institutional buyers, foreign institutional investors, banks, foreign portfolio investors, financial institutions, multilateral financial institutions, regional rural banks, cooperative banks, mutual funds, provident, pension, superannuation and gratuity funds, companies, partnership firms, limited liability partnerships, resident individual investors, Hindu undivided families, trustee(s), agent(s) to secure the debentures, senior notes, bonds, loans, hire purchase and/ or lease portfolio management transaction(s) for finance and other credit facilities, provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and

manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/ or charges on such immovable and/ or movable properties, receivables of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution."

Item No. 10: Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 750 Crore

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed earlier and pursuant to provisions of Sections 23, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as "the Act") and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/ or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consent and sanctions, and subject to the provisions of the Company's Memorandum and Articles of Association, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee(s) of the Board of Directors for Operations' (hereinafter referred to as the 'Committee') thereof constituted or to be constituted by the Board from time to time, to exercise its power conferred by this resolution) to create, offer, issue and allot such number of Equity Shares, fully convertible Debentures /partly convertible Debentures, Non-convertible Debentures, secured/unsecured redeemable Debentures, Warrants with right exercisable by the warrant holder to exchange or convert such warrants with Equity Shares of the Company at a later date simultaneously with issue of Non-convertible debentures and/ or any other permitted fully or partly convertible securities and/ or Preference Shares and/ or any other financial instruments convertible into Equity Shares, securities linked to Equity Shares and/ or securities or any combination of securities ("Securities"), at a later date, in one or more series/tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, aggregating up to Rs. 750 Crore (Seven Hundred and

Fifty Crores Only), by way of a public and/ or private offerings and/or qualified institutions placement (QIP) or any combination thereof, through issue of prospectus and/or placement document or other permissible / requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and the Act, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations:

- (i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company;
- (ii) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares;
- (iii) no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable.
- (v) The minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a. In the event the Company is making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- b. In the event of merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental body, authority or regulatory institution, the Board be and is hereby authorised to finalise the structure of the proposed Securities and all the terms and conditions in respect thereof and further, the Board, in its absolute discretion, be and is hereby authorised to dispose of such Securities that are not subscribed in such manner as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriter(s), depositories, custodian(s), registrar(s), banker(s), lawyer(s), advisor(s) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any certifications, declarations required in connection with

the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as applicable (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto

as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any Committee of Directors or Mr. Amit Dangi, Director of the Company or any other Officer of the Company, in order to give effect to the above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Item No. 11: Approval of Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and Regulation 23 of the SEBI Listing Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and/or transaction(s) and ratify the transactions entered earlier for the FY 2021-22, as may be appropriate and under the existing related party arrangement, with the following Related Parties as defined under Section 2(76) of the Act and Regulation 23 of SEBI Listing Regulation 2015 on such terms and conditions as may be mutually agreed upon between the Company and any of the Related Party, for the amount in aggregate not exceeding as mentioned against the name of each of the following Related Party during the period mentioned against the name of each Related Party:

Sr. No	Name of Related Party	Relationship	Nature of Transaction(s)	Amount (Rs. In Crores)		
				2022-41 st AGM	From April 1, 2021 till the date Notice of 40 th AGM	From the date of Notice of 40 th AGM till 41 st AGM to be held in calendar year 2023
1	Mentor Capital Limited	Promoter Group	Loan taken / to be taken	Rs. 500.00	Rs. 81.01	Upto Rs. 418.99
2	Mentor Capital Limited	Promoter Group	Loan repaid / to be repaid	Rs. 500.00	Rs. 16.06	Upto Rs. 483.94

Sr. No	Name of Related Party	Relationship	Nature of Transaction(s)	Amount (Rs. In Crores)		
				2022-41 st AGM	From April 1, 2021 till the date Notice of 40 th AGM	From the date of Notice of 40 th AGM till 41 st AGM to be held in calendar year 2023
3	Mentor Capital Limited	Promoter Group	Interest to be paid on loan	Rs. 60.00	-	Upto Rs. 60.00
4	Mentor Capital Limited	Promoter Group	Office Rent	Rs. 0.30	Rs. 0.05	Upto Rs. 0.25
5	Berix Bearing Private Limited (formerly known as SRCT Globex Private Limited)	Entities Under Common Control	Loan given / to be given / investment in debentures	Rs. 35.00	Rs. 1.65	Upto Rs. 33.35
6	Berix Bearing Private Limited (formerly known as SRCT Globex Private Limited)	Entities Under Common Control	Investment in debentures	-	Rs. 35.13 (FY. 2021-22)	-
7	Brightstreet Finserv Pvt. Ltd.	Entities Under Common Control	Loan Given and received back	-	Rs. 32.25 (FY. 2021-22)	-
8	Brightstreet Finserv Pvt. Ltd.	Entities Under Common Control	Loan repaid with interest	-	Rs. 226.38 (FY. 2021-22)	-

“RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by Company, if any exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Regulation 23 (1) of SEBI Listing Regulation 2015.

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

Mumbai, August 8, 2022

By Order of the Board of Directors

Registered Office:

707, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai – 400021.

CIN: L51109MH1982PLC319008

Phone No.: 022-67472117

Web Site: www.authum.com,

Email ID: info@authum.com

Hitesh Vora

Company Secretary & Compliance Officer

Mem. No.: A40193

NOTES:**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021 and May 5, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular No 3/2022 dated May 5, 2022, the Notice calling the AGM has been uploaded on the website of the Company at www.authum.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020 and MCA Circular No. 20/2021 dated December 8, 2021 and MCA Circular No. 3/2022 dated May 5, 2022.
8. In continuation of this Ministry's General Circular No. 3/2022 dated May 5, 2022 and after due examination, it has been decided to allow companies whose AGMs become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in the General Circular No. 3/2022 dated May 5, 2022.
9. Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
10. Brief details of Directors who are seeking appointment / re-appointment, are given in the annexure hereto as per requirements of the Companies Act, 2013 and regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').
11. Applicable statutory records and all the documents referred to in the accompanying Notice of the 40th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to info@authum.com.
12. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. In line with the General Circular No. 3/2022 dated May 5, 2022, the Company is sending Notice in electronic form only. To facilitate shareholders to receive this notice electronically and cast their vote electronically the members who have not registered their email addresses with the company can get the same registered with the company by sending their email addresses with their full name, Folio no. and holdings at info@authum.com.

Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM. In case of any queries, shareholder may write to info@authum.com.

15. Nomination facility:

As per the provisions of Section 72 of the Companies Act, 2013, read with SEBI circular dated November 3, 2021 and clarification circular dated December 14, 2021 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.

16. Unclaimed Dividend:

Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Since seven years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend is due for transfer to IEPF.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, September 24, 2022 (9.00 A.M.) and ends on Monday, September 26, 2022 (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 (record date) of September 20, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for "Authum Investment and Infrastructure Limited".
 - (i) 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.
 - (ii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (iii) 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.
 - (iv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (v) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (vi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (vii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
 - (viii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong person.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@authum.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@authum.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@authum.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on at toll free no. 1800 22 55 33.

17. General Guidelines for shareholders:

- (a) The Company has appointed Mr. Mayank Arora (FCS 10378 & CP 13609) proprietor of M/s. Mayank Arora and Co., Company Secretaries, to act as the Scrutinizer for conducting the remote e-Voting and the voting process at the AGM in a fair and transparent manner.
- (b) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of this AGM by email and holds shares as on the cut-off date i.e. September 20, 2022 may obtain the User ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com
- (c) The Members whose names appear in the Register of Members / list of Beneficial Owners as on September 20, 2022 ('cut-off date') are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

On submission of the report by the Scrutinizer, the result of voting at the meeting and remote e-Voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.authum.com and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed.

18. BOOK CLOSURE:

The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2022 to Tuesday, September 27, 2022 (both days inclusive).

19. 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.
20. 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 with whom they are maintaining their demat account.
21. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.authum.com.

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

ITEM NO. 3:

M/s. H. R. Agarwal & Associates (Firm Registration No. 323029E), Chartered Accountants, Kolkata were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 30, 2021 to hold office from the conclusion of 39th AGM till the conclusion of 44th AGM.

As per the RBI Circular dated April 27, 2021, NBFCs shall appoint statutory auditors for a continuous period of three years only. Therefore, the tenure of M/s. H. R. Agarwal & Associates (Firm Registration No. 323029E), Chartered Accountants would be changed from 5 years to 3 years subject to ratification by members at ensuing AGM. Accordingly, ratification of the members is being sought for the tenure of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the notice. The Board commends the Ordinary Resolution at item no. 3 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 3 of the accompanying notice.

ITEM NO. 4:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Mr. Haridas Bhat (DIN: 09691308) as an Independent Director, not liable to retire by rotation, for a term of 5 years from August 1, 2022. Mr. Haridas Bhat (DIN: 09691308) was appointed as an Additional Independent Director via Circular Resolution passed by the Board of Directors on August 1, 2022 and holds office up to the ensuing Annual General Meeting. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Haridas Bhat with the Company would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Haridas Bhat is a Practicing Chartered Accountant since 1986. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Haridas Bhat as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mr. Haridas Bhat, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Mr. Haridas Bhat is not related to any other Directors and Key Managerial Personnel of the Company. The detail of the Director along with a brief resume is given in the Annexure to the Notice.

ITEM NO. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Mr. Rahul Bagaria (DIN: 06611268) as an Independent Director, not liable to retire by rotation, for a term of 5 years from August 1, 2022. Mr. Rahul Bagaria (DIN: 06611268) was appointed as an Additional Independent Director via Circular Resolution passed by the Board of Directors on August 1, 2022 and holds office up to the ensuing Annual General Meeting. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Rahul Bagaria with the Company would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Rahul Bagaria is a Practicing Chartered Accountant and holds a Certified Forensic Accounting & Fraud Detection Auditor. Further details and current directorships have been given in the

Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Rahul Bagaria as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Rahul Bagaria, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Mr. Rahul Bagaria is not related to any other Directors and Key Managerial Personnel of the Company. The detail of the Director along with a brief resume is given in the Annexure to the Notice.

ITEM NO. 6:

The Chairman informed the Board that the Shareholders of the Company had at the 38th Annual General Meeting held on September 30, 2020, approved appointment of Mr. Amit Dangi as Whole Time Director of the Company. The Shareholders had at the aforesaid Annual General Meeting, also authorized the Committee to determine remuneration payable to Mr. Amit Dangi during his term as Whole Time Director upto an aggregate amount Rs. 45 Lakhs per annum with effect from June 29, 2020.

The Board was informed about the contributions made by Mr. Amit Dangi towards the business of the Company and the future prospects of the Company. The Board recommended to enhance the remuneration payable to Mr. Amit Dangi subject to the approval of the Shareholders of the Company.

The working for computation of Effective Capital as on March 31, 2022 as placed on table at the meeting, was perused and discussed by the Board to ascertain the maximum limit permissible for payment of remuneration to him.

The Board discussed the maximum remuneration payable in terms of the provisions of Schedule V of the Companies Act, 2013 and the compliances required for the said payment of remuneration.

Information about the Appointee

1. Background Details	Mr. Amit Dangi is Whole Time Director and Chief Financial Officer of the Company
2. Past Remuneration	Rs. 42,00,000/- p.a.
3. Recognition or Awards	None
4. Job Profile and his suitability	He has major roles in performing fundamental analysis to determine favorable investment opportunities and generally prefer to minimize risk while maximizing returns.
5. Remuneration proposed	Rs. 96,00,000/- p.a.

Information about the Appointee

6. Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Amit Dangi is nephew of Mr. Sanjay Dangi, Director and Mrs. Alpana Dangi, Director and Promoter of the Company
--	--

Except, Mr. Amit Dangi, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise in the said Resolution. The Board recommend passing of the Ordinary Resolution at item no. 6 of the Notice.

ITEM NO. 7:

The Chairman of the meeting informed the Board that Mr. Divy Dangi, relative (son) of the Promoter and Director of your Company, presently employed as Management Executive in the Company and remuneration payable to him upto a maximum of Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum be recommended to the Board of Directors and Members of the Company for the period of five years from May 1, 2022.

According to provisions of Section 188 of the Companies Act, 2013, the appointment of Mr. Divy Dangi to hold office or place of profit in the Company no longer requires approval of Central Government. Hence the Company is hereby seeking approval of the members by way of Special Resolution in accordance with the provisions of section 188 of the Act.

The Audit Committee and Nomination & Remuneration Committee have recommended the appointment and remuneration of Mr. Divy Dangi at their respective meetings held on May 24, 2022.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

1. Name of the Related Party	Mr. Divy Dangi
2. Name of the director or key managerial personnel who is related, if any	Mrs. Alpana Dangi and Mr. Sanjay Dangi
3. Nature of Relationship	Son of Director and Promoter
4. Nature, material terms, monetary value and particulars of the contract or arrangement	Remuneration upto Rs. 84,00,000/- p.a. for a period of 5 years
5. Any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Divy Dangi is an Industrial Engineer from North Western University and has completed his Masters in Management from LBS

The Board of Directors recommends the passing of the resolution at Item No. 7 of the Notice convening the Meeting for the approval of the Members under Section 188 of the Companies Act, 2013 by way of a Special Resolution.

No member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered

into by the company, if such member is a related party in the context of this resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sanjay Dangi and Mrs. Alpana Dangi, Directors and their relatives, are deemed to be concerned or interested in this resolution.

ITEM NO. 8 & 9

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the paid-up capital of the Company, Securities Premium and free reserves, require the approval of the Members by way of special resolution.

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 4,000 crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

The members of the Company are further informed that according to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/ renew charges, mortgages, pledges, hypothecations and floating charges on immovable or movable assets of the Company to secure its borrowings, only with the consent of the shareholders obtained by way of Special Resolution.

Hence, the Special Resolution at Item No. 8 & 9 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 8 & 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 10

The consent of the Members is being sought pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as "the Act") and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant.

The Company may require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company, to sustain growth in the business, for business expansion and to improve the financial leveraging strength of the Company, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, to meet the current operational expenses, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time to meet corporate exigencies.

Therefore, the Company seeks an enabling approval of the Members to access the capital market, through a public issue or on a private placement basis to create, offer, issue and allot equity shares or other securities convertible into Equity Shares of the Company or any combination thereof in one or more tranches up to an aggregate amount of Rs. 750 crore.

The price at which the securities will be issued, will be determined by the Board of the Company in accordance with the applicable law and consultation with the appropriate advisors.

The detailed terms and conditions for the offer of above securities will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors and will be in accordance with the terms approved by the Members in the proposed resolution.

In case of a Qualified Institutional Placement (QIP), the price at which the Securities shall be allotted to qualified institutional buyers will not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations). The relevant date

for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and the Equity Shares shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for the equity shares to be issued upon exercise of the warrants in the QIP, subject to the SEBI ICDR Regulations.

The Company may also raise funds through issuance of debt Securities. As per the provisions of the Companies Act, 2013, the Companies are not required to seek shareholders' approval for issuance of debt Securities in case the issue is within the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.

None of the promoters and the key managerial personnel of the Company will subscribe to the offer, if made under Chapter VI of the SEBI ICDR Regulations.

The proceeds of the proposed issue shall be utilised for any of the aforesaid purposes to the extent permitted by applicable provisions of law.

The Equity shares, which would be allotted, shall rank in all respects pari passu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s)

will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and

in accordance with the applicable provisions of law and other relevant factors.

This resolution will enable the Board of the Company to raise monies, as and when required during the period of one year commencing from date of passing of the resolution as proposed above.

The above proposal is in the interest of the Company, and the Board of the Company thus recommends the resolution at Item No. 10 for approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

ITEM NO. 11

Pursuant to Section 188 and other applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The transactions entered during the year with the said related parties are in accordance with the approval taken from Shareholders in the last Annual General Meeting and approval taken from the audit committee at their respective meeting for the quarter in which the transaction took place. Further, few transactions entered earlier are being ratified in accordance with the approval of the Members of the Company.

The details of the transaction entered into and proposed are mentioned below:

Name of the Related Party(ies)	Mentor Capital Limited	Mentor Capital Limited	Mentor Capital Limited	Mentor Capital Limited	Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)	Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)	Brightstreet Finserv Pvt. Ltd.	Brightstreet Finserv Pvt. Ltd.
Name of Director(s) or KMP who is/are related	Mr. Sanjay Dangi and Mrs. Alpana Dangi	Mr. Sanjay Dangi and Mrs. Alpana Dangi	Mr. Sanjay Dangi and Mrs. Alpana Dangi	Mr. Sanjay Dangi and Mrs. Alpana Dangi	Mr. Sanjay Dangi and Mr. Amit Dangi	Mr. Sanjay Dangi and Mr. Amit Dangi	Mr. Sanjay Dangi and Mr. Amit Dangi	Mr. Sanjay Dangi and Mr. Amit Dangi
Nature of Relationship	Promoter Company	Promoter Company	Promoter Company	Promoter Company	Group Company	Group Company	Group Company	Group Company

Nature of contracts / arrangements / transactions	Loan taken / to be taken	Loan repaid / to be repaid	Interest to be paid on loan taken	Rent	Loan given / to be given / investment in debentures	Investment in debentures	Loan Given and received back	Loan Given and received back
Nature, Material terms of the contracts / arrangements / Transactions	Loan taken / to be taken	Loan repaid / to be repaid	Interest to be paid on loan taken	Rent to be paid	Loan to be given / investment in debentures	Investment in debentures	Loan Given and received back	Loan Given and received back
Monetary Value	Upto Rs. 500 Crores	Upto Rs. 500 Crores	Upto Rs. 60 Crores	Upto Rs. 0.30 Crores	Upto Rs. 35 Crores	Rs. 35.1272 Crores (FY. 2021-22)	Rs. 32.25 Crores (FY. 2021-22)	Rs. 226.38 Crores (FY. 2021-22)
Are the transactions in the ordinary course of business	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Are the transactions on an arm's length basis	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Whether the transactions have been/would be approved by the Audit Committee and the Board of Directors of the Company			Yes		Yes	Yes	Yes	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	Mr. Sanjay Dangi is Director of Mentor Capital Limited and Mrs. Alpana Dangi, spouse of Mr. Sanjay Dangi is Shareholder of Mentor Capital Limited				Mr. Sanjay Dangi and Mr. Amit Dangi are Directors of Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)		Mr. Sanjay Dangi and Mr. Amit Dangi are Directors of Brightstreet Finserv Pvt. Ltd.	

Few transactions with the related parties were entered post the dispatch of Notice for 39th AGM and hence Directors are seeking ratification of the said transaction mentioned above.

The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business.

The Board is of the opinion that the transactions referred in the resolution would be in the best interest of the Company. The Board accordingly recommends the Special Resolution at Item No. 11 of the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and Section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

None of the Directors, Key Managerial Personnel, their associates and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 11 of this Notice, except to the extent of their shareholding in the Company, if any

Mumbai, August 8, 2022

By Order of the Board of Directors

Registered Office:

707, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai – 400021.

CIN: L51109MH1982PLC319008

Phone No.: 022-67472117

Web Site: www.authum.com

Email ID: info@authum.com

Hitesh Vora

Company Secretary & Compliance Officer

Mem. No.: A40193

Information pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings, in respect of Directors seeking appointment / re-appointment at the Annual General Meeting

Annexure A

Name of the Director	Sanjay Dangi (DIN: 00012833)	Haridas Bhat (DIN: 09691308)	Rahul Bagaria (DIN: 06611268)
Qualification	Chartered Accountant and Company Secretary	B. Com from University of Mysore (Poornaprajna College, Udupi) and Chartered Accountant since 1986	B.Com, Chartered Accountant and Certified Forensic Accounting & Fraud Detection Auditor
Date of birth	04/06/1970	10/05/1962	16/08/1989
Age	52 years	60 years	33 years
Initial date of Appointment	21/04/2021	01/08/2022	01/08/2022
Date of re-appointment	-	-	-
A brief resume of the directors	He is a qualified Chartered Accountant and Company Secretary. He is a first-generation entrepreneur with experience of more than 25 years in the field of investments and structured finance.	He has over 36 years of extensive experience working as Practicing Chartered Accountant since 1986. He has Specialization in Income Tax matters, has regularly attend ITAT matters in Mumbai, Pune and Ahmedabad. He was member of WIRC during the year 2003-04, 2007-08, 2020-21 and 2021-22, Member of ICAI Central Council during the year 2011-12 and 2015-16, Member of Direct Committee of Chamber of Income Tax Consultants 2016-17 and has delivered lectures in WIRC, Study Circles, on Income Tax matters. He was a Core Committee Member in JB Nagar CPE Study Circle since 2002-03, Convenor of JB Nagar CPE Study Circle year 2006-07. He was winner of Times Business Awards 2021, Mangaluru, Mysuru, Hubballi for Excellence in Financial and Tax Advisory.	He has approximately 10 years of professional experience and is Partner at Bagaria & Co. LLP which offers professional services in the field of assurance, consulting, taxation, and financial advisory services.
Expertise in specific functional areas	More than 25 years of experience in the field of investments and structured finance. He started his own NBFC with a vision to create a strong investment portfolio and a niche financial services entity. He has gained an experience of almost 25 years in the financial services and capital markets with major focus on investments in multi cap companies, real estate projects and structured lending business.	More than 36 years of extensive experience working as Practicing Chartered Accountant since 1986. He has Specialization in Income Tax matters, has regularly attend ITAT matters in Mumbai, Pune and Ahmedabad.	He has a substantial experience and expertise in the fields of strategy, M&A, Corporate Restructuring and has a passion for taxation and Company Law matters.

Name of the Director	Sanjay Dangi (DIN: 00012833)	Haridas Bhat (DIN: 09691308)	Rahul Bagaria (DIN: 06611268)
Terms and conditions of appointment / reappointment	Non-Independent Non-Executive Director w.e.f. April 21, 2021	Independent Director for a period of 5 years not liable to retire by rotation	Independent Director for a period of 5 years not liable to retire by rotation
Remuneration proposed to be paid	Nil	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.
Remuneration last drawn (including sitting fees, if any) for F.Y. 2021-22	Nil	N.A.	N.A.
Shareholding of Directors (as on March 31, 2022)	Nil	Nil	Nil
Number of Board meetings attended during the F.Y. 2021-22	9	N.A.	N.A.
Directorships held in other listed companies (as on March 31, 2022)	None	None	India Pesticides Limited - Independent Director
Directorships of other companies in India (as on March 31, 2022)	1. Mentor Capital Limited 2. Geetanjali Infosystems Private Limited 3. Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)	N.A.	Nil
Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies (as on March 31, 2022)	None	None	None
Chairmanship/ Membership of the Committees of other companies in India (as on March 31, 2022)	Mentor Capital Limited: 1. Stakeholders Relationship Committee (Chairman) 2. Audit Committee (Member)	None	India Pesticides Limited: 1. Audit Committee (Member)
Disclosure of relationships between directors inter-se	Mr. Sanjay Dangi is uncle of Mr. Amit Dangi, Whole Time Director and Chief Financial Officer of the Company and husband of Mrs. Alpana Dangi, Promoter and Non-Executive Non Independent Director of the Company	None	None

Notes



MAINSTREAMING

HOW WE ARE BUILDING A MULTY-FACETED ORGANISATION

Authum Investments & Infrastructure Limited
Annual Report 2021-22

Disclaimer

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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MAINSTREAMING

At Authum Investment & Infrastructure Limited, we have been engaged for long in the business of investing.

One of our most precious learnings is that companies graduate to their next value-creation level when they move from the unorganised to the organised and from the sidestream to the mainstream.

Over the years, we applied these learnings in our own business, expecting to graduate from the niche to the national.

The result: we expect to enhance value from the fleeting to the sustainable; from value created by a few players to a point where we can enhance value for all stakeholders.



Authum Investment & Infrastructure has been an active professional investor exposed to a range of investee companies.

The company brought to this engagement a deep analytical rigour.

This rigour resulted in a rich understanding of sustainable long-term opportunities across businesses in modern India.

Authum is now utilising this rich understanding to graduate from its core business to another.

With the objective of building a business that will be larger, more sustainable and more valuable.

Our background

Authum Investment & Infrastructure Ltd was incorporated in 1982 as a registered NBFC engaged in the investment in shares and securities on the one hand and financing activities on the other. The Company is listed on Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited.

Our footprint

The Company has its registered office in Mumbai, India's finance capital. This enhances the company's access to a number of listed companies headquartered in the city, enhancing its research capability, sectorial understanding and awareness of evolving business models.

Our business

Authum is promoted by Mrs. Alpana Dangji, who created a professional team possessing a rich multi-sectorial and multi-company understanding of more than two-and-a-half decades in India's capital markets and investment banking.

Authum comprises a competent team of research-driven professionals who possess a rich experience in financial and capital markets. The company's research team is headed by experienced professionals.

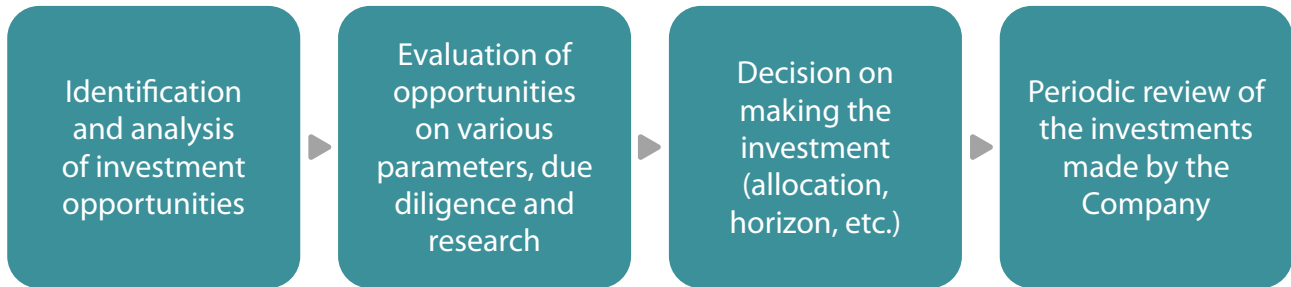
Authum Investment & Infrastructure Ltd. has invested in publicly listed and unlisted companies (providing growth capital), private equity investments, real estate investments and debt instruments. The Company has also been engaged in structured financing, fixed returns portfolio, secured lending and equity investments in emerging companies.



Our leadership

Authum possesses a competent team stewarded by promoter Mrs. Alpana Dangi and Mr. Sanjay Dangi. They created a professional team with a combined experience of more than three decades. The team (analysts) focuses on the identification and analysis of suitable equity investment opportunities.

Authum's investment process is marked by extensive research with the objective to drill down on companies with a long-term investment horizon. The company focuses on investment possibilities that translate into sizable gains leading to a profitable exit.



Talent management

Authum enjoys access (inhouse and outsourced) to professional analysts, Chartered Accountants, lawyers and Company Secretaries. These relationships have been derived through associations with the best research houses, legal teams, secretarial and legal advisors.



■ 70.28% Promoter & Promoter group
■ 29.72% Public

Key numbers

90,728.21

₹ Lakhs, total revenues in FY 2021-22

65,189.91

₹ Lakhs, increase in total revenues in FY 2021-22

255

%, Growth in total revenues in FY 2021-22

3,90,288.74

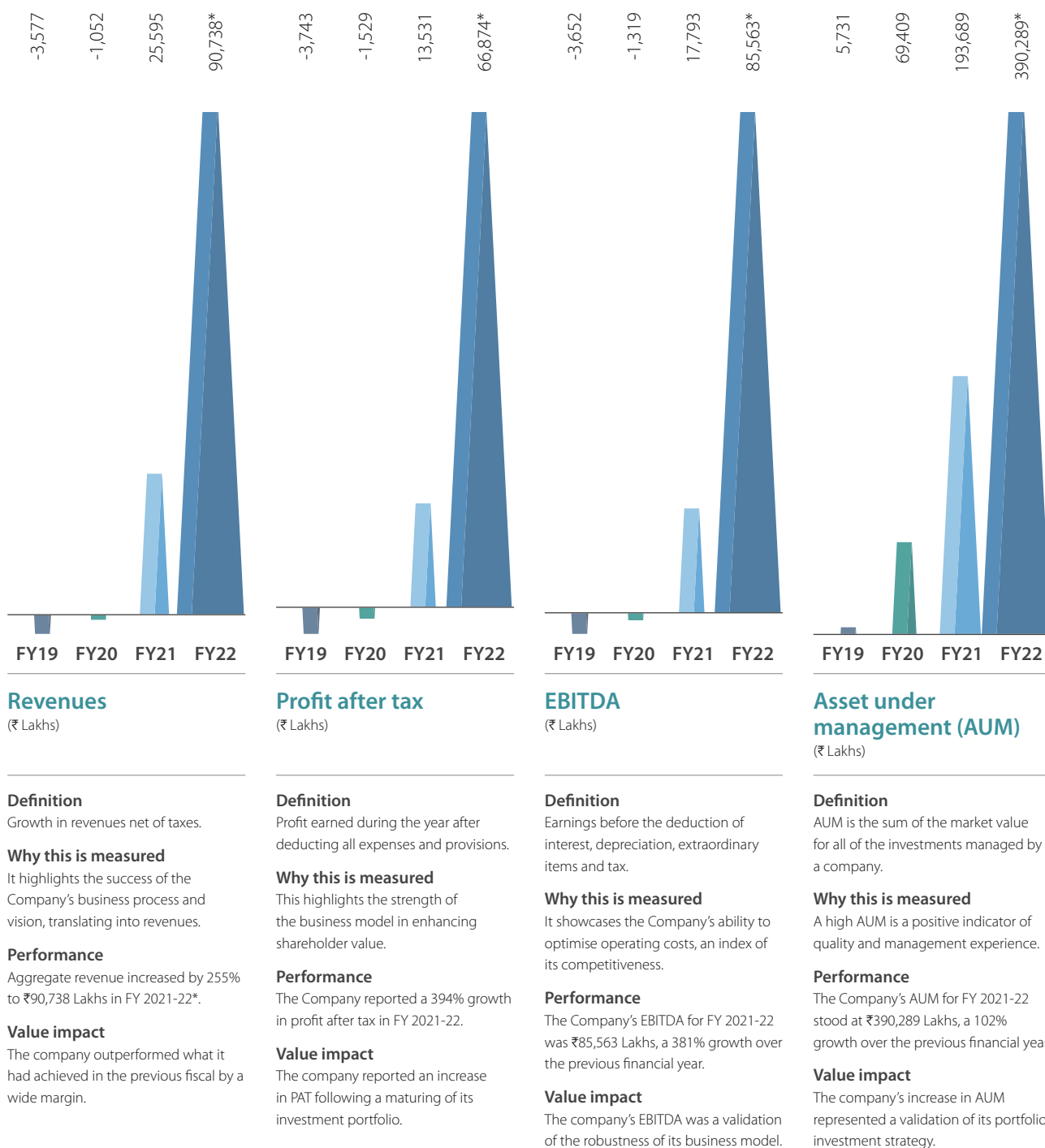
₹ Lakhs, assets under management as on March 31, 2022

2

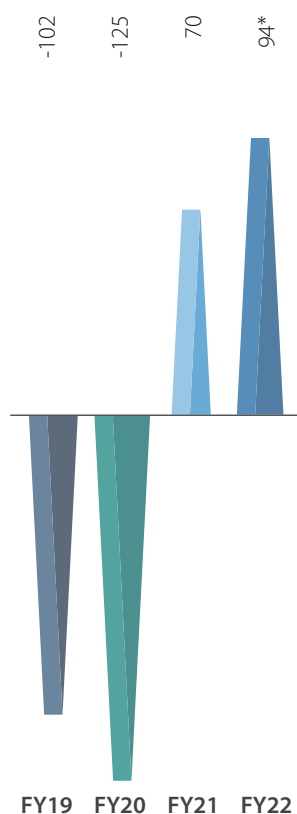
Major mortgage finance businesses bid for in the last two years*

**The acquisition of assets of RHFL and RCFL is under the statutory approval process; the company was selected as the highest bidder during the financial year 2021-22. The Company have received an LOI from ICA Lenders of Reliance Home Finance Limited and Reliance Commercial Finance Limited during the financial year 2021-22 which is subject to approval of Statutory regulators, Non-ICA Lenders and legal cases.*

How we have performed over the last few years



**The company is primarily engaged in the business of investments / trading in shares & securities which are subject to market risks and the future profits/losses may fluctuate depending upon factors & forces affecting the securities market. Hence results will not be comparable periodically.*



EBITDA margin
(%)

Definition

EBITDA margin is a profitability index used to measure the effectiveness of a Company's business model.

Why is this measured?

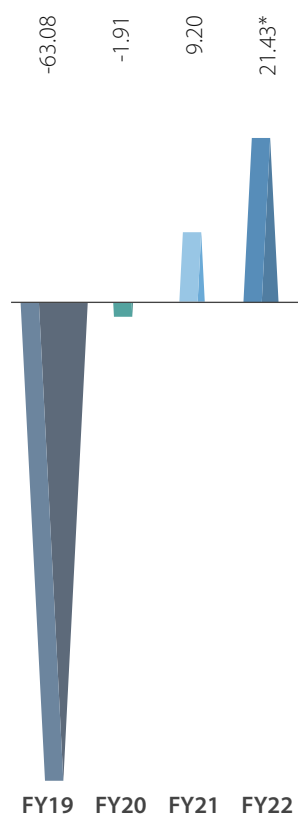
The EBITDA margin gives an idea of how much a Company earns (before accounting for interest and taxes) on each rupee of earnings (expressed as a percentage).

Performance

The Company reported a 2400 bps improvement in EBITDA margin in FY 2021-22 on account of higher revenues.

Value impact

The company reported a substantial improvement, a validation of its investment portfolio.



RoCE
(%)

Definition

It is a financial ratio that measures a Company's profitability and the efficiency with which its capital is employed in the business.

Why is this measured?

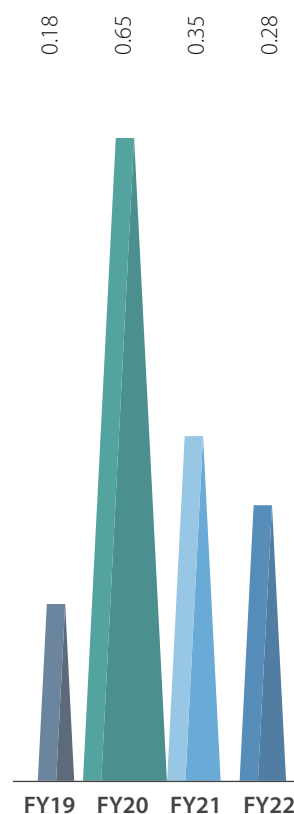
RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

Performance

The Company generated a 1223 bps growth in RoCE in FY 2021-22 on account of higher profits generated from the investment portfolio business.

Value impact

The company generated a return considerably higher than what would have been generated through an investment in fixed income financial instruments.



Debt-equity ratio
(x)

Definition

This is derived through the ratio of debt to net worth (less revaluation reserves).

Why is this measured?

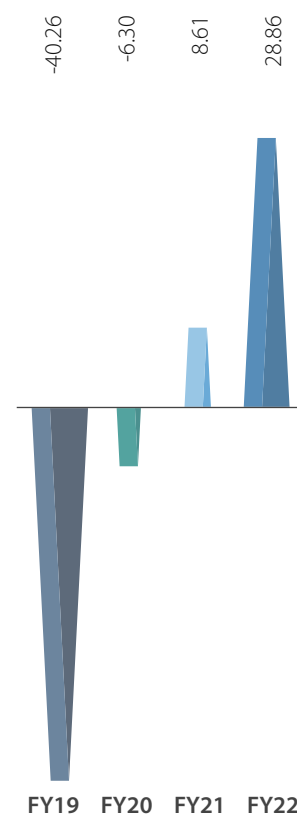
It is a measure of a Company's financial solvency.

Performance

The Company's gearing improved from 0.35x in FY 2020-21 to 0.28x in FY 2021-22.

Value impact

The company intends to strengthen its gearing through lower indebtedness.



Interest cover
(x)

Definition

This is derived through the division of EBITDA by interest outflow.

Why we measure

Interest cover indicates the Company's comfort in servicing interest, the higher the better.

Performance

The Company reported a higher interest cover at 28.86x in FY 2021-22 compared to 8.61x in the previous fiscal.

Value impact

The higher number indicates an improvement in liquidity available with the company.



CHAIRMAN'S OVERVIEW

We are at the cusp of a dramatic shift in our existence

Overview

I am pleased to report another good year of Authum Investment & Infrastructure Limited in FY 2021-22.

There are two ways of appraising our reported performance.

One, a direct understanding of how we performed is derived from the reported numbers. The company reported a 394% hike in its profit after tax – from ₹13,531 Lakhs in FY 2020-21 to ₹66,874 Lakhs in FY 2021-22.

Two, the reported numbers are an outcome of the amount of shares we sold during the last financial period, resulting in the booking of profits. During the last financial year, we selected to hold on to a large part of our portfolio, the value of that holding reflecting in unrealised gains of ₹1,61,840 Lakhs as on March 31, 2022.

The discretion of what to sell, when to sell and what price to sell influenced our performance during the last financial year and I must assure shareholders that the improvement was the result not of one-off improvement but something that can be sustained across a medium-

term perspective. The improvement was planned, guided and anticipated. As an extension of this reality, it would be relevant to add that the improvement was the outcome of our continuing optimism in the sectors and companies where we have invested and expect the portfolio to grow attractively across the future.

There are a number of reasons to justify this optimism. We believe that during the last couple of years, two important pandemic-induced developments have transpired: one, the world has decided to moderate its excessive dependence on China for resources and products, widening its supply chain. India is expected to emerge as the principal beneficiary on account of a large industrial base, higher operational transparency, talent viability, capital access and vibrant democracy. Even if a small part of China's exports were to move to India, we foresee significant improvement in the country's economic growth and a strong trickle-down into corporate Balance Sheets and market valuations.

The second development that holds out a significant long-term upside is the decision of the Indian government to encourage domestic production. What makes this different from previous such attempts is that this time the encouragement has been enshrined in an institutionalised policy – 'Atmanirbhar Bharat' – that represents a direction and Production-Linked Incentives that spell out specific incentives available for sectors.

This then is what we believe: India will retain its position among the fastest growing major economies; the capital expenditure likely to be made during the next few years is expected to catalyse a growing India; clean energy and digitalisation are expected to lay the foundation of a modern India; some clean energy projects announced in India have the potential to replace fossil-based energy forms with clean alternatives that transform India from an energy importer into an exporter.

The coming together of these realities provide us with the optimism that whatever growth that India's capital



Our Balance Sheet provides us with a robust framework: the company possessed ₹3,12,131 Lakhs in net worth and ₹87,127 Lakhs in debt at the close of the year under review. Our liquid investment of ₹3,18,572 Lakhs provided us with a sizable resource base on which to build the new business with speed.

markets have reported across the decades until this point is likely to be reported through this decade, enhancing the value of our invested portfolio.

Even as we address this long-term reality, we remain aware of the need to broadbase our business with a higher element of profit visibility and predictability. This can only be achieved if we utilise some of our profits and invest in building a business, as opposed to investing in a listed running business. The company was in process to acquire the assets of RHFL and RCFL in 2021-22 after it was selected as the highest bidder. The acquisition is under the process of statutory approval, non ICA lenders and litigation cases. The company received an LOI from ICA lenders of Reliance Home Finance Limited and Reliance Commercial Finance Limited in 2021-22, which is subject to the approval of statutory regulators, non-ICA lenders and legal cases.

The business that we intend to enter by the virtue of the acquisition is that of affordable housing and mortgage finance. The business will continue to be

relevant independent of a movement in interest rates. The business addresses a sunrise opportunity in India, with only a small percentage of the undocumented and informal customers having been covered by organised mortgage finance. We foresee the possibility of a building a growing business with compounding upsides kicking in as we grow larger.

What I wish to assure shareholders is that our company will not be stretched in entering a new business; in fact, the existing business of investments provides the company with a rare opportunity of being adequately capitalised at the time of entering the new business. This is expected to result in a shorter gestation, quicker growth, right talent attraction and the building of a strong affordable housing finance brand.

Our Balance Sheet provides us with a robust framework: the company possessed ₹3,12,131 Lakhs in net worth and ₹87,127 Lakhs in debt at the close of the year under review. Our liquid investment of ₹3,18,572 Lakhs provided us with a sizable resource base on which to build the new business with speed.

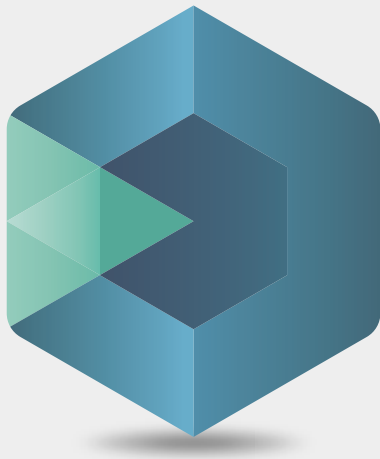
The extension into a new business will graduate the company from one that was 'Build to trade' to 'Build to last' that creates wealth for a larger stakeholder community across a longer period with a higher predictability.

At Authum, we are optimistic that we bring to the table a complement of value-enhancing insights and we will be attractively placed to enhance value for our investors across the foreseeable future.

Sanjay Dangi
Director



Our business in two words: 'Opportunity identification'



At Authum, we have often been asked 'What business are you really in?'

The answer in two words: 'Opportunity identification.'

In a rapidly growing economy – the fastest growing in the world – one of the largest opportunities will be in the repricing of listed equities.

As companies grow, there will be several mispricing instances.

At Authum, our principal objective will be to identify these mispricing instances and turn them into investments.

These investments will not generate value all by themselves; they will need to be shortlisted, analysed and appraised over what they can deliver across the medium-term.

Besides, these instances could also generate opportunities related to loans financing.

The company utilises its deep appraisal knowledge to invest or lend.

Resulting in an opportunity-driven business model, capitalising on the vast under-met needs.



Two more critical words in our business: 'Investing discipline.'

At Authum, our investment targets are the result of a methodical top-down analysis.

These are some of the questions that we seek to answer.

One, 'Is the Indian economy like to sustain its position as one of the fastest growing in the world?'

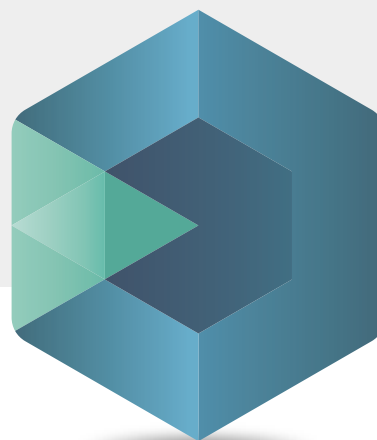
Two, 'Is there are a sector likely to generate a disproportionate increase in revenues?'

Three, 'Which companies within those sectors are likely to account for a larger share of increased revenues?'

Four, 'Which companies are most extensively mispriced between what they achieve in the future and what they are valued in the present?'

Five, 'Does the mispricing represent a one-time aberration or likely to get more pronounced in a sustainable way across the future?'

Six, 'Does the targeted company possess the managerial depth and the governance commitment to become a credible growing story?'





What we achieved in the last few years

Authum did not just report a reasonable appreciation over inflation, costs of funds or national economic growth during the last couple of years.

The company reported outsized growth.

In the space of just three years, the company reported a CAGR in AUM of 137% compared with India's economy that grew 4.2% in FY 2019-20, degrew -6.6% in FY 2020-21 and grew 8.7% in FY 2021-22.

This extensive outperformance represented a validation of the company's ability to read global trends, the resilience of the Indian economy and the speed of select Indian companies to outperform.

The result is that the company's investment value of ₹5,724 Lakhs as on March 31, 2019 had grown to ₹3,32,730 Lakhs as on March 31, 2022.

Rather than the large corpus threaten to generate sub-optimal returns from this point onwards, a new possibility has emerged.

This sizable corpus is creating an opportunity for the company to catalyse its growth in a decisive and sustainable manner across the foreseeable future.

Our time starts now.

The big leap

In most companies, a sizable increase in the value of the investment portfolio may have called for the mobilisation of additional resources.

This mobilisation would have been invested in the ongoing business with the objective to build an even bigger investment book and appreciation potential.

At Authum, we have selected to walk the road less travelled.

The company intends to allocate a reasonable portion of its corpus in a new business.

The selection of this business is the outcome of a comprehensive examination of sustainable investment opportunities and probable upsides.

The company has selected to invest in the relatively under-penetrated mortgage financing niche related to the affordable housing segment

Even though the mortgage finance space has been one of the fastest growing across the last four decades in India, we believe that the opportunities of this space are still nascent.

This sunrise opportunity is the result of a niche that has emerged – the opportunity to finance the relatively under-penetrated affordable housing space.

The business of affordable home financing addresses a largely unmet need, is considerably larger than the urban and semi-urban mortgage financing opportunity and is growing even as the sector is moving with speed to catch up with an existing under-addressed audience.

We believe that this space will be backed by the government through supporting policies; it will mainstream and transform the destinies of thousands; it will deepen financial inclusion and widen national prosperity.

* The bids for acquisition of the assets of RHFL and RCFL are under litigation and pending statutory approval and non-ICA lender approval in FY 2021-22

The big message: Our investment portfolio grew 5713%* in the three years ending March 31, 2022

HOW THE VALUE OF OUR INVESTMENTS GREW

5,724

₹ Lakhs, value of our invested
portfolio as on April 1, 2019

51,200

₹ Lakhs, value of our invested
portfolio as on March 31, 2020

1,80,142

₹ Lakhs, value of our invested
portfolio as on March 31, 2021

3,32,730

₹ Lakhs, value of our invested
portfolio as on March 31, 2022

*The company is primarily engaged in the business of investments / trading in shares & securities, which are subject to market risks and the future profits/losses may fluctuate depending upon factors and forces affecting the securities market. Hence, results will not be comparable periodically.

*Authum announced its intention to acquire the assets (not the company) of Reliance Home Finance Limited and acquire Reliance Commercial Finance Limited (the whole company/Assets). This transaction (when statutorily approved by regulators and Non-ICA lenders) will transform an investments company into a mortgage finance organisation. The proposed acquisition shall be subject to the approval of non-ICA lenders, Reserve Bank of India, statutory and other regulatory approvals

OUR FOCUS

From investment portfolio to enduring institution

Overview

In the business of investments, the primary question is 'Will value endure?'

The business is influenced by a range of variables – possibly the largest complement that we have seen than at any time in our careers – that comprise foreign fund flows, global geopolitics, global interest rates, armed conflict, terrorism, free trade agreements and tariff wars, among others.

We believe that this complement of variables and uncertainties are creating shorter windows in which to generate disproportionate gains.

One such window transpired in the last two years following the commencement of the pandemic lockdown and extended thereafter following economy-stimulus measures announced by governments the world over. There

is a greater consensus that with these stimulus measures tapering and surplus cash being sucked out of the system, the world could be at the start of an extended recession.

The recession could erode investment values, affecting not just equities but business as commodities and products backing them.

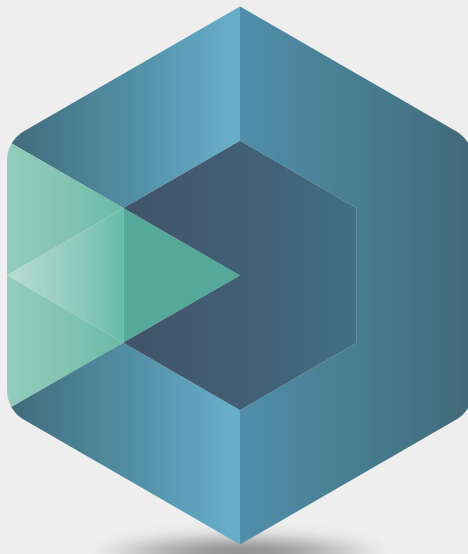
As the world turns to safe-haven investing, there will be a premium for seeking businesses relatively protected from the large sweep of the global slowdown.

This is where Authum's differentiated perspective comes in.

The company seeks to enter a space where demand will exceed supply for years; the company intends to graduate from seeking safe proxies to becoming one itself.



The DNA of our
approach to business
is focus and disciplined
consistency



Overview

Authum's gains have been generated from an investment discipline. The stringent filter through which we appraised investee companies will be applied to our housing finance business through the following points.

One, in its investment career, Authum has focused on the top three companies of their sectors, who, by experience, are inevitably the ones to carve away a disproportionate share of profits

Two, Authum's shortlisting criteria comprised growth stories with robust fundamentals priced well below the intrinsic value, creating a compelling mispricing opportunity

Three, Authum has tended to invest for the medium-term to long-term, avoiding the investment flavour of the day

Four, Authum has generally shied from investing at a fair price but investing at well below fair price with a high safety buffer and quoting at a historical low in terms of Price: Book value

Five, at Authum we have generally resisted leveraged investing, which indicates that we invest through net worth, a more patient investment approach

Six, we are prepared to wait out patiently; our valuations could remain depressed for long before price discovery emerges, influencing the size of our bet and a check against rampant optimism

Seven, we extend our appraisal beyond the Balance Sheet to the people running those companies, whether they can be trusted to deliver and have withstood at least three industry down cycles; we focus on a quality Board, ESG compliance, talent retention, credible Balance Sheet (no auditor qualifications or hidden liabilities) and high interest cover

Eight, we invest in limited stocks with an 85% concentration in our top 10 holdings, driven by the prospect that decisive investing will generate higher returns than hedged positions

Nine, we have generally been sentiment contrarians as we have invested in sectors or companies where the outlook was at the cusp of a transition (uncertain to upbeat) and the reality of that leading to disproportionate gains

Board of Directors

Leading the way

Alpana Dangi

DIN: 01506529
Date of Birth: October 29, 1972
Qualification: Bachelor of Commerce
Designation: Non-Executive Non-Independent Director
Occupation: Business
Term: From September 30, 2020 and liable to retire by rotation.
Nationality: Indian
Experience: 25 years
Director: Nil
Designated Partner: Altura Capital Advisors LLP

Sanjay Dangi

DIN: 00012833
Date of Birth: June 4, 1970
Qualification: Chartered Accountant
Designation: Non-Executive Non-Independent Director
Occupation: Business
Term: From April 21, 2021 and liable to retire by rotation.
Nationality: Indian
Experience: more than 25 years
Director:

- Mentor Capital Limited
- Geetanjali Infosystems Private Limited
- Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)

Amit Dangi

DIN: 06527044
Date of Birth: January 30, 1991
Qualification: Chartered Accountant
Designation: Whole-time Director
Occupation: Business
Term: For a period of five (5) years from June 29, 2020, liable to retire by rotation.
Nationality: Indian
Experience: 9 years
Director:

- Geetanjali Infosystems Private Limited
- Berix Bearing Pvt. Ltd. (formerly known as SRCT Globex Pvt. Ltd.)
- Uniworld Entertainment Private Limited

Designated Partner: Uniworld Being Talented (UBT) LLP

Vimal Ajmera

DIN: 07011895
Date of Birth: July 6, 1974
Qualification: Chartered Accountant
Designation: Independent Director
Occupation: Professional
Term: For a period of five (5) years from September 30, 2019, not liable to retire by rotation
Nationality: Indian
Experience: more than 15 years
Director: Nil

Bhaviika Bharatkumar Jain

DIN: 08738884
Date of Birth: April 8, 1990
Qualification: Company Secretary
Designation: Independent Director
Occupation: Professional
Term: For a period of five (5) years from May 30, 2020, not liable to retire by rotation
Nationality: Indian
Experience: 9 years
Director: Maharashtra Safe Chemists and Distributors Alliance Limited

Haridas Bhat

DIN: 09691308
Date of Birth: May 10, 1962
Qualification: Chartered Accountant
Designation: Independent Director from August 1, 2022
Occupation: Professional
Term: For a period of five (5) years from August 1, 2022, not liable to retire by rotation
Nationality: Indian
Experience: over 36 years
Director: Nil

Rahul Bagaria

DIN: 06611268
Date of Birth: August 16, 1989
Qualification: Chartered Accountant and Certified Forensic Accounting & Fraud Detection Auditor
Designation: Independent Director
Occupation: Professional
Term: For a period of five (5) years from August 1, 2022, not liable to retire by rotation
Nationality: Indian
Experience: 10 years
Director: India Pesticides Limited
Designated Partner: Bagaria & Co. LLP

*Our idea to acquire these mortgage assets is that you get readily available assets, licenses, experienced employees and a ready set up which is almost impossible to do if you want to build from scratch.

Corporate Information

COMPOSITION OF BOARD & KEY MANAGERIAL PERSONNEL

Mr. Amit Dangi	-	Whole Time Director and Chief Financial Officer
Mrs. Alpana Dangi	-	Non-Executive Non-Independent Director
Mr. Sanjay Dangi	-	Non-Executive Non-Independent Director
Mr. Vimal Ajmera	-	Independent Director
Ms. Bhavika Jain	-	Independent Director
Mr. Sanjiv Swarup	-	Independent Director (resigned w.e.f. 01/08/2022)
Mr. Rahul Bagaria	-	Independent Director (appointed w.e.f. 01/08/2022)
Mr. Haridas Bhat	-	Independent Director (appointed w.e.f. 01/08/2022)
Mr. Hitesh Vora	-	Company Secretary and Compliance Officer

PRINCIPAL BANKER

HDFC Bank Limited
Axis Bank Limited

STATUTORY AUDITORS

M/s. H. R. Agarwal & Associates
Chartered Accountants,
219-C, Old China Bazar Street,
1st Floor, Room No. B-6, Kolkata – 700 001.

SECRETARIAL AUDITORS

M/s. Mayank Arora and Co.
Company Secretaries,
Office no. 101, 1st Floor, Udyog Bhavan, Jay Prakash Road
Goregaon East, Mumbai – 400 063.

REGISTRAR & SHARE TRANSFER AGENTS

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

REGISTERED OFFICE ADDRESS

707, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai - 400021
Phone No.: (022) 67472117
Web Address: www.authum.com
Email ID: info@authum.com

CORPORATE IDENTIFICATION NUMBER

L51109MH1982PLC319008

LISTING

Bombay Stock Exchange Limited
The Calcutta Stock Exchange Limited

WEBSITE

www.authum.com

Directors' Report

To,
The Members,

The Directors have pleasure in presenting the 40th Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2022.

FINANCIAL HIGHLIGHTS

PARTICULARS	(Rs. In Lakhs)	
	Year Ended 31/03/2022	Year Ended 31/03/2021
Operational & Other Income	90728.21	25538.30
Profit/Loss Before Depreciation & Tax	85298.01	15726.05
Less: Depreciation	9.23	0.23
Provision for taxation	15715.00	2195.00
Deferred Tax	0.00	0.00
Taxes for earlier years	0.00	0.00
Profit/Loss after Depreciation & Tax	66873.78	13530.82
Balance brought forward for previous year	0.00	0.00
Appropriations		
Amount transferred to Statutory Reserves	13374.76	2706.16
Balance Carried to Balance Sheet	53499.03	10824.65

OPERATIONS

During the year under review, Company made a profit of Rs. 66873.78/- Lakhs as compared to a profit of Rs. 13530.82/- Lakhs owing to the pick up in the Indian economy and favorable market sentiments. The Management is very positive and looking forward for 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.

There has been no change in the nature of business of your Company during the year under review.

DIVIDEND & APPROPRIATIONS

The Board of Directors has decided not to recommend any dividend for the year ended March 31, 2022.

APPROPRIATIONS

Under section 45-IC(1) of Reserve Bank of India ('RBI') Act, 1934, non-banking financial companies ('NBFCs') are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend, if any. Accordingly, the Company has transferred a sum of Rs. 13374.76/- Lakhs to its reserve fund. The closing balance of the reserves and surplus of the Company for FY 2021-22, after all appropriation and adjustments was Rs. 310432.48/- Lakhs.

CHANGE IN SHARE CAPITAL

The Company has issued and allotted 8,45,184 Equity Shares of face value of Rs. 10/- each in lieu of and against the conversion of 63,00,000 Compulsory Convertible Debentures.

During the year under review, the company has reclassified its authorized share capital by sub-dividing Equity Shares of face value of Rs. 10/- each to the face value of Rs. 1/- each.

Further, the company has redeemed 15,00,000 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 10/- each.

As on March 31, 2022, 100% of the total paid-up capital of the Company stands in the dematerialized form.

Further, the Company has not issued any equity capital during the year under review and has also not issued any shares with differential voting rights, nor granted any stock options or sweat equity, at any time during the year under review.

NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES

As on March 31, 2022, the total outstanding Non-Convertible Redeemable Preference Shares (RPS) issued and allotted on private placement basis stands at Rs. 202.00 Crores divided into 4,04,00,000 Preference Shares of Face Value Rs. 10/- each.

IMPACT OF NOVEL COVID-19 PANDEMIC

Financial Year 2021-22 was once again dominated by the COVID-19 pandemic as new waves of infection swept across countries. In India, the second wave (called 'Delta') proved far more deadly than the first that struck in 2020.

The impact of the second and third wave of the pandemic on the performance of the Company and measures adopted to steer through this continuing crisis have been discussed in detail in Management Discussion and Analysis.

During the year we were able to maintain our investment portfolio in good pace as complete economy started picking up and all other businesses have reached pre covid levels.

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.

PARTICULARS OF LOANS GRANTED, GUARANTEE PROVIDED AND INVESTMENTS MADE PURSUANT TO THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013

The Company, being an NBFC registered with the RBI and engaged in the business of giving loans in ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to loans and guarantees. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been made in this Report.

EXTRACT OF ANNUAL RETURN

A copy of the Annual Return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company's website and can be accessed at www.authum.com.

FINANCIAL STATEMENTS

Pursuant to the Companies (Indian Accounting Standards) Rules, 2015 ("IND AS") notified by the Ministry of Corporate Affairs, the Company being a NBFC has adopted the Indian Accounting Standards with effect from April 1, 2019.

Accordingly, the Financial Statements of the Company for the year ended March 31, 2022 and March 31, 2021 have been prepared in accordance with IND AS.

The audited Financial Statements prepared in accordance with IND AS are provided in this Annual Report.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'),

Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at www.authum.com. This Policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for giving the omnibus approval by the Audit Committee within the overall framework of the Policy on Related Party Transactions.

Pursuant to Regulation 23 of the Listing Regulations, all related party transactions were placed before the Audit Committee on a quarterly basis for their review and approval.

Further, the Policy on materiality of Related Party Transactions is available on the website of the Company at www.authum.com.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2, is appended as **Annexure I** to the Board's report.

DIVIDEND DISTRIBUTION POLICY

Pursuant to the provisions of regulation 43A of the Listing Regulations, the Company had formulated a dividend distribution policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/or retaining profit earned. The policy is annexed to this report as **Annexure II** and is also available on the website of the Company at <https://www.authum.com/financial-info.html>.

MEETINGS OF THE BOARD

During the year under review, 11 (Eleven) Board 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. 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 Nine Committees viz. Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Investment Committee, Risk Management Committee, Corporate Governance Committee, Securities Allotment and Redemption Committee and Asset Liability Committee. A detailed note on the composition of the Board and its Committees and other related particulars are provided in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on April 21, 2021 and on the recommendation of the Nomination and Remuneration Committee (NRC) had appointed Mr. Sanjay Dangi (DIN: 00012833) as an Additional Director and on the basis of approval of the shareholders of the Company in the 39th AGM, the Board has approved the appointment of Mr. Sanjay Dangi (DIN: 00012833), as a Non-Executive Non-Independent Director of the Company

w.e.f. April 21, 2021 and the Board of Directors also considered and noted resignation of Mr. Navin Kumar Jain, Executive Director of the Company w.e.f. April 21, 2021, due to his increased work commitments.

During the year under review, subject to approval of the shareholders of the Company in the ensuing AGM, the Board has approved the appointment of Mr. Haridas Bhat (DIN 09691308) and Mr. Rahul Bagaria (DIN: 06611268) as Additional Independent Directors of the Company w.e.f. August 1, 2022 for the term of 5 years i.e. August 1, 2022 up to July 31, 2027, under the provisions of Section 161 of the Act. Mr. Haridas Bhat and Mr. Rahul Bagaria will hold the office upto the date of the ensuing AGM of the Company. Further, Mr. Sanjiv Swarup, due to his increased work commitments, has resigned as an Independent Director of the Company w.e.f. August 1, 2022.

Necessary resolutions for the appointment / re-appointment of the aforesaid directors and their detailed profiles have been included in the notice convening the ensuing AGM and details of the proposal for appointment /reappointment are mentioned in the explanatory statement of the notice in accordance with the requirements of the Listing Regulations and Secretarial Standards.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 & 165 of the Companies Act, 2013.

DECLARATION FROM THE INDEPENDENT DIRECTORS

The independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act read with regulation 16 of the Listing Regulations, as amended. The independent directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the Listing Regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company met on February 7, 2022 in terms of Section 149(8) and Schedule – IV of Companies Act, 2013 and regulation 25(3) & (4) of Listing Regulations 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 Listing Regulations and the Companies Act, 2013, 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. 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 Directors are regularly apprised about their roles, rights and responsibilities in the Company from time to time as per the requirements of the Listing Regulations with the Stock Exchanges and Companies Act, 2013 read together with the Rules and Schedules thereunder. The policy and details of familiarization programme imparted to the Independent Directors of the Company is available at www.authum.com.

PERFORMANCE EVALUATION

Pursuant to the provisions of Section 134(3), 149(8) and Schedule IV of the Companies Act, 2013 read with Listing Regulations, Annual Performance Evaluation of the Board, the Directors as well as Committees of the Board has been carried out. The performance evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board, details of which are provided in the Corporate Governance Report. The properly defined and systematically structured questionnaire was prepared after having considered various aspects and benchmarks of the Board's functioning, composition of the Board and its Committees, performance of specific duties, obligations and governance.

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 2021-22.

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 that:

1. 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. 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. 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. The Annual Accounts for the year ended March 31, 2022, 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 CONTROL SYSTEM AND ITS ADEQUACY

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 which is placed before the Audit Committee.

A combination of these systems enables your Company to maintain a robust design of controls and its operating effectiveness is ensured through periodical internal checks and audit.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY AND ITS REPORT

The Company recognizes the responsibilities towards society and strongly intends to contribute towards development of knowledge based economy.

In accordance with the requirements of the provisions of Section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report forming part of this Annual Report.

The Company has also formulated a CSR Policy which is available on the website of the Company at <https://www.athum.com/financial-info.html>. Further, the detailed CSR initiatives undertaken by the Company are available at <https://www.athum.com/financial-info.html>.

The CSR obligation of the Company for Financial Year 2021-22 is Rs. 69,69,026/-. As on March 31, 2022, total amount spent on CSR activities by Company is Rs. 95,00,000/-.

The Annual Report on the CSR activities undertaken by your Company during the year under review, as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is set out in "Annexure III" of this Report.

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(1) 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 IV**. 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.

STATUTORY AUDITORS AND THEIR REPORT

M/s. H. R. Agarwal & Associates, Chartered Accountants (Firm Reg. No. 323029E) were appointed as Statutory Auditors of the Company from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting to be held in the year 2026. However, as per the RBI Guidelines and Circular dated April 27, 2021 and as per the provisions of Section 139 of the Act, the tenure of the appointment of Statutory Auditors in NBFCs should be three years. Therefore, their tenure has been ratified and their appointment is till the conclusion of 42nd Annual General Meeting to be held in the year 2024. Further they have confirmed that they are not disqualified from continuing as Auditors of the Company. The Audit Report of M/s. H. R. Agarwal & Associates, Chartered Accountants (Firm Reg. No. 323029E) on the Financial Statements of the Company for the Financial Year 2021-22 is a part of the Annual Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. H. R. Agarwal & Associates, Chartered Accountants, Statutory Auditors, in their report on the Company's financial statements for the year ended on March 31, 2022.

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

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Mr. Mayank

Arora, proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary (FCS No. 10378, CP No. 13609), to undertake secretarial audit of the Company.

A report from the secretarial auditor in the prescribed Form MR-3 is annexed to this Report as **Annexure V**.

In addition to the above, the company has obtained Secretarial Compliance Report for the financial year ended March 31, 2022 from M/s. Mayank Arora & Co., Practicing Company Secretary in compliance with the Regulation 24A of the Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and has been submitted with stock exchanges.

MAINTENANCE OF COST RECORDS

Your Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records have not been maintained by the Company.

SECRETARIAL STANDARDS OF ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on meetings of the Board of Directors (SS-1) and General Meetings (SS-2) read with the MCA circulars granting exemptions in view of the COVID-19 pandemic

INTERNAL AUDITOR AND THEIR REPORT

The Board appointed M/s. L.K. Bohania & Co., Chartered Accountant, as Internal Auditors to conduct Internal Audit for the FY 2021-22. During the year under review, M/s. L.K. Bohania & Co., Internal Auditor's had submitted their Report for the FY 2021-22 to the Audit Committee for its review and necessary action.

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee. Pursuant to Risk Based Internal Audit Framework, internal audit is aligned in such a manner that assurance is provided to the Audit Committee and Board of Directors on quality and effectiveness of the internal controls and governance related systems and processes.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

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

CORPORATE GOVERNANCE REPORT AND ITS COMPLIANCE CERTIFICATE

In compliance with the Regulation 34 read with Schedule 9 of the Listing Regulations, a detailed report on Corporate Governance forms an integral part of this Annual Report. A Certificate from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to the Corporate Governance Report.

BUSINESS RESPONSIBILITY REPORT

The SEBI has extended the applicability of Business Responsibility Report (BRR) to the top 1000 Companies by market capitalization from F.Y. 2019-20 and accordingly, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective has been annexed to this Report as **Annexure VI** which forms an integral part of this report.

DISCLOSURE ON NOMINATION AND REMUNERATION COMMITTEE AND NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee as on March 31, 2022 comprises of the following:

Mr. Sanjiv Swarup - Chairman and Non Executive Independent Director, Mr. Vimal Ajmera – Non Executive Independent Director and Mrs. Alpana Dangi – Non Executive Non Independent Director as members of the Committee.

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.

RISK MANAGEMENT

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

The Risk Management Committee as on March 31, 2022 comprises of the following:

Mr. Amit Dangi – Chairman and Executive Director, Mr. Sanjay Dangi – Non Executive Non Independent Director and Mr. Sanjiv Swarup - Non Executive Independent Director as members of the Committee.

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 Listing Regulations, 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. During the year under review, the

Company amended the Whistle Blower Policy to provide a clause wherein all employees of the Company are eligible to report any instance of leak of Unpublished Price Sensitive Information. The said Policy is available on the Company's website www.authum.com.

Employees of the Company are required to undergo mandatory online learning module on Code of Conduct including Whistle Blower Policy and affirm that they have understood and are aware of vital aspects of the policy.

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

A Certificate of the CEO and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is annexed to this report.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the FY 2021- 22

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

COMPLIANCE

The Company is registered as a non-deposit accepting 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 2021-22, there were no frauds committed by the Company and no material frauds committed on the Company by its officers or employees.

OTHER DISCLOSURES AND INFORMATION

a) Significant and Material Orders passed by the Authority

There are no significant or material orders passed by the Regulators or Courts or Tribunals which impacts the going concern status of the Company and its future operations.

b) Material Changes and Commitments affecting financial position

There are no material changes and Commitments affecting financial position, however, pursuant to Conversion of Compulsory Convertible Debentures and Split of Shares of the Company, the promoter holding changed from 86,15,906 Equity Shares of F.V. Rs. 10 each i.e. 74.74% to 11,93,60,900 Equity Shares of F.V. Rs. 1 each i.e. 70.28% of paid up equity share capital of the Company.

The Company had bided for acquisition of assets of Reliance Home Finance Limited ('RHFL') and acquisition of Reliance Commercial Finance Limited ('RCFL').

On June 19, 2021 and July 15, 2021, the Company had received letter of intent ('LOI') from the Lead Bank i.e. Bank of Baroda on behalf of the Lenders of Inter Creditor Agreement ('ICA') under Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 dated June 7, 2019 ('RBI Directions') for the said acquisition of assets of RHFL and acquisition of RCFL.

The resolution plan by the successful bidder is subject to approval of Non-ICA Lenders, shareholders, regulatory authorities and, vacation of existing legal injunctions on the Company. The resolution process is at the stage of the approval of Non-ICA Lenders of RCFL and RHFL.

The meeting of the Debenture Holders of RHFL and RCFL has been called by the respective Debenture Trustee for consideration and approval of the Resolution Plan along with the Distribution Mechanism approved by ICA Lenders. Post approval of non-ICA Lenders other regulatory approvals will be sought for. Further, pursuant to the various Orders passed by the Hon'ble Courts, the results of the voting of the Meeting has been placed before the Hon'ble Court in a sealed envelope.

We believe your company possesses a strong foundation supported by an enthusiastic management with relevant domain experience and a sound balance sheet. Further, proposed acquisition of RCFL and RHFL strengthens our business portfolio and enables us to develop a single

platform across multiple financial products and services in the NBFC sector.

Authum is all geared up to meet its financial commitment to the Lenders of RCFL and RHFL under the LOI. As part of its core investment strategy and principles of value preservation and long-term value creation, Authum will leverage RCFL's and RHFL's existing customer base, employees, processes, licenses, knowledge, infrastructure, branch network and digital platform with an aim to create a niche lending platform. Authum is committed to the well-being of the current employees and ensuring continuity of customer services of both the companies.

APPRECIATION

Your Company has been able to perform better with the continuous improvement in all functions and areas which coupled with an efficient utilization of the Company's resources

led to sustainable and profitable growth of the Organization. Your Directors express their deep sense of appreciation and extend their sincere thanks to every employee and associates for their dedicated and sustained contribution and they look forward the continuance of the same in future.

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 Director

Amit Dangi

Whole Time Director

DIN: 06527044

Sanjay Dangi

Director

DIN: 00012833

Place: Mumbai

Date: August 8, 2022

Annexure - I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2022, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at arm's length basis

Name(s) of the related party & nature of relationship	Nature of contracts / arrangements / transaction	Duration of contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
Mentor Capital Limited (Promoter Company)	Loan taken	365 days	ICD at interest of 8% p.a.	24.06.2021	Nil
	Loan repaid alongwith interest	365 days	which is payable Annually. ICD is against a demand promissory note	24.06.2021	Nil
	Office rent paid	12 months	As per leave and license agreement	24.06.2021	Nil
SRCT Globex Pvt. Ltd. (Entity with joint control or significant influence over entity)	Investment in debentures	Not Applicable	The transaction with Related Party is at Arm's length basis	27.08.2021	Nil
Brightstreet Finserv Pvt. Ltd. (Entity with joint control or significant influence over entity)	Loan repaid	365 days	ICD at interest of 8% p.a. which is payable Annually. ICD is against a demand promissory note	24.06.2021	Nil
	Loan Given to and repaid by Brightstreet Finserv Pvt. Ltd.	6 months	ICD at interest of 8% p.a. which is payable Annually. ICD is against a demand promissory note	26.10.2021	Nil
Geetanjali Infosystems Pvt. Ltd. (Entity with joint control or significant influence over entity)	Loan Given alongwith interest accrued	12 months	ICD at interest of 8% p.a. which is payable Annually. ICD is against a demand promissory note	24.06.2021	Nil
	Interest received on Loan	12 months	The transaction with Related Party is at Arm's length basis	24.06.2021	Nil
	Purchase of Immovable Property	Not Applicable	The transaction with Related Party is at Arm's length basis	24.06.2021	Nil

For and on behalf of the Board of Directors

Amit Dangi
Whole Time Director
DIN: 06527044

Sanjay Dangi
Director
DIN: 00012833

Place: Mumbai
Date: August 8, 2022

Dividend Distribution Policy

Background and applicability

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Dividend Distribution Policy for the company is as under:

The Board of Directors ("Board") of Authum Investment and Infrastructure Limited ("Company") has adopted this Dividend Distribution Policy to comply with these requirements.

1. Dividend distribution philosophy

One of the ways to reward a shareholder is by distributing portion of Company's earnings in the form of dividend. Besides capital appreciation, an investor expects a consistent cash inflow in the form of dividend. Towards this end, the Policy lays down parameters to be considered by the Board of Directors of the Company for declaration of Dividend from time to time.

2. Dividend

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be provided to the stock exchanges, as required by Listing Regulations.

3. Circumstances under which shareholders can expect Dividend

The Board of Directors of the Company may consider inter-alia the following factors viz., the financial performance of the Company, the past dividend trends, the liquidity position of the Company, capital expenditure requirements and financial commitments to grow the business, if any, business expansions (including acquisitions) if any, debt obligations,

the external market conditions, the future potential etc., before considering dividend proposition.

The Company will endeavour to maintain the dividend track record subject to the factors which the Board might appropriately consider at that point in time. When the performance of the company coupled with the market conditions are conducive/ favourable, the Board may consider declaring interim dividends too.

In order to conserve resources, the Board may consider recommending a lesser rate of dividend (as compared to the earlier years). The retained earnings of the company can be inter-alia utilized for capex, working capital requirement, investment in growth opportunities as deemed fit by the Board at appropriate time. The retained earnings may also be utilised for payment of dividend in subsequent years, or other permitted means of rewarding the shareholders.

In a year where the profits of the company are inadequate or there is a loss or there is a future financial commitment for the Company, the Company would like to utilise the reserves judiciously and the Board may not consider payment of dividend as a viable proposition. Alternatively, in such a scenario the Board might consider declaring dividends, out of the Free Reserves or the accumulated profits and the dividend payment track record is maintained. The amounts paid as dividend in the past does not necessarily indicate the dividend to be paid in the future and so the rate and the amount of dividend may vary from time to time.

4. Circumstances under which shareholders may not expect Dividend

Notwithstanding the above, the shareholders of the Company may not expect Dividend under the following circumstances:

1. Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
2. Significantly higher capital requirements adversely impacting free cash flow;
3. Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital;
4. In the event of inadequacy of profit or whenever the Company has incurred losses.

5. Financial parameters and other internal and external factors that would be considered for declaration of Dividend:

1. Net operating profit after tax;
2. Operating cash flow of the Company for the year;
3. Liquidity position, aggregate Debt of the Company, debt service coverage position, etc;
4. Loan repayment and Working capital requirements;
5. Capital expenditure requirements;
6. Resources required for funding acquisitions, mergers and / or new businesses;
7. Cash flow required for meeting tax demands and other contingencies;
8. Regulatory (and growth requirement of) Capital Adequacy;
9. Regulatory (and growth requirement of) Solvency;
10. Trend of dividends paid in the past years;
11. Any windfall, extra-ordinary or abnormal gains made by the Company and
12. Any other factor not explicitly covered above but which is likely to have a significant impact on the Company.

External Factors:

1. Prevailing legal requirements, regulatory restrictions laid down under the applicable laws including tax laws and changes made in accounting standards;
2. Dividend pay-out ratios of companies in the same industry.

3. Any other factor that has a significant influence / impact on the Company's working / financial position of the Company.

6. Utilisation of retained earnings

Subject to applicable regulations, the Company's retained earnings shall be applied for:

1. Funding inorganic and organic growth needs including working capital, capital expenditure, repayment of debt, etc.
2. Buyback of shares subject to applicable limits
3. Payment of Dividend in future years
4. Issue of Bonus shares
5. Any other permissible purpose

7. General

1. This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorized, from time to time, on the subject matter.
2. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this policy.
3. In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Annexure III

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company:

Authum Investment & Infrastructure Limited ("AII" or "Company") believes in a philosophy of Share, Care, Urge, Advance & Build adopting sustainable business practices which are beneficial to the various stakeholders including the society. Through its corporate values, AII constantly endeavours to actively contribute to the social and economic development of the communities in which it operates.

To further the Company's CSR philosophy, a formal policy on CSR is being formulated to align its practices with requirements of Companies Act, 2013 and rules made there under.

2. Composition of CSR Committee:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjiv Swarup	Chairman	1	1
2	Mr. Amit Dangi	Member	1	1
3	Mr. Vimal Ajmera	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company - <https://www.authum.com/financial-info.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – N.A.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)

6. Average net profit of the company as per section 135(5) – Rs. 34,84,51,283/-

7. (a) Two percent of average net profit of the company as per section 135(5) – Rs. 69,69,026/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – N.A.

(c) Amount required to be set off for the financial year, if any – N.A.

(d) Total CSR obligation for the financial year (7a+7b-7c). - Rs. 69,69,026/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1,25,72,000	N.A.	N.A.	N.A.		

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State District						Name CSR Registration number
1.	RVG Education Foundation	Yes	Yes	Mumbai, Maharashtra	F.Y. 2021-22	1,05,00,000	1,05,00,000	Nil	No	N.A.
2.	Jain International Trade Organisation (JITO)	Yes	Yes	Mumbai, Maharashtra	F.Y. 2021-22	15,00,000	15,00,000	Nil	No	N.A.
3.	Arora Enterprises	Yes	Yes	Mumbai, Maharashtra	F.Y. 2021-22	5,72,000	5,72,000	Nil	No	N.A.
Total						1,25,72,000	1,25,72,000			

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency
				State District			Name CSR registration number
1.							
2.							
3.							
Total							

(d) Amount spent in Administrative Overheads – N.A.

(e) Amount spent on Impact Assessment, if applicable – N.A.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – Rs. 1,25,72,000/-

(g) Excess amount for set off, if any

Sl. No	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	69,69,026
(ii)	Total amount spent for the Financial Year	1,25,72,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	56,02,974
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-26,67,783
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	29,35,191

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any	Amount remaining to be spent in succeeding financial year (in Rs.)
				Name of the Fund Amount (in Rs) Date of transfer	
1.				N.A.	
Total					

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
1								
2								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**) - None

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Note: the Company has spent 2% of the average net profit for current year as well as spent the balance amount of previous years.

Annexure IV

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

Sr. No	Particulars	Reply
i	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year	16
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	Company Secretary: 4
iii	The percentage increase in the median remuneration of employees in the financial year	8.5%
iv	The number of permanent employees on the rolls of company	11
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	The Nomination and Remuneration Committee of the Company has affirmed that the remuneration is as per the remuneration policy of the Company

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 8, 2022

Amit Dangi
Whole Time Director
DIN: 06527044

Sanjay Dangi
Director
DIN: 00012833

Annexure V

FORM NO. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

To,

The Members,

Authum Investment & Infrastructure Limited

707, Raheja Centre, Free Press Journal Road,

Nariman Point, Mumbai- 400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company, 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 and subject to letter annexed herewith, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the applicable 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:

We 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 March 31, 2022, 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) Reserve Bank of India Act, 1943;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; (not applicable to the Company during the Audit period);

(vi) 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
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (not applicable to the Company during the Audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the Company during the Audit period);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 (not applicable to the Company during the Audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- (vii) Other Laws specifically applicable to the Company as per the representations made by the Company are listed in **Annexure I** and forms an integral part of this report.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

We have also examined compliance with the applicable clause of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board took place during the year under review were carried out in compliance of the provisions of Act and SEBI LODR.

Adequate notice is given to all the directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent atleast seven days in advance or convened on a shorter notice with requisite consent, and a system exist for seeking and obtaining further information and clarification on the agenda item before the meeting and for meaningful participation at the meeting.

We further report that there are adequate system and process in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period the following event occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

- a. The Company has issued and allotted 8,45,184 Equity Shares of face value of Rs. 10/- each in lieu of and against

the conversion of 63,00,000 Compulsory Convertible Debentures.

- b. During the year under review, the company has reclassified its authorized share capital by sub-dividing Equity Shares of face value of Rs. 10/- each to the face value of Rs. 1/- each.
- c. Further, the company has redeemed 15,00,000 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 10/- each.

The Company had bided for acquisition of assets of Reliance Home Finance Limited ('RHFL') and acquisition of Reliance Commercial Finance Limited ('RCFL').

On June 19, 2021 and July 15, 2021, the Company had received letter of intent ('LOI') from the Lead Bank i.e. Bank of Baroda on behalf of the Lenders of Inter Creditor Agreement ('ICA') under Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 dated June 7, 2019 ('RBI Directions') for the said acquisition of assets of RHFL and acquisition of RCFL.

The resolution plan by the successful bidder is subject to approval of Non-ICA Lenders, shareholders, regulatory authorities and, vacation of existing legal injunctions on the Company. The resolution process is at the stage of the approval of Non-ICA Lenders of RCFL and RHFL.

The meeting of the Debenture Holders of RHFL and RCFL has been called by the respective Debenture Trustee for consideration and approval of the Resolution Plan along with the Distribution Mechanism approved by ICA Lenders. Post approval of non-ICA Lenders other regulatory approvals will be sought for. Further, pursuant to the various Orders passed by the Hon'ble Courts, the results of the voting of the Meeting has been placed before the Hon'ble Court in a sealed envelope.

This report is to be read with my letter of even date which is annexed as **Annexure II** and form an integral part of this report.

For Mayank Arora & Co.,

Company Secretaries

Sd/-

Mayank Arora

Proprietor

Membership No.: F10378

COP No.: 13609

PR No: 679/2020

Place: Mumbai

Date: 08/08/2022

UDIN number: F010378D000778563

Annexure I

Other Laws applicable to the Company

(A) Commercial Laws

- (i) Indian Contract Act
- (ii) Limitation Act
- (iii) Arbitration and Conciliation Act
- (iv) Negotiable Instruments Act
- (v) Information Technology Act
- (vi) The Competition Act
- (vii) Income Tax Act
- (viii) Goods and Service Tax Act

(B) Others

- (i) Shops & Establishments Act
- (ii) Bombay/Indian Stamp Act

For Mayank Arora & Co.,

Company Secretaries

Sd/-

Mayank Arora

Proprietor

Membership No.: F10378

COP No.: 13609

PR No: 679/2020

Place: Mumbai

Date: 08/08/2022

UDIN number: F010378D000778563

Annexure II

To,
The Members,
Authum Investment & Infrastructure Limited
707, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai- 400021

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

1. Maintenance of secretarial record 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For Mayank Arora & Co.,
Company Secretaries

Sd/-

Mayank Arora
Proprietor
Membership No.: F10378
COP No.: 13609
PR No: 679/2020

Place: Mumbai
Date: 08/08/2022
UDIN number: F010378D000778563

Business Responsibility Report

Authum Investment & Infrastructure Limited ("Authum or Company") is fully aware of and committed to fulfilling its economic, environmental and social responsibilities while conducting its business. Authum believes that the foundation of economic growth can be strengthened if the entire society is a part of the growth story. Authum emphasizes on improving social relations with the community in which it operates and generating economic value.

The Company's Business Responsibility Report for the Financial Year 2021-22 has been prepared in accordance with the requirements of SEBI (LODR) Regulations, 2015 and is based on the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVGs) released by Ministry of Corporate Affairs, Government of India.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: **L51109MH1982PLC319008**
2. Name of the Company: **Authum Investment & Infrastructure Limited**
3. Registered address: **707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai 400021**
4. Website: **www.authum.com**
5. E-mail id: **info@authum.com**
6. Financial Year reported: **April 1, 2021 to March 31, 2022**
7. Sector(s) that the Company is engaged in (industrial activity code-wise): **Non-Banking Financial Company engaged in investment in shares and securities - 64990**

Authum is a non-deposit taking Systemically Important Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India (RBI) under Section 45-IA of the Reserve Bank of India Act, 1934 and primarily is focused on equities in India, through long term Investments in public listed and direct investments in unlisted enterprises (provide growth capital), private equity investments, real estate investment, debt investment.

8. List three key products/services that the Company manufactures/ provides (as in balance sheet):

The Company is engaged in

- 1) **Investment in Equity Market**
- 2) **Trading in Equity & Stock Market**
- 3) **Investment in Real Estate**

9. Total number of locations where business activity is undertaken by the Company:
 - i. Number of International Locations: **Not Applicable**
 - ii. Number of National Locations: **One**
10. Markets served by the Company – Local/State/National/ International: **National**

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR): **Rs. 5738.45/- Lakhs**
2. Total Turnover (INR): **Rs. 90728.21/- Lakhs**
3. Total profit after taxes (INR): **Rs. 66873.78/- Lakhs**
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): **Rs. 1,25,00,000/-**
5. List of activities in which expenditure in 4 above has been incurred: **Educational purposes**

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? – **No.**
2. Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) – **Not Applicable**
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30- 60%, More than 60%]

The Company's BR policy is applicable to the management and all employees of the Company. It has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company. However, the Company encourages and expects its business partners to adopt the BR practices.

No formal study has been undertaken as of date to ascertain the percentage of such entities who participate in BR activities.

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/Directors responsible for BR.

(a) Details of the Director/Director responsible for implementation of the BR policy

- DIN Number: **06527044**
- Name: **Amit Dangi**
- Designation: **Whole Time Director and Chief Financial Officer**

(b) Details of the BR head

No	Particulars	Details
1.	DIN Number	06527044
2.	Name	Amit Dangi
3.	Designation	Whole Time Director and Chief Financial Officer
4.	Telephone Number	022-67472113
5.	Email id	info@authum.com

2. Principle-wise BR Policy as per National Voluntary Guidelines BR Policy/policies:

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Y/N)

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy/policies for	Y	NA	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	-	Y	Y	N	-	-	Y	Y
3.	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Y	-	Y	Y	Y	-	-	Y	Y
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	-	Y	Y	Y	-	-	Y	Y
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	-	Y	Y	Y	-	-	Y	Y
6.	Indicate the link for the policy to be viewed online?	www.authum.com								
7.	Has the policy been formally communicated to all the relevant internal and external stakeholders	Y	-	Y	Y	Y	-	-	Y	Y
8.	Does the company have in-house structure to implement the policy/ policies?	Y	-	Y	Y	Y	-	-	Y	Y
9.	Does the company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	-	Y	Y	Y	-	-	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	-	Y	Y	Y	-	-	Y	Y

The principal business area of Authum is to invest in shares and securities of listed and unlisted companies and hence principle 2, 6 and 7 has limited or no applicability. Authum, however, strives to comply with all the applicable regulations in respect of its operations.

Considering that Authum is involved in investment in shares and securities, Principle - 6 may not be strictly applicable. Authum complies with applicable environmental regulations in respect of its premises. Authum along with its employees takes initiatives to reduce consumption of energy and also makes continuous efforts to ensure that there is an optimum utilisation of the available resources with minimum or no wastage at all.

- (b) If answer to the question at serial number 1 against any principle, is 'NO', please explain why: (Tick up to 2 options):

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles.	-	-	-	-	-	-	-	-	-
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.	-	-	-	-	-	-	-	-	-
3.	The company does not have financial or manpower resources available for the task.	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months.	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year.	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. Governance related to BR:

- (a) Indicate the frequency with which the Board of Directors, Committee of the board or CEO to assess the BR performance of the company. Within 3 months, 3-6 months, annually, more than 1 year.

The BR Head periodically assess the BR performance of the Company and the Board reviews the same annually.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company publishes its BR report annually and the same is available on the website of the Company at www.authum.com.

During the financial year 2021-22, the Company has not received any complaints in relation to ethics, bribery and corruption.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

Authum is a non-deposit taking Systemically Important Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India (RBI) under Section 45-IA of the Reserve Bank of India Act, 1934 and primarily is focused on investment in equities in India, through long term Investments in public listed and direct investments in unlisted enterprises (provide growth capital), private equity investments, real estate investment, debt investment.

- 1) Investment in Equity Market
- 2) Trading in Equity & Stock Market
- 3) Investment in Real Estate

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

Not Applicable

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Not Applicable

4. Has the company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

Not Applicable

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company has defined the Code of Conduct for its Directors and employees that covers issues related to ethics, workplace responsibilities and conflict of interest. It also covers dealings with suppliers, customers and other business associates. The Company has also put in place a Whistle Blower Policy in order to enable employees and others to bring to the notice of Board and management, any wrong doing or unethical practices observed in the Company. The Company also has in place the proper policy with respect to Human Rights.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.

The Company being in the financial services sector does not generate any waste which is hazardous to the environment. Waste generated in the normal course of administrative activities is managed as per the waste disposal process of the local bodies. The Company takes care to responsibly dispose-off the e-waste generated by it.

PRINCIPLE 3: BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

- Please indicate the Total number of employees - 11
- Please indicate the Total number of employees hired on temporary/ contractual/ casual basis - **Not Applicable**
- Please indicate the Number of permanent women employees - 1
- Please indicate the Number of permanent employees with disabilities - **Nil**
- Do you have an employee association that is recognized by management – **Not Applicable**
- What percentage of permanent employees is members of this recognized employee association? **Not Applicable**
- Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the financial year and pending, as on the end of the financial year

No	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour, forced labour, involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

	Safety	Skill
(a) Permanent Employees	100%	100%
(b) Permanent Women Employees	100%	100%
(c) Casual /temporary/ contractual Employees	Nil	Nil
(d) Employees with Disabilities	Nil	Nil

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED.

1. Has the company mapped its internal and external stakeholders? Yes/no

Yes, the Company builds trust through productive relationships, fosters working partnerships and considers both internal and external stakeholders as integral to its business. For the Company, maintaining relationship with stakeholders is a business imperative.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes, we try to identify under privileged communities around our business location and try to serve their needs through our CSR Programs.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable & marginalized stakeholders. If so, provide the details thereof, in about 50 words or so.

Yes. Authum Investment & Infrastructure Limited believes that the actions of the organisation and its community are highly inter-dependent. The Company, through constant and collaborative interactions with their external stakeholders, strive to become an asset in the communities where it operate. Transforming lives of the rural population has been the primary focus of all corporate social responsibility initiatives undertaken by the company. The endeavor is to empower the rural communities and help them unleash their potential. Apart from this the Company works with persons with disabilities, small and marginalized women, farmers, driver community and other vulnerable & hard to reach groups to enhance their skills and in-turn enhance livelihood opportunities. The Company has several programs designed to benefit marginalized stakeholders. The Company provides healthcare facilities to underprivileged in and around its office premises and also takes up projects for provision of health and hygiene, education, animal welfare development, etc.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company complies with applicable laws and regulation governing occupational health and safety. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees. The Company promotes awareness of the importance of respecting human rights

within its value chain and discourages instances of abuse. The Company ensures conformance to the fundamental labour principles including the prohibition of child labour, forced labour, freedom of association and protection from discrimination in all its operations.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?

No complaints were received pertaining to human rights violation during the reporting period.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT.

1. Does the policy related to Principle 6 cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

Yes, the Company's policy related to environmental protection as applicable for Financial Services Industry covers different sets of stakeholders. The e-waste Management Policy & the 'Vendor & Supplier Code of Conduct' which are important to the Company have coverage and applicability to its business partners involved in the process. In addition to this, Company has also devised Sustainability Policy and Guidelines which covers all stakeholder engaged in business process as applicable.

2. Does the company have strategies/ initiatives to address the global environmental issues such as climate change, global warming, etc? Y/N. if yes, please give hyperlink for webpage etc.

The Company is engaged in financial activities like investment and trading in equity and stock market and not manufacturing of any goods, hence is a non-pollutant Company. The Company has a deep concern for the protection and sustainability of environment owing to which it intends to be actively involved in activities for protection of environment.

The Company emphasizes on reducing dependency on paper communications and encourages use of electronic means of communication which serves towards environmental protection and sustainable growth.

3. Does the Company identify and assess potential environmental risks? Y/N.

Yes. The Company tries to identify, assess and address potential environmental risks related to its operations.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide the details thereof, in about 50 words or so. Also if yes, whether any environmental compliance report is filed?

No, the Company does not presently have any project related to clean development mechanism.

5. Has the Company undertaken any initiatives on- clean technology, energy efficiency, renewable energy, etc. Y/N. If yes please give hyperlink for webpage etc.

The Company is engaged in financial activities like investment and trading in equity and stock market and not manufacturing of any goods, hence is a non-pollutant Company.

6. Are the Emission/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Not Applicable

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year

No show cause or legal notices from the pollution control authorities are pending as at the end of the financial year.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. Is your company a member of any trade and chamber or association? If yes, Name only those major ones that your business deals with:

Not Applicable

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ no; if yes specify the broad areas (drop box: governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, others)

Not Applicable

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programs/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company is committed to fulfill its responsibility towards people, society and the environment for inclusive growth of the society. The Company has several socio-economic projects running in various areas and is taken as per the CSR policy of the Company.

2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

The aforesaid projects have been carried out by the Company directly and/or through implementing agencies.

3. Have you done any impact assessment of your initiative?

As per Companies (CSR Policy) Amendment Rules, 2021, Impact assessment would be carried out in respect of CSR

projects having outlays of Rupees one crore or more, and which have been completed not less than one year before undertaking the impact study. Efforts are made to make a general assessment of impact of some of the initiatives. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives.

However, no structural impact assessment is put in place at present.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the project undertaken?

During the year under review, the Company has contributed Rs. 1,05,00,000 to RVG Education Foundation for promoting education and allied facilities and has contributed Rs. 15,00,000 to Jain International Trade Organisation (JITO) for development of Community.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

All CSR projects and initiatives are planned with the objective of sustainable community development. The project is identified and developed as a facilitator within the CSR policy framework and presented to the CSR committee for its review, guidance and approval and then the initiatives conducted under CSR are tracked to

determine the outcomes achieved and the benefits to the community.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER.

1. What percentages of customer complaints/ consumer cases are pending as on the end of financial year?

No complaints are pending as at the end of Financial Year 2021-22.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/no/N.A./Remarks (additional information)

Not Applicable

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No cases were filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

No

Management discussion and analysis

Global economic overview

The global economy grew an estimated 5.9% in 2021 compared to a de-growth of 3.3% in 2020. This recovery was attributed to accelerated vaccine rollout across 4.4 billion people, around 56% of the global population (single dose). This growth could have been better but for prohibitive shipping freight rates, shortage of shipping containers and semiconductor chips in 2021, inflation at its highest since 2011, various supply chain issues and run up in commodity prices.

The global economy is projected to grow at a modest 2.6% in 2022 on account of the Russia-Ukraine crisis. A higher interest rate environment could affect emerging markets and developing economies that possess large foreign currency borrowings and external financing needs in 2022.

Regional growth (%)	2021	2020
World output	5.9	(3.3)
Advanced economies	5.0	(4.9)
Emerging and developing economies	6.3	(2.4)

(Source: IMF, World Bank, UNCTAD)

Indian economic overview

The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 6.6% in 2020-21 to a growth of 8.7% in 2021-22. By the close of 2021-22, India was among the six largest global economies, its economic growth rate was the fastest among major economies (save China), its market size at around 1.40 billion the second most populous in the world and its rural under-consumed population arguably the largest in the world.

Y-o-Y growth of the Indian economy

	FY19	FY20	FY21	FY22
Real GDP growth (%)	6.1	4.2	(6.6)	8.7

Growth of the Indian economy, 2021-22

	Q1, FY22	Q2, FY22	Q3, FY22	Q4, FY22
Real GDP growth (%)	20.1	8.4	5.4	4.1

India's monsoon was abundant in 2021 as the country received 99.32% of a normal monsoon, lower though than in the previous year. The estimated production of rice and pulses recorded volumes of 127.93 million tonnes and 26.96 million tonnes respectively. The total oilseeds production of the country was 371.47 million tonnes. The country's manufacturing sector grew an estimated 12.5%, the agriculture sector 3.9%, mining and quarrying by 14.3%, construction by 10.7% and electricity, gas and water supply by 8.5% in FY 2021-22.

There were positive features of the Indian economy during the year under review.

Foreign direct investments (FDI) in India increased 1.95% to US\$83.57 billion in 2021-22 from US\$81.72 billion in 2020-21, a validation of global investing confidence in India's growth story. The government approved 100% FDI for insurance intermediaries and increased FDI limit in the insurance sector from 49% to 74% in Union Budget 2021-22.

India surpassed the Rs. 88,000 cr target set for asset monetisation in 2021-22, raising

over Rs. 97,000 crore with roads, power, coal, mining and minerals accounting for a large chunk of the transactions.

The Indian government launched a four-year Rs. 6 lakh crore asset monetisation plan (roads and highways, pipelines, power transmission lines, telecom towers, railways station re-development, private trains, tracks, goods sheds, dedicated freight corridor, railways stadiums, airports, projects in major ports, coal mining projects, mineral mining blocks, national stadia, redevelopment of colonies and hospitality assets).

In 2021, India was the largest recipient of global remittances. The country received USD 87 billion during 2021, with the US being the largest source (20%). India's foreign exchange reserves stood at an all-time high of USD 642.45 billion as on September 3, 2021, crossing USD 600 billion in FOREX reserves for the first time.

India's currency weakened 3.59% from Rs. 73.28 to Rs. 75.91 to a US dollar through FY 22. The consumer price index (CPI) of India stood at an estimated 5.3% in FY 2021-22. India reported improving

Goods and Services Tax (GST) collections month-on-month in the second half of 2021-22 following the relaxation of the lockdown, validating the consumption-driven improvement in the economy. The country recorded its all-time highest GST collections in March 2022 standing at Rs. 1.42 lakh crore, which was 15% higher than the corresponding period in 2021.

India ranked 62 in the 2020 World Bank's Ease of Doing Business ranking. The country received positive FPIs worth Rs. 51,000 crore in 2021 as the country ranked fifth among the world's top leading stock markets with a market capitalisation of \$3.21 trillion in March 2022.

The fiscal deficit was estimated at ~Rs. 15.91 trillion for the year ending March 31, 2022 on account of a higher government expenditure during the year under review.

India's per capita income was estimated to have increased 16.28% from Rs. 1.29 lakh in 2020-21 to Rs. 1.50 lakh in 2021-22 following a relaxation in lockdowns and increased vaccine rollout.

India's tax collections increased to a record Rs. 27.07 lakh crore in FY 2021-

22 compared with a budget estimate of Rs. 22.17 lakh crore. While direct taxes increased 49%, indirect tax collections increased 30%. The tax-to-GDP ratio jumped from 10.3% in FY21 to 11.7% in FY22, the highest since 1999.

Retail inflation in March at 6.95% was above the RBI's tolerance level of 6% but fuel prices played no part in this surge. Retail inflation spiked to a 17-month high in March 2022, above the upper limit of the RBI's tolerance band for the third straight month. (Source: Economic Times, IMF, World Bank, EIU, Business Standard, McKinsey, SANDRP, Times of India, Livemint, InvestIndia.org, Indian Express, NDTV, Asian Development Bank)

Indian economic reforms and Budget 2022-23 provisions

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the 'Amrit Kaal' period of the next 25 years leading to 100 years of independence in 2047. The government is emphasizing the role of PM Gati Shakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4% from Rs. 5.54 lakh crore to Rs. 7.50 lakh crore. The effective capital expenditure for FY23 is seen at Rs. 10.7 lakh crore. An outlay of Rs. 5.25 lakh crore was made to the Ministry of Defence, which is 13.31% of the total budget outlay. A boost was provided to India's electric vehicle policy 'Scheme for Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicle in India'. An announcement of nearly Rs. 20,000 crore was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An expansion of 25,000 km was initiated for 2022-23 for the national highways network. To boost the agricultural sector, an allocation of Rs. 2.37 lakh crore was made towards the procurement of wheat and paddy under MSP operations. An outlay of Rs. 1.97 lakh crore was announced for Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook

The Indian economy is projected to grow by a little over 7% in FY23 (World Bank estimate). Across the next three years, capital expenditure in core sectors - cement, metal, oil refining and power - should be about Rs. 5 trillion. Besides, the government's production linked incentives (PLI)-led capex should generate an incremental Rs. 1.4 trillion in sectors like consumer durables, pharmaceuticals and automobiles.

Indian financial services sector overview

India's financial sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, mutual funds, pension funds and other smaller financial entities. The financial sector is dominated by the banking sector, especially commercial banks that account for more than 64% of the total assets held by the financial system.

To develop, administer and enhance the industry, the government and Reserve Bank of India (RBI) launched a number of initiatives for Micro, Small and Medium Enterprises (MSMEs). These measures include Credit Guarantee Fund Scheme for the MSMEs, issuing guidelines to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). Due to an integrated boost by the Government and private sector, India is emerging as one of the most attractive capital markets in the world.

The assets under management of the Indian mutual funds industry was Rs. 38,03,683 crore in FY2021-22. Besides, inflow in the country's mutual fund schemes through systematic investment plan (SIP) stood at Rs. 1,24,566 crore in FY 2021-22, while equity mutual funds registered a net inflow of Rs. 1,64,399 crore by FY 2021-22.

Fund raising through IPOs in nine months of FY 2021-22 was 1.01 Lakh crore. During the financial year, approximately 7,462 companies were listed on the NSE and BSE. (Source: IBEF, AMFI India, Economic Times, Financial Express, Statista)

Outlook

India's finance sector is expected to ride national economic growth, playing a larger role in economic development. By 2028, India is expected to emerge as the fourth largest private wealth market in the world. The insurance and banking sector makes India the richest economies in the world.

Indian non-banking financial sector overview

One of the encouraging catalysts of the Indian financial market is its non-banking finance companies (NBFCs) segment. The asset under management (AUM) of the NBFC sector is predicted to grow nearly 8-10% in fiscal 2023. Stressed assets of the non-banking financial companies are estimated to have declined 800 basis points, around 14% as of March 2022. However, gross non-performing assets are expected to be less owing to one-time Covid-19 restructuring window and the micro, small and medium restructuring scheme of the RBI. Development in collection efficiencies increased after the sharp decline due to the pandemic but is still not at pre-pandemic levels.

There has been a NBFC credit growth to 10.3% post pandemic in diversified NBFCs and micro finance institutions (MFI). Due to the reduction in credit cost, there has been an increase in profitability of MFI. RoA increased by 100 bps and housing finance companies (HFCs) maintained RoA of 1.8%. To strengthen NBFCs, RBI introduced scale-based regulation and revised NPA recognition and upgradation norms in 2021, which include special mention account (SMA) and NPA on a day-end position basis and upgrade from a NPA to standard category only after clearance of all outstanding overdue. For NBFCs, the loan overdue reduced to 4.4% in March 2022 from 5.7% in December 2021.

(Source: the week.in, The Hindu, ICRA)

Indian housing finance sector overview

The Indian housing finance industry is expected to grow by 8-10% in FY22, due to macro-economic factors such as population growth catalyzing into greater

demand for homes, increase in economic activities and reduction in home loan interest rates. With real estate being a core sector, every Rs. 1 lakh invested in housing contributes Rs. 2.9 lakh to the GDP, due to its cascade impact across almost 270 ancillary industries. There was robust credit growth of Rs. 2.3 lakh crore in the MSME and infrastructure sectors, while credit to the NBFC and housing sector reached almost Rs. 2 lakh crore in FY 21-22.

India Ratings upgraded its outlook for housing finance companies from Stable to Improving for the second half of current financial year (H2 FY22) on the grounds that they possessed substantial liquidity, adequate capital buffers, stable margins on account of reduced funding cost and on-Balance Sheet provisioning buffers. ICRA anticipated securitisation volumes for housing finance companies and NBFCs to be more than Rs. 1,20,000 crore in FY2022. Housing finance companies offset their operational expenses with credit cost moderation, which helped maintain Balance Sheet liquidity. The growth in housing finance sector is further expected to increase to 9-11% in FY 2022-23. The Indian home loan market is expected to grow by a CAGR of 22% from 2021 to 2026, with affordable housing being a major growth driver. (Source: Business Standard, Hindustan Times, Economic Times, Business World, The Hindu Business Line)

Affordable housing finance sector

The affordable housing segment is characterized by a clientele that is a first-time borrower with no formal income documents and seeks housing loan to have a home for self-occupancy. Affordable housing loans are marked by small ticket size of Rs. 10 Lakhs with

less than 70% loan to value signifying lower lender risk and larger borrower involvement.

Affordable housing companies witnessed a 140 bps rise in gross nonperforming assets, while other housing finance companies witnessed a rise to 3.3% in their gross NPAs by December, 2021, compared to 3% in September 2021. This is on account of the November 12, 2021, circular on recognition and calculation of NPAs and not from any real mark-down in asset quality, as per CRISIL report.

According to India Ratings and Research, housing finance companies are estimated to witness a 13% growth in 2022-23 as against 11% growth in FY 21-22. This growth is attributed to greater affordability for borrowers catalysed by conducive government policies and wage growth among the salaried segment.

Affordable housing finance segment catalysts

Growing population: India is expected to outpace China and become the most populous country by 2023, which could lead to greater housing demand.

Rapid urbanisation: Around 60 crore Indians could be living in cities by 2030, which could create an aggregate demand of 700 to 900 million square meters of residential and commercial space each year.

Government support: The Union Budget 2022-23 allocated Rs. 14,100 crore to Smart Cities, a growth driver for the Indian NBFC sector.

Mortgage under-penetration: The mortgage industry in India is largely under-penetrated at 13% (FY23 estimated) compared to UK (67%) and USA (56%).

Easier regulations: Following RERA implementation, India's rank in dealing

with construction permits rose from 52 to 27. RERA has played a vital role in enhancing the ease of doing business in the real estate sector, by promoting transparency and buyer-friendliness across the entire process.

Innovation hub: With the objective of promoting financial inclusion, the Reserve Bank of India (RBI) aims to establish an Innovation Hub to facilitate innovation in the financial sector through technology modernization.

(Source: IBEF, The Wire, Statista, Financial Express, Business Standard, Economic Times, Business World, The Hindu business line, Hindustan Times, Construction World)

Company overview

Authum Investment & Infrastructure Limited commenced its journey in 1982. The Company is listed on Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited. It is a registered NBFC engaged in the business of investment in shares and securities and also finance activities to achieve the goal of enhancement of value for its stakeholders.

Financial review

Revenues: Total consolidated revenue from operations in FY 2021-22 was Rs. 90,728 lakhs, compared to Rs. 25,538 lakhs in FY 2020-21.

PAT: Profit after tax for FY 2021-22 stood at Rs. 66,874 lakhs, compared to Rs. 13,531 lakhs in FY 2020-21.

Return on Capital employed: Return on Capital employed during FY 2021-22 stood at 21.43 % as compared to 9.20% in FY 2020-21.

Current ratio: Current ratio in FY 2021-22 is up on account of increase in current assets in FY 2021-22.

Key numbers (Rs. in lakhs)

Particulars	2021-22	2020-21
Revenue from operations	90,728	25,538
EBIT	85,563	17,793
PAT	66,874	13,531
Return on capital employed (%)	21.43	9.20
Current ratio (x)	0.66	0.11
Net profit margin (%)	74	53

Our risk management framework

Risk	Mitigation
Economic risk: Adverse macro-economic factors could affect the company's performance	India's economy grew by 8.7% in FY 21-22; Authum reported 102% increase in Assets under Management and 394% increase in PAT
Underwriting risk: Inability to evaluate customer credibility could lead to higher delinquencies	The Company has a strong underwriting team with robust customer assessment standards, comprising experienced professionals such as Chartered Accountants
Employee risk: Higher attrition among experienced talent could impact growth	The Company's long-term growth-driven business strategy provides growth opportunities to its employees. Most of the middle and senior level employees have a long-term relationship with the Company
Reputation risk: Inability to address customer claims might adversely impact the brand image	The Company will do a thorough situation analysis to evaluate customer claims and will take stringent action against customer underservicing
Regulatory risk: Inability to fulfil compliance and regulatory norms may lead to financial or reputational damage	The Company has invested in software to monitor compliances and ensures that all responses are given in time to regulators.

Internal control systems and their adequacy

The internal audit system of the company has been regularly tracked and reformed to make sure that assets are protected, established regulations are complied with and pending issues are addressed on time. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee records the observations of the auditors and takes corrective actions, if necessary. It maintains constant dialogue with statutory and

internal auditors to ensure that internal control systems are operating effectively.

Human resources and industrial relations

The Company considers that the value of the employees is the key to its success and is devoted to provide them skills which will enable them to seamlessly evolve with ongoing technological advancements. The Company's permanent workforce stood at 11 as at 31st March, 2022. During the year, the Company arranged training

programmes in different areas such as technical skills, behavioural skills, business excellence, general management, advanced management, leadership skills, customer orientation, safety, values and code of conduct.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is a set of defined principles, processes and systems which governs a Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. The Company believes that business excellence is the reflection of the professionalism and ethical values of its management and employees. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its Stakeholders. The Company ensures to comply with the requirements of Corporate Governance listed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations').

At Authum, we believe and continuously endeavor to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with the employees, shareholders, clients and community at large. The Board of Directors represents the interest of the Company's Stakeholders and continuously strives for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance with the Code of Conduct adopted by the Company.

We are in compliance with the Corporate Governance requirements as mandated by the Listing Regulations in letter

and in spirit. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations, for the year ended March 31, 2022 (year under review) and developments up to the date of this report are given below:

CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES

A Code of Conduct as applicable to the Board of Directors and Senior Executives has been approved. The said Code has also been displayed on the Company's website 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 Listing Regulations is given below as **Annexure A**. 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 2021-22.

BOARD OF DIRECTORS:

COMPOSITION OF THE BOARD AND DETAILS OF DIRECTORS, BOARD MEETINGS, ATTENDANCE RECORDS OF BOARD AND OTHER DIRECTORSHIP(S)

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, as amended from time to time.

The Company's Board consists of Six Directors as on March 31, 2022 out of which there are Two Non-Executive Non-Independent Director, Three Independent Directors and One Executive Director. The Chairman of the Board is an Executive Director. Name and category of each Director is given below:

Name of Directors	Category of Director	Attendance at the Board Meetings	Attendance at last AGM held on 30.09.2021	No. of Directorships of other Indian companies as on 31.03.2022	Membership of mandatory Board Committees of other companies as on 31.03.2022		No. of Ordinary Shares held as on 31.03.2022
					Chairman	Member	
Sanjay Dangi	Non-Executive Non-Independent Director	9	Yes	6	1	1	None
Alpana Dangi	Non-Executive Non-Independent Director	6	Yes	Nil	None	None	11,09,09,060 Equity Shares
Amit Dangi	Whole time Director, Chairman	11	Yes	6	None	None	None
Bhaviika Jain	Independent Director	10	No	Nil	None	None	None
Sanjiv Swarup	Independent Director	8	Yes	1	1	2	None
Vimal Ajmera	Independent Director	10	Yes	Nil	None	None	None

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

Note:

Mr. Sanjay Dangi was appointed as Additional Director in the Board Meeting held on April 21, 2021 and Mr. Navin Kumar Jain resigned as Director w.e.f. April 21, 2021.

During the financial year 2021-22, the Board of Directors met 11 times on the following dates:

April 21, 2021, May 27, 2021, June 24, 2021, July 2, 2021, July 12, 2021, August 27, 2021, October 4, 2021, October 26, 2021, November 19, 2021, December 21, 2021 and February 7, 2022. The gap between any two meetings did not exceed one hundred and twenty days.

Names of the Listed Entities where the Directors of the Company is a Director and the category of Directorship:

Sr. No	Name and DIN of Director	Name of the Listed Entity	Designation	Category
1	Mr. Sanjiv Swarup (DIN: 00132716)	Bharat Wire Ropes Limited	Director	Independent Director

In the opinion of the Board, the Independent Directors fulfills the conditions as specified in Listing Regulations and are independent of the Management.

Attention of the members is invited to the relevant item of the Notice of the Annual General Meeting ('AGM') seeking their approval for re-appointment of Director, who is retiring by rotation and being eligible, offers himself for re-appointment. Relevant information as required under the Listing Regulations is appended in the AGM Notice.

FAMILIARIZATION PROGRAMMES

The Company has adopted a structured programme for orientation of all the Directors including Independent Directors at the time of their joining so as to familiarize them with the Company – its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.

Pursuant to Regulation 25(7) of the Listing Regulations, the management conducts familiarization programmes for its Directors which includes discussion on industry outlook and updates on various matters viz. Regulatory, Business, Trading Operations, Finance, Internal Control, Information Technology etc.

The details of programmes for familiarization of Directors are available on the Company's website: www.authum.com

MATRIX SETTING OUT SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

Names of Directors	Areas of Expertise							
	Technology	Legal & Administrative	Stakeholder relationship	Strategy development	Finance	Corporate Governance	Leadership	Capital Market Understanding
Sanjay Dangi	✓	✓	✓	✓	✓	✓	✓	✓
Alpana Dangi			✓	✓	✓	✓	✓	✓
Amit Dangi	✓	✓	✓	✓	✓	✓	✓	✓
Sanjiv Swarup	✓	✓	✓	✓	✓	✓	✓	✓
Vimal Ajmera	✓	✓	✓	✓	✓	✓	✓	✓
Bhaviika Jain	✓	✓	✓	✓	✓	✓	✓	✓

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Pursuant to the Act, Listing Regulations and NBFC Regulations, the Company has an Audit Committee, meeting the composition prescribed thereunder with a minimum of two-third of its members (including Chairman) being independent directors. All members are financially literate and have accounting or related financial management expertise.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness and to ensure compliance with the various requirements under the Act, Listing Regulations and NBFC Regulations.

The minutes of the meetings of the Committee are placed before the Board for noting. Mr. Hitesh Vora, Company Secretary & Compliance Officer functions as the Secretary of the Committee.

COMPOSITION AND ATTENDANCE

During the financial year 2021-22, five meetings of Audit Committee were held on the following dates:

June 24, 2021, July 12, 2021, August 27, 2021, October 26, 2021 and February 7, 2022. The gap between any two meetings did not exceed one hundred and twenty days.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Members	Designation	Category of Directors	Number of Meetings	
			Held	Attended
Mr. Sanjiv Swarup	Chairman	Independent Director	5	5
Mr. Vimal Ajmera	Member	Independent Director	5	5
Mr. Amit Dangi	Member	Whole Time Director	5	5

TERMS OF REFERENCE

The terms of reference of the Audit Committee includes the following:

- a. 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;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 1. 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;
 2. Changes, if any, in accounting policies and practices and reasons for the same;
 3. Major accounting entries involving estimates based on the exercise of judgment by Management;
 4. Significant adjustments made in the financial statements arising out of audit findings;
 5. Compliance with listing and other legal requirements relating to financial statements;
 6. Disclosure of any related party transactions and
 7. Qualifications in the draft audit report.
- e. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f. 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;
- g. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h. Approval or any subsequent modification of transactions of the company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. 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;
- n. Discussion with internal auditors of any significant findings and follow up there on;
- o. 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;
- p. 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;
- q. 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;
- r. To review the functioning of the Whistle Blower mechanism;
- s. 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

Pursuant to the Act, Listing Regulations and NBFC Regulations, the Company has constituted a Nomination and Remuneration Committee ('NRC').

The Committee invites those executives, as it considers appropriate. The minutes of the meetings of the Committee are placed before the Board for noting. Mr. Hitesh Vora, Company Secretary & Compliance Officer, functions as the Secretary of the 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 in compliance with the provisions 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 Regulations with the Stock Exchanges.

SEBI vide notification dated August 3, 2021 amended the Listing Regulations. Vide the said amendment, it has introduced following additional term of reference of NRC with effect from January 1, 2022:

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities

identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;*
- consider candidates from a wide range of backgrounds, having due regard to diversity; and*
- consider the time commitments of the candidates.*

In view of the above amendment, the terms of reference of NRC were suitably amended to incorporate the above.

COMPOSITION AND ATTENDANCE

During the financial year 2021-22, two meetings of Nomination and Remuneration Committee were held on April 21, 2021 and August 27, 2021. The Nomination and Remuneration Committee at its said meetings discussed and approved various matters.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Members	Designation	Category of Directors	Number of Meetings	
			Held	Attended
Mr. Sanjiv Swarup	Chairman	Independent Director	2	2
Mr. Vimal Ajmera	Member	Independent Director	2	2
Mrs. Alpana Dangi	Member	Non-Executive Non Independent Director	2	0

TERMS OF REFERENCE

The Nomination and Remuneration Committee is primarily responsible to:

- Identify potential candidate to become Board Member.
- Recommending nominee for various committees of the Board.
- Ensuring that appropriate procedures are in place to assess Board's effectiveness.
- Developing an annual evaluation process of the Board and its committee.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- 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

- 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.
- In terms of Section 178 of the Companies Act, 2013 which has been made effective from 1st April, 2014 by the Central Government vide notification no. S.O. 902(E) issued on 26th 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.
- 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.

3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration

through the implementation of the Performance Incentive System.

3.6.1 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

Pursuant to the Act and Listing Regulations, the Company has constituted SRC. This Committee specifically looks into the grievances of various stakeholders of the Company.

The terms of reference of the Committee, inter alia, includes review of measures taken for effective exercise of voting rights by shareholders and review of adherence to the service standards in respect of various services rendered by the Registrar and Share Transfer Agent ('RTA').

The necessary quorum was present for the meetings. Mr. Hitesh Vora, Company Secretary & Compliance Officer, functions as the Secretary of the Committee.

COMPOSITION AND ATTENDANCE

During the financial year 2021-22, two meetings of Stakeholders' Relationship Committee were held on June 24, 2021 and October 26, 2021.

Name of Members	Designation	Category of Directors	Number of Meetings	
			Held	Attended
Mr. Sanjiv Swarup	Chairman	Independent Director	2	1
Mr. Amit Dangi	Member	Whole Time Director	2	2
Mr. Vimal Ajmera	Member	Independent Director	2	2
Number of shareholders' complaints received during the year		Number of shareholders' complaints resolved during the year	Number of pending complaints	
2		2	Nil	

All complaints were resolved to the satisfaction of Shareholders of the Company

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.

COMPOSITION AND ATTENDANCE:

During the financial year 2021-22, one meeting of Corporate Social Responsibility Committee was held on February 7, 2022. The necessary quorum was present for the meetings.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Members	Designation	Category of Directors	Number of Meetings	
			Held	Attended
Mr. Sanjiv Swarup	Chairman	Independent Director	1	1
Mr. Vimal Ajmera	Member	Independent Director	1	1
Mr. Amit Dangi	Member	Whole Time Director	1	1

TERMS OF REFERENCE:

The CSR Committee has been constituted by the Board of Directors with powers, inter alia, to make donations/ contributions to any Charitable and/or CSR projects or programs to be implemented directly or through eligible executing agency(ies), of at least two percent of the Company's average net profits during the three immediately preceding Financial Years in pursuance of its CSR Policy for the Company's CSR initiatives.

The role of CSR Committee includes formulating and recommending to the Board an annual action plan (including alteration of such plan) consisting of: (i) list of approved projects or programs to be undertaken within the purview of Schedule VII of the Act, (ii) manner of execution of such projects; (iii) modalities of utilisation of fund; (iv) implementation schedules; (v) monitoring and reporting mechanism for the projects; (vi) details of need and impact assessment, if any, for the projects undertaken and also to monitor the CSR Policy periodically, etc.

The scope of the Committee also includes, inter alia, the formulation and recommendation to the Board for its approval and implementation, the Business Responsibility ("BR") Policy(ies) of the Company, undertake periodical assessment of the

Company's BR performance, review the draft BR Report and recommend the same to the Board for its approval and inclusion in the Annual Report of the Company.

OTHER COMMITTEES:

The Board has constituted various Committees to look into various routine business matters; Securities Allotment and Redemption Committee to look after the transfer / transmission of shares, issue of duplicate shares, redemption of preference shares, etc., Risk Management Committee to ascertain & minimize risk, to take appropriate decisions for regular assessment and minimization of risks, Corporate Governance Committee, Asset Liability Committee, Investment Committee as required under RBI regulations.

REMUNERATION OF DIRECTORS

PECUNIARY RELATIONSHIPS OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS

None of the Non-Executive Directors had any other pecuniary relationship or transactions with the Company during financial year 2021-22, apart from remuneration as directors and transactions in the ordinary course of business and on arm's

length basis at par with any member of general public. During Financial Year 2021-22, the Company did not advance any loans to any of its directors.

CRITERIA/DETAILS OF REMUNERATION TO NON-EXECUTIVE DIRECTORS

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment.

They also oversee the corporate governance framework of the Company.

The following table sets out the details of sitting fees paid to the Directors for FY 2021-22:

Names of Non-Executive Directors	Sitting Fees (Rs. in Lakhs)
Mr. Vimal Ajmera	2.00
Mrs. Bhaviika Jain	2.00
Mr. Sanjiv Swarup	2.00

DETAILS OF REMUNERATION PAID TO WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER

The details of remuneration paid to Whole Time Director & CEO during the financial year 2021-22 are tabled below:

Particulars	Amount (Rs. In Lakhs)	
	Navin Kumar Jain, Executive Director	Amit Dangi, Whole Time Director
Basic Salary	-	40.00
Allowances & Perquisites	-	-
Variable Pay based on performance	-	-
PF Contribution	-	-
Any other	-	-
Total	-	40.00

GREEN INITIATIVES BY MCA

Sections 20 and 136 of the Act, read with relevant Rules, permit companies to service delivery of documents electronically to the registered email ID of the members.

In compliance with the said provisions and as a continuing endeavor towards the 'Go Green' initiative, the Company proposes to send all correspondence/communications through email to those shareholders who have registered their email ID with their depository participant's/Company's RTA.

During FY 2022, the Company sent documents, such as notice calling the annual general meeting, postal ballot notice, audited financial statements, Directors' Report, Auditors' report, etc. in electronic form to the email addresses provided by the members and made available by them to the Company through the depositories. All financial and other vital official news releases and documents under the Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

GENERAL BODY MEETINGS

The details of the last three Annual General Meetings and Special Resolutions passed

- Location and Time where last three AGMs were held

Details of General Meetings	Location	Day & Date	Time	Description of Special Resolution
37 th Annual General Meeting (2018-2019)	7, Mangoe Lane, 2 nd Floor, Room No. 212, Kolkata-700001	Monday, September 30, 2019	11.30 A.M.	1. Re-appointment of Mr. Tapan Sodani as an Independent Director of the Company for the period of five years w.e.f. September 30, 2019.
38 th Annual General Meeting (2019-2020)	Via Video Conferencing	Wednesday, September 30, 2020	4.00 P.M.	1. Appointment of Mrs. Alpana Dangi (DIN: 01506529) as a Director of the Company. 2. Appointment of Mr. Amit Dangi (DIN: 06527044) as a Whole Time Director of the Company for the period of five years w.e.f. June 29, 2020. 3. Appointment of Mr. Amit Dangi (DIN: 06527044) a Whole Time Director of the Company and fix his remuneration.

Details of General Meetings	Location	Day & Date	Time	Description of Special Resolution
				4. Appointment of Mr. Vinit Parikh (DIN: 01461830), as an Independent Director of the Company for the period of five years w.e.f. September 30, 2020. 5. Appointment of Mr. Vimal Ajmera (DIN: 07011895), as an Independent Director of the Company for the period of five years w.e.f. September 30, 2020. 6. Appointment of Mr. Ashokan Achuthan (DIN: 08738877) as an Independent Director of the Company for the period of five years w.e.f. September 30, 2020. 9. Appointment of Mrs. Bhaviika Jain (DIN: 08738884) as an Independent Director of the Company for the period of five years w.e.f. September 30, 2020.
39 th Annual General Meeting (2020-2021)	Via Video Conferencing	Thursday, September 30, 2021	4.00 P.M.	1. Appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director of the Company. 2. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013 3. Adoption of Articles of Association as per the provisions of the Companies Act, 2013 4. Increasing the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013 up to Rs. 4,000 Cr. 5. Approval for creation of charges, mortgages, hypothecation on the immovable and movable assets of the Company under Section 180(1)(a) of the Companies Act, 2013 6. Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 750 Crore.

MEANS OF COMMUNICATIONS WITH SHAREHOLDERS

The quarterly and annual financial results of the Company are published in leading newspapers in India, circulating in substantially in the whole of India which includes Business Standard - English newspaper and in Mumbai Lakshadeep - Marathi vernacular newspaper.

The results are available on the website of the Company www.authum.com. The website also contains link to official news releases, investor presentations along with all material information pertaining to the Company.

The Company's website contains a separate dedicated section 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial

results and Annual Report of the Company. The basic information about the Company in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchange are filed through BSE (Bombay Stock Exchange) for dissemination on their website.

INSIDER TRADING CODE

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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. The said Code is available on the Company's website 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 Regulations, a separate meeting of the Independent Directors held on February 7, 2022 without the presence of the Other Directors 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:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- 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.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting Date and Time	Tuesday, September 27, 2022 at 4.00 P.M.
2. Venue	The Company is conducting meeting through Video Conferencing/Other Audio Visual Means pursuant to the MCA Circular dated May 5, 2022. For details, please refer Notice of this AGM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400021, which shall be the deemed venue of AGM.
3. Financial year	April 1, 2021 to March 31, 2022
4. Dividend Payment date and record date for such dividend	Not Applicable
5. Listed on Stock Exchange	The Equity shares of the Company are presently listed on following stock exchanges: i.) BSE Limited P.J. Towers Dalal Street Mumbai- 400001 ii) The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata- 700001
6. Annual Listing Fees	The Company hereby confirms that Annual Listing Fees for financial year 2021-22 is paid to BSE and CSE.
7. Stock Code/Symbol	BSE : 539177 The Calcutta Stock Exchange Limited : 011262
8. ISIN	INE206F01022

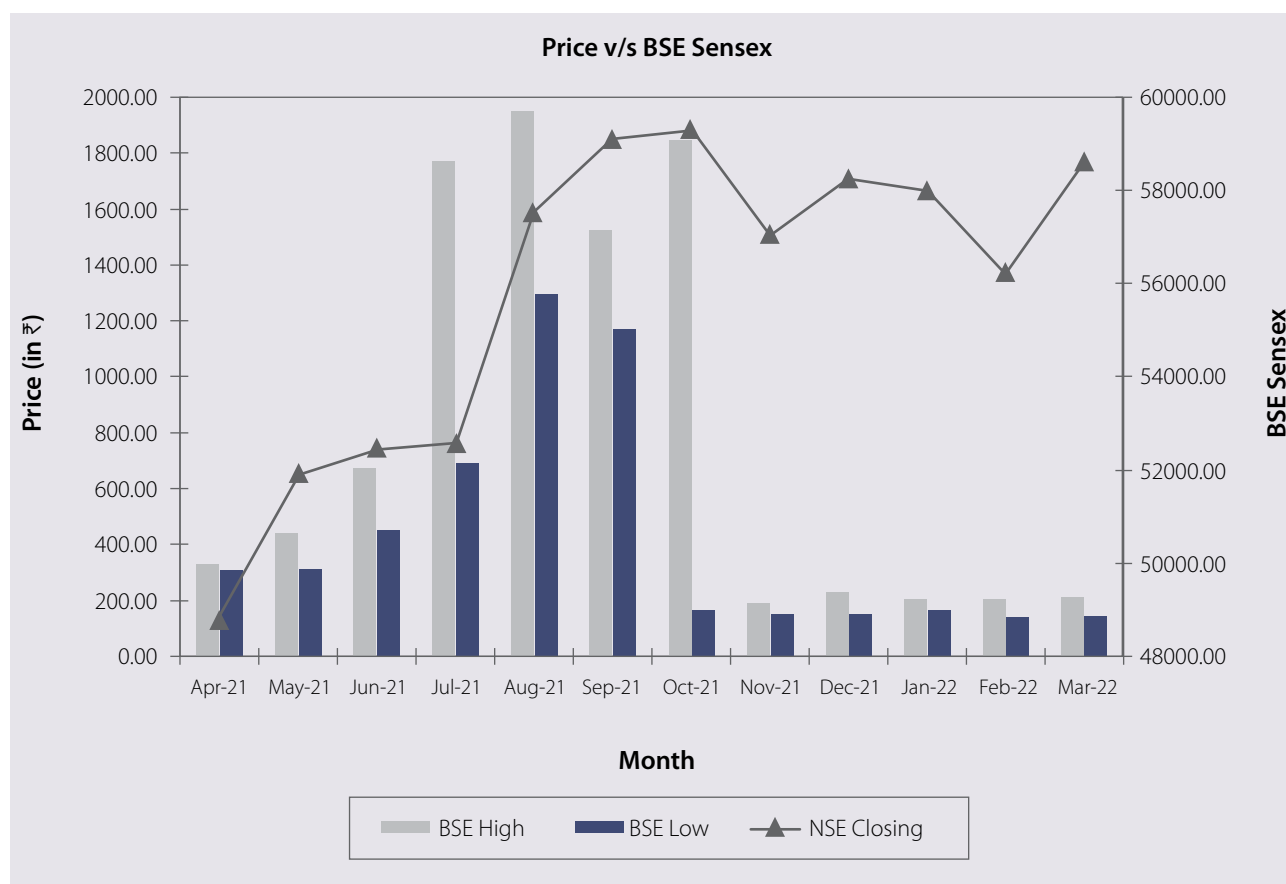
9. Market Price Data

Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Limited. There is no trading during the entire year 2021-22 on Calcutta Stock Exchange and frequently traded on BSE, however data is provided as below.

STOCK MARKET PRICE DATA MONTH WISE: Details of monthly open, high, low and close prices and volume of shares traded on BSE are given below:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-21	324.3	324.30	300.00	308.00	174602
May-21	314.15	435.60	308.00	435.60	1376
Jun-21	444.3	672.80	444.30	672.80	20419
Jul-21	686.25	1766.10	686.25	1766.10	236480
Aug-21	1854.4	1947.10	1295.10	1406.90	189027
Sep-21	1362.00	1519.95	1164.00	1319.75	30837
Oct-21	1319.75	1840.00	165.05	184.55	389132
Nov-21	184.00	187.95	143.50	150.50	339767
Dec-21	153.55	225.40	144.05	169.85	559690
Jan-22	175.00	202.00	160.95	171.15	398557
Feb-22	174.85	199.80	135.90	152.80	345681
Mar-22	150.95	204.40	140.00	182.00	437306

10. Performance of BSE Sensex



11. Share Transfer System	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. The Company obtains from a Company Secretary in Practice yearly certificate of compliance pertaining to share transfer formalities as required under Regulation 40(9) & (10) of the Listing Regulations with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.																																								
12. Distribution of Shareholding as on March 31, 2022:	<table><tr><th>Range of Equity Shares held</th><th>No. of Shareholders/ Accounts</th><th>No. of Shares held</th><th>Percentage of Shares held (%)</th></tr><tr><td>1-5000</td><td>6720</td><td>943434</td><td>0.5555</td></tr><tr><td>5001-10000</td><td>29</td><td>195936</td><td>0.1154</td></tr><tr><td>10001-20000</td><td>14</td><td>173849</td><td>0.1024</td></tr><tr><td>20001-30000</td><td>6</td><td>143036</td><td>0.0842</td></tr><tr><td>30001-40000</td><td>2</td><td>73226</td><td>0.0431</td></tr><tr><td>40001-50000</td><td>5</td><td>225982</td><td>0.1331</td></tr><tr><td>50001-100000</td><td>5</td><td>341224</td><td>0.2009</td></tr><tr><td>100001 and above</td><td>29</td><td>167748413</td><td>98.7655</td></tr><tr><td>TOTAL</td><td>6810</td><td>169845100</td><td>100.00</td></tr></table>	Range of Equity Shares held	No. of Shareholders/ Accounts	No. of Shares held	Percentage of Shares held (%)	1-5000	6720	943434	0.5555	5001-10000	29	195936	0.1154	10001-20000	14	173849	0.1024	20001-30000	6	143036	0.0842	30001-40000	2	73226	0.0431	40001-50000	5	225982	0.1331	50001-100000	5	341224	0.2009	100001 and above	29	167748413	98.7655	TOTAL	6810	169845100	100.00
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13. Dematerialization of Shares and Liquidity	As on March 31, 2022; 16,98,45,100 Equity Shares aggregating to Rs. 16,98,45,100/- of the fully paid up share capital are held in dematerialized mode. 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). As on March 31, 2022; 100% shares of the Company are in demat mode. The bifurcation of shares held in DPs as on March 31, 2022 is given below The Company's shares are compulsorily traded in dematerialized form on BSE. Bifurcation of the category of shares in physical and electronic mode as on March 31, 2022 is given below: <table><tr><th>Category</th><th>No. of Shareholders</th><th>No. of Shares held</th><th>Percentage of Shares held (%)</th></tr><tr><td>Physical</td><td>0</td><td>0</td><td>0</td></tr><tr><td>NSDL</td><td>1,431</td><td>3,07,13,866</td><td>18.03</td></tr><tr><td>CDSL</td><td>5,523</td><td>13,91,31,234</td><td>81.97</td></tr><tr><td>Total</td><td>6,954</td><td>16,98,45,100</td><td>100.00</td></tr></table>	Category	No. of Shareholders	No. of Shares held	Percentage of Shares held (%)	Physical	0	0	0	NSDL	1,431	3,07,13,866	18.03	CDSL	5,523	13,91,31,234	81.97	Total	6,954	16,98,45,100	100.00																				
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Total	6,954	16,98,45,100	100.00																																						
14. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:	Not Applicable																																								
15. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	Not Applicable																																								
16. Plant Locations	Not Applicable																																								
17. Address for Correspondence	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, 5th Floor Kolkata-700001 (West Bengal) Members are requested to quote their folio number/DP Id & Client Id in all their correspondence with the Company & the Registrars.																																								
18. Registrar & Share Transfer Agent	Maheshwari Datamatics (P) Limited. 23, R.N. Mukherjee Road, 5 th Floor Kolkata-700 001 (West Bengal)																																								

19. List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all Debt Instruments of such Entity or any Fixed Deposit Programme or any Scheme or proposal of the Listing Entity Involving Mobilization of Funds, whether in India or abroad

Not Applicable

20. Categories of Shareholders as on March 31, 2022

Category	Total No. Shares held	% of Shareholding
1. Shareholding of Promoter and Promoter Group		
A. Indian	119360900	70.28
B. Foreign		
Total Shareholding of Promoter and Promoter Group	119360900	70.28
2. Public Shareholding		
A. Institutions		
a. Foreign Portfolio Investor	11444000	6.74
B. Non-Institutions		
a. Bodies Corporate	26295551	15.48
b. Individual Holding		
i) Nominal Shares Capital up to Rs. 2 Lakh	2539949	1.50
ii) Nominal Share Capital in excess of Rs. 2 Lakh	9899530	5.83
c. Resident Individual (HUF)	108377	0.06
d. Investor Education and Protection Fund Authority	175500	0.10
e. Non Resident Individual	13392	0.01
C. Any Other - Clearing Member	7901	0.01
Total Public Shareholding	50484200	29.72
3. Shares Held By Custodians and against which Depository Receipts have been issued (Public)	0	0
Grand Total (A+B+C)	169845100	100.00

OTHER DISCLOSURES

DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS (RPT) THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF COMPANY AT LARGE

The Company complies with the disclosure requirements as prescribed in Regulation 23 of Listing Regulations pertaining to Related Party Transactions ("RPT") and follows Ind AS - 24 issued by Institute of Chartered Accountants of India (ICAI). For details on material RPT's please refer the section 'Related Party Transaction' as mentioned in the Boards' Report.

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

The Company had received penalty notice amounting to Rs. 3,77,081/- from BSE Limited for delayed compliances pertaining to the financial year 2016-17 and 2017-18. The Company has deposited the penalty amount with BSE alongwith the clarification and further requested BSE to waive off the penalty imposed. BSE

has waived off partial penalty amounting to Rs. 2,30,560/- which has been set-off against the Annual Listing Fees for F.Y. 2022-23 payable by the Company.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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.

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.

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements prescribed under the Listing Regulations.

THE COMPANY HAS COMPLIED WITH THE FOLLOWING NON-MANDATORY AND DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE LISTING REGULATIONS

Chairperson's office is maintained at Company's expense and all reimbursements are allowed to the Chairperson in performance of his duties.

The Internal Auditors of the Company make presentation to the Audit Committee on their reports.

The Company's financial statement for F.Y. 2021-22 does not contain any audit qualification. The Company's audited financial statements are accompanied with unmodified opinion from the statutory auditor of the Company.

POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

The Company does not have Subsidiary Company/ies. Hence the same is not applicable to the Company.

POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

The reference of the same is given in the Boards' Report.

DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES :

NIL

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A) OF LISTING REGULATIONS

During the year under review, your Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement.

PRACTICING COMPANY SECRETARY CERTIFICATION

A certificate from practicing company secretary confirming that none of the Directors on the Board of the Company were debarred or disqualified from being re-appointed under retirement by rotation and/or continuing as Directors of the Company by SEBI, Ministry of Corporate Affairs or any other statutory authorities is attached as **Annexure B**.

DETAILS OF FEES PAID TO STATUTORY AUDITOR

Statutory Auditor: M/s. H. R. Agarwal & Associates, Chartered Accountants, Kolkata

Payment to Auditors	Amount in Rs. (excluding GST)
Statutory audit fee	1,50,000/-
Tax audit fee	-
Other services	17,700/-
Out of pocket	-
Total	167,700/-

DETAILS OF SEXUAL HARASSMENT COMPLAINTS RECEIVED AND REDRESSED

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as at end of the financial year
Nil	Nil	Nil

COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46 (2) of the Listing Regulations, to the extent as applicable, with regards to Corporate Governance.

CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER CERTIFICATE

In terms of Regulation 17(8) of the Listing Regulations, the CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year at the review, which has been reviewed by the Audit Committees and taken on record by the Board. The same is attached as **Annexure C**.

COMPLIANCE CERTIFICATE

Certificate from Mayank Arora & Co, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached as **Annexure D**.

EQUITY SHARES IN THE SUSPENSE ACCOUNT :

NIL

ANNUAL REPORT

Annual Report containing, inter alia, Audited Accounts, Auditor's Report, Boards' Report, Corporate Governance Report, and other material and related matters/ information is circulated by email to the Shareholders and others entitled thereto. The copy of Annual Report is also available on Company's website at www.authum.com.

ANNEXURE 'A' TO CORPORATE GOVERNANCE REPORT

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has obtained from all the Members of the Board and Senior Management personnel affirmation that they have complied with the Code of Conduct for Directors and senior management personnel as required under Regulation 26(3) of the Listing Regulations for the FY 2021-22.

Amit Dangi

Whole Time Director & Chief Financial Officer

DIN: 06527044

Place: Mumbai

Date: August 8, 2022

ANNEXURE 'B' TO CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant To Regulation 34(3) and Schedule V Para C Clause (10)(I) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Authum Investment & Infrastructure Limited,
707, Raheja Centre,
Free Press Journal Marg,
Nariman Point
Mumbai - 400021

In my opinion and to the best of my information, verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) and according to our examination of the relevant records and information provided by **AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED** ('the Company') and based on representation made by the Management of the Company for the period from 1st April, 2021 to 31st March, 2022 for the purpose of issuing a Certificate as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the LODR Regulations') read with Part C of Schedule V of the LODR Regulations, I hereby certify that **NONE** of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority for the period as on 31st March, 2022.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayank Arora & Co.,
Company Secretaries

SD/-
Mayank Arora
Proprietor
Membership No.: F10378
COP No.: 13609

Place: Mumbai
Date: 08/08/2022
UDIN number: F010378D000804534

CHIEF EXECUTIVE OFFICER/ CHIEF FINANCIAL OFFICER COMPLIANCE CERTIFICATE

To
The Board of Directors
Authum Investment & Infrastructure Limited
707, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai- 400021

Sub: Certificate on financial statements for the financial year ended March 31, 2022 pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

We have reviewed the financial statements, read with the cash flow statement of Authum Investment and Infrastructure Limited for the year ended 31st March, 2022 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;
 - (ii) There are no instances of fraud involving the management or an employee; and
 - (iii) Significant Changes, if any in the internal controls over financial reporting during the year.

Sd/-

Amit Dangi

Whole Time Director & Chief Financial Officer
DIN: 06527044

Place: Mumbai

Date: August 8, 2022

ANNEXURE 'D' TO CORPORATE GOVERNANCE REPORT

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Board of Directors

Authum Investment & Infrastructure Limited

707, Raheja Centre, Free Press Journal Road,

Nariman Point, Mumbai- 400021

I have examined all the relevant records of Authum Investment & Infrastructure Limited ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended March 31, 2022.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations.

I further 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 Mayank Arora & Co.,

Company Secretaries

Sd/-

Mayank Arora

Proprietor

Membership No.: F10378

COP No.: 13609

PR No: 679/2020

Place: Mumbai

Date: 08/08/2022

UDIN number: F010378D000804545

Independent Auditor's Report

TO THE MEMBERS OF AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Authum Investment & Infrastructure Limited ("the Company") which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("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 March 31, 2022, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We did not determine any key audit matter to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information

comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based

on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure – "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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. In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act
- h. 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 H.R. Agarwal & Associates

Chartered Accountants

Firm Reg. No: 323029E

Shyam Sunder Agarwal

Partner

Place: Mumbai

Date: May 24, 2022

Membership No: 060033

UDIN: 22060033AJMYWI6184

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 31st March 2022, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company does not have any intangible assets.
- (b) According to the information and explanations given to us, the Property, plant and equipment 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) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in Note 8 on investment property to the financial statements, are not held in the name of the Company. Details as below: (Also refer Note 38)

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
Land & Building	13980.55 Lakhs	Mentor Capital Limited	Promoter Group	03.01.2020	Note below

The company has created proper Escrow mechanism with bank and all sales are routed through proper channel and sale consideration is directly credited to the company's bank account on the same day and ensure that there is no loss to the company on these assets.

- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. (a) The inventories of Shares being held in electronic mode. Accordingly, paragraph 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned any working capital facility by banks or financial institutions during the year on the basis of security of its current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable.
3. (a) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable to it.
- (b) In respect of the investments/ loans / securities, the terms and conditions under which such investments were made/loans were granted / securities provided are not prejudicial to the Company's interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.
- (e) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(e) of the Order is not applicable to it.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
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 or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
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 GST, 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 GST, Income-tax, and other statutory dues in arrears were outstanding as at 31st March, 2022 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 information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
9. (a) 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 loans or other borrowings or in the payment of interest to any lender, as applicable, during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company did not have any subsidiaries, joint ventures or associate companies during the year and hence clause ix (e) of paragraph 3 of CARO, 2020 does not apply to the Company.
- (f) The Company did not have any subsidiaries, joint ventures or associate companies during the year and hence clause ix (f) of paragraph 3 of CARO, 2020 does not apply to the Company.
10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. However the Company has converted Compulsory Convertible Debentures issued in F.Y. 2019-20 into Equity Shares during the F.Y. 2021-22.
11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT -4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.
12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
14. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the

Company.

16. (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the Company has obtained the required registration.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company ('CIC') as defined under the Regulations by the Reserve Bank of India.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
17. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3 (xviii) is not applicable.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material

uncertainty exists as at the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The Company has during the year spent the amount of Corporate Social Responsibility as required under sub-section (5) of section 135 of the Act and hence matter specified in clause 3(xx) of the Order does not apply to the Company.
21. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg. No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYWI6184

Place: Mumbai

Date: May 24, 2022

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 31st March 2022 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 with reference to Financial Statements

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 with reference to Financial Statements

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 over financial reporting with reference to financial statements and such internal financial controls over financial reporting with reference to financial statements were operating effectively as at 31st March 2022, 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 H.R. Agarwal & Associates
Chartered Accountants
Firm Reg. No: 323029E

Shyam Sunder Agarwal
Partner

Place: Mumbai
Date: May 24, 2022

Membership No: 060033
UDIN: 22060033AJMYWI6184

Balance Sheet as at 31st March, 2022

(Rs. in Lakhs)

S. Particulars No.	Note No.	As at 31/03/2022	As at 31/03/2021
ASSETS			
1 Financial Assets			
(a) Cash and Cash Equivalents	2	4,207.67	1,452.15
(b) Bank Balance other than (a) above	3	50,006.11	-
(c) Receivables			
(I) Trade Receivables	4	648.54	-
(II) Other Receivables		-	-
(d) Loans	5	3,344.67	12,094.60
(e) Investments	6	3,18,572.38	1,62,577.95
(f) Other Financial Assets	7	9,437.76	-
2 Non-Financial Assets			
(a) Investment Property	8	14,157.91	17,564.33
(b) Property, Plant and Equipment	9	67.97	0.70
(c) Other Non-Financial Assets	10	1,462.85	881.76
Total Assets		4,01,905.86	1,94,571.49
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Payables			
(I) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	11	-	931.97
(b) Borrowings (Other than Debt Securities)	12	66,927.08	29,364.63
(c) Subordinated Liabilities	13	20,200.00	20,950.00
(d) Other Financial Liabilities	14	-	5.83
2 Non-Financial Liabilities			
(a) Provisions	15	2,507.46	42.46
(b) Other Non-Financial Liabilities	16	140.39	97.49
3 EQUITY			
(a) Equity Share Capital	17	1,698.45	1,613.93
(b) Instruments entirely equity in nature	18	-	63,000.00
(c) Other Equity	19	3,10,432.48	78,565.17
Total Liabilities and Equity		4,01,905.86	1,94,571.49

Notes 1-49 form an integral part of these financial statements.

In term of our report of even date annexed herewith

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYWI6184

For and on behalf of the Board

Sanjay Dangi

Director

DIN: 00012833

Amit Dangi

Director & CFO

DIN: 06527044

Place: Mumbai

Date: May 24, 2022

Hitesh Vora

Company Secretary

Statement of Profit and Loss for the year ended 31st March 2022

(Rs. in Lakhs)

S. Particulars No.	Note No.	For the Year ended 31.03.2022	For the Year ended 31.03.2022
I. Revenue from Operations			
Interest Income	20	792.86	1,395.99
Dividend Income		2,608.22	424.32
Net Gain / (Loss) on Fair Value Changes	21	39,451.82	23,515.21
Net Gain / (Loss) on Speculation in Shares & Securities		670.49	189.46
Net Gain / (Loss) on Sale of Investments		46,851.51	11.92
Income from Mutual Funds/Funds		363.59	58.25
Total Revenue from operations		90,738.49	25,595.16
II. Other Income		(10.28)	(56.86)
III. Total Income (I+II)		90,728.21	25,538.30
IV. Expenses			
Finance Costs	22	2,965.20	2,066.83
Employee Benefits Expenses	23	80.37	69.97
Depreciation, Amortization and Impairment	24	9.23	0.23
Others Expenses	25	5,084.64	7,675.45
Total Expenses		8,139.43	9,812.48
V. Profit / (Loss) Before Tax		82,588.78	15,725.82
Tax Expense:			
Current Tax		15,715.00	2,195.00
VI. Profit / (Loss) for the period		66,873.78	13,530.82
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Fair Valuation of Equity Instruments through Other Comprehensive Income		1,02,303.04	83,936.03
Other Comprehensive Income		1,02,303.04	83,936.03
Total Comprehensive Income for the period		1,69,176.83	97,466.85
Earnings per equity share			
Basic (Rs.)		39.88	11.62
Diluted (Rs.)		39.88	11.62

Notes 1-49 form an integral part of these financial statements.

In term of our report of even date annexed herewith

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYWI6184

For and on behalf of the Board**Sanjay Dangi**

Director

DIN: 00012833

Amit Dangi

Director & CFO

DIN: 06527044

Place: Mumbai

Date: May 24, 2022

Hitesh Vora

Company Secretary

Statement of Cash Flow for the year ended 31st March 2022

(Rs. in Lakhs)

S. No.	Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before tax	82,588.78	15,725.82
	Adjustment for:		
	Interest Expenses	2,965.20	2,066.83
	Depreciation, Amortization and Impairment	9.23	0.23
	Net (Gain)/ Loss on Sale of Investments	(46,851.51)	(11.92)
	Net (Gain)/ Loss on Investments Property Sold / Discarded	3,510.28	56.86
	Operating Profit	42,221.98	17,837.81
	Adjustment for working capital changes		
	Decrease/(Increase) in Receivables	(648.54)	1,150.72
	Decrease/(Increase) in Loans	8,749.93	4,890.57
	Decrease/(Increase) in Other Financial Assets	(9,437.76)	-
	Decrease/(Increase) in Other Non-Financial Assets	(8.59)	(37.84)
	Increase / (decrease) in Trade Payables	(931.97)	931.30
	Increase / (decrease) in Other Financial Liabilities	(5.83)	(2.19)
	Increase / (decrease) in Other Non-Financial Liabilities	42.90	(140.12)
	Cash generated / (used) from operations	39,982.13	24,630.26
	Income Tax Paid (net of refunds)	(13,822.51)	(2,896.55)
	Net cash generated / (used) from operating activities (A)	26,159.62	21,733.71
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	(Purchase)/Sale of Investments	(6,839.87)	(45,581.84)
	(Purchase)/Sale of Property, Plant and Equipment	(76.51)	(0.81)
	(Purchase)/Sale of Investments Property	(103.86)	530.31
	Movement in Other Bank Balances	(50,006.11)	-
	Net cash generated / (used) from investing activities (B)	(57,026.35)	(45,052.33)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceed from issue of Equity Share Capital (including securities premium)	-	3,735.10
	Proceed/(Repayment) of Redeemable Preference Shares	(975.00)	-
	Proceeds/(Repayment) of Borrowings	37,562.45	23,044.65
	Interest Expenses	(2,965.20)	(2,066.83)
	Net cash generated / (used) from financing activities (C)	33,622.25	24,712.92
	Net Increase/(decreased) in cash and cash equivalents during the year (A+B+C)	2,755.52	1,394.30
	Cash and cash equivalents at the beginning of the year	1,452.15	57.85
	Cash and cash equivalents at the end of the year	4,207.67	1,452.15

Notes:

- The above cash flow statement has been prepared under indirect method as set out in Ind AS 7: "Statement of Cash Flows" as specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 (as amended).
- Figures in brackets indicate cash outflows.

Notes 1-49 form an integral part of these financial statements.

In term of our report of even date annexed herewith

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYWI6184

For and on behalf of the Board

Sanjay Dangi

Director

DIN: 00012833

Amit Dangi

Director & CFO

DIN: 06527044

Place: Mumbai

Date: May 24, 2022

Hitesh Vora

Company Secretary

Statement of Changes In Equity for the year ended 31st March 2022

A) SHARE CAPITAL

(1) Current Reporting Period

	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period (As at 31st March, 2022)
Balance at the beginning of the current reporting period (As at 1st April 2021)				(Rs. in Lakhs)
1,613.93	-	1,613.93	84.52	1,698.45

(2) Previous Reporting Period

	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period (As at 31st March, 2021)
Balance at the beginning of the current reporting period (As at 1st April 2020)				(Rs. in Lakhs)
1,152.81	-	1,152.81	461.12	1,613.93

B) OTHER EQUITY

(1) Current Reporting Period

(1) Current Reporting Period								(Rs. in Lakhs)
Particulars	Reserve & Surplus						Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Other Reserves			Retained Earnings		
			Statutory Reserve Fund	Amalgamation Reserve	Capital Redemption Reserve			
Balance at the beginning of the current reporting period (as at 01.04.2021)	-	3,273.98	4,034.11	1,055.63	-	10,664.64	59,536.81	78,565.17
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	3,273.98	4,034.11	1,055.63	-	10,664.64	59,536.81	78,565.17
Profit for the year	-	-	-	-	-	66,873.78	-	66,873.78
Other comprehensive income for the year	-	-	-	-	-	-	1,02,303.04	1,02,303.04
Total comprehensive income for the year	-	-	-	-	-	-	1,61,839.85	1,69,176.83
Dividend	-	-	-	-	-	-	-	-
Any other changes:								
Transfer to statutory reserve fund	-	-	13,374.76	-	-	(13,374.76)	-	-
Transfer to capital redemption reserve					150.00	(150.00)		
Repayment of Premium on Redemption of Redeemable Preference shares	-	-	-	-	-	(225.00)	-	(225.00)
Security premium proceeds on issue of equity shares (Refer note 17 Equity and 18 Other Equity)	-	62,915.48	-	-	-	-	-	62,915.48
Balance at the end of the current reporting period (as at March 31, 2022)	-	66,189.46	17,408.87	1,055.63	150.00	63,788.66	1,61,839.85	3,10,432.48

Statement of Changes In Equity for the year ended 31st March 2022

B) OTHER EQUITY

(2) Previous Reporting Period

(Rs. in Lakhs)

Particulars	Reserve & Surplus					Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Statutory Reserve Fund	Amalgamation Reserve	Capital Redemption Reserve	Retained Earnings	
Balance at the beginning of the current reporting period (as at 01.04.2020)	-	-	1,327.95	1,055.63		(160.01)	(22,175.65)
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	1,327.95	1,055.63	-	(160.01)	(22,175.65)
Profit for the year	-	-	-	-	-	13,530.82	13,530.82
Other comprehensive income for the year	-	-	-	-	-	83,936.03	83,936.03
Total comprehensive income for the year	-	-	-	-	-	59,536.81	97,466.85
Dividend	-	-	-	-	-	-	-
Any other changes:							
Transfer to statutory reserve fund	-	-	2,706.16	-	-	(2,706.16)	-
Security premium proceeds on issue of equity shares (Refer note 17 Equity and 18 Other Equity)	-	3,273.98	-	-	-	-	3,273.98
Balance at the end of the current reporting period (as at March 31, 2021)	-	3,273.98	4,034.11	1,055.63	-	10,664.64	78,565.17

Notes 1-49 form an integral part of these financial statements.

In term of our report of even date annexed herewith

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYW16184

For and on behalf of the Board

Sanjay Dangi

Director

DIN: 00012833

Amit Dangi

Director & CFO

DIN: 06527044

Hitesh Vora

Company Secretary

Place: Mumbai

Date: May 24, 2022

Notes to financial statements for the year ended 31st March 2022

1. NOTES TO THE FINANCIAL STATEMENTS

(a) COMPANY OVERVIEW

Authum Investment and Infrastructure Limited ('the Company') is a Public Limited Company incorporated in India with its registered office located at 707, Raheja Center, Nariman Point, Mumbai – 400021. The Company is listed on Bombay Stock Exchange & The Calcutta Stock Exchange. The Company is a non-deposit taking Systemically Important Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India (RBI) under Section 45-IA of the Reserve Bank of India Act, 1934 and primarily engaged in the business of providing loans and making investments in shares and securities.

(b) SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

Company's financial statements are prepared in Indian Rupees, which is also its functional currency. The Financial Statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of financial assets and liabilities at fair values. The Company has established policies and procedures with respect to measurement of fair values.

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

Level 1 - The fair value of financial instruments traded in active markets is based on quoted (unadjusted) market prices at the end of the reporting period.

Level 2 - The fair valuation of instruments not traded in active markets is determined based on observable market data and by using valuation techniques.

Level 3 - Where one or more of the significant inputs are not from observable market data.

Revenue Recognition:

- Profit or losses in respect of Investments / dealing in shares and securities are recognized on trade dates.
- Profit /Loss on dealing in securities and derivatives comprises profit/loss on sale of securities, unrealized profit/loss on securities held as stock in trade and profit/loss on equity derivative instruments.
- Profit/Loss on sale of securities is determined based on the FIFO method. Profit/loss on exchange traded equity derivatives transactions are accounted for based on the 'Guidance Note on Accounting for Equity Index and equity stock Futures and Options' issued by the Institute of Chartered Accountants of India.
- Dividend income on units of shares/mutual fund is recognised on receipt basis and any gain/losses on mutual fund are recognized on the date of Sale.
- Interest income is accounted on accrual basis except in respect of substandard assets where income is accounted on receipt basis.
- In respect of other items of income, the company accounts the same on Accrual basis.
- Equity Index/Stock-Futures
 - a) Equity index/Stock Futures are marked-to-market. Debit or credit balance disclosed under loans and advances or current liabilities, respectively, in the Mark-to-Market-Equity Index/Stock futures account.
 - b) As on the balance sheet date, the Profit/loss on open positions in index/stock futures is accounted for as follows:
 - Credit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures account" being anticipated profit, is ignored and no credit is taken to profit and loss account.

Notes to financial statements for the year ended 31st March 2022

- Debit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures account" being anticipated loss, is recognized in the profit and loss account.
- c) On final settlement or squaring-up of contracts for Equity Index/stock Futures, the profit or loss is calculated as difference between settlement/ squaring-up price and contract price. Accordingly debit or credit balance pertaining to the settled/ squared-up contract in "Mark-to-Market Margin-Equity Index/Stock Futures account" is recognized in the profit and loss account upon expiry of the Contracts. When more than one contract in respect of the relevant series of Equity Index/ Stock Futures to which the squared-up contract pertains is outstanding at the time of the squaring-up of the Contract, the contract price of the contract so squared-up is determined using weighted average method for calculating profit/loss on squaring-up.

Financial Assets Initial Recognition

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

Financial Asset measured at Amortised Cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Financial assets at fair value through other comprehensive income: (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal and the interest on the principal outstanding.

Financial assets at Fair value through profit or loss: (FVTPL)

Any financial asset not subsequently measured at amortized cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

Investments in Subsidiary and Associates

The Company has accounted for its investments in Subsidiary and Associates at cost.

All other equity investments are measured at fair value, with value changes on these instruments, excluding dividends, are recognized in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to profit and loss on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Financial Liabilities Initial Recognition

All financial liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-Recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability (or a part of a financial liability) is derecognised when the obligation specified in the contract is discharged or cancelled or expires.

Notes to financial statements for the year ended 31st March 2022

Impairment of Financial Assets

The Company applies the Expected Credit Loss (ECL) model for recognizing impairment losses if any on financial assets.

12 months ECL represents the expected default events on the financial asset that are possible within 12 months after the reporting date.

Where the credit risk on the financial assets has not increased significantly since initial recognition, the loss is measured at an amount equal to 12 months ECL.

Where the credit risk on the financial assets has increased significantly since initial recognition, the loss is measured at an amount equal to the lifetime expected credit loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when the Company has a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Leases

The Company as lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Employee Benefits

SHORT TERM EMPLOYEE BENEFITS

As per the employment policy of the Company, short term employee benefits for services rendered by employees are recognized during the period when the services are rendered.

Defined benefit plans

Gratuity

The Company provides a lump sum payment to eligible employees, at retirement or resignation of employment based on the last drawn salary and years of employment with the Company as per the provisions of the Payment of Gratuity Act, 1972.

The liability or asset recognized in the Balance Sheet in respect of a defined gratuity plan is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation using the projected unit credit method made at the end of the year.

The present value of defined benefit obligation is determined by discounting the estimated future cash out flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

Recognition and Measurement of Defined Benefit Plans

Re-measurement gains or losses arising from Experience Adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in the Other Comprehensive Income. They are included in the statement of changes in equity and in the Balance Sheet. Re-measurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to Statement of Profit or Loss in subsequent periods.

Changes in present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss.

Income Taxes

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Notes to financial statements for the year ended 31st March 2022

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognized amounts; and b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are offset only if the Company:

- a) has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Current and Deferred tax for the year - OCI

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

The property plant and equipment are the assets held for the use in the supply of services.

Property, plant and equipment's are stated in the balance sheet at cost (net of duty/ tax credit availed) less accumulated depreciation and accumulated impairment losses.

Cost of acquisition is inclusive of freight, non-refundable duties & taxes and other directly attributable cost of bringing the asset to its working condition for the intended use.

Freehold land is not depreciated.

An item is recognised as property plant and equipment if and only if it is probable that future economic benefits associated with the item will flow to the Company and its costs can be measured reliably.

Subsequent expenditure is added to the carrying amount or recognised as separate asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Depreciation commences when the assets are ready for their intended use. Where the property plant and equipment is not ready for its intended use as on the balance sheet date it is disclosed as capital work in progress

Depreciation is recognised to write off the cost of assets less their residual values over their useful lives, using the written down value method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Notes to financial statements for the year ended 31st March 2022

An item of the property plant equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of the item of property plant equipment is determined as the difference between the sale proceeds and carrying amount of the asset and is recognised in profit and loss.

Investment Property

Properties held to earn rental income or for capital appreciation or both and that is not occupied by the Company is classified as Investment Property.

It is measured initially at cost of acquisition including transaction costs, borrowing cost and other directly attributable cost in bringing the asset to its working condition for its intended use.

Subsequent expenditure is capitalized to the asset carrying amount only when it is probable that the future economic benefit associated with the expenditure will flow to the company.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined by property valuer, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

Intangible assets

Intangible assets are identified non-monetary assets without physical existence. Intangible assets represent Computer software whose cost is amortised over their expected useful life on a straight-line basis.

Intangible assets with finite useful lives that are acquired separately are capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over the estimated useful life of the asset.

Intangible assets are recognised in books only when it is probable that future economic benefits associated with the asset will flow to the company and the cost can be measured reliably.

The cost of the intangible asset shall include the purchase price, including non-refundable duties and taxes, all the directly attributable costs to bring the intangible to the present location, working condition and intended use.

Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Foreign Currency Transactions

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

Notes to financial statements for the year ended 31st March 2022

Dividend

The final Dividend on shares is recorded as a liability on the date of approval by the Shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Cash Flow Statement

Statement of cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Provisions and Contingent Liabilities

Provisions are recognized when the Company, as a result of a past event, has a present obligation and it is probable that the Company will be required to settle the obligation for which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when

- (i) there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company (or)
- (ii) there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Earnings Per Share

The basic earnings per share has been computed by dividing the net income attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

The diluted earnings per share has been computed using weighted average number of shares adjusted for effects of all potentially dilutive equity shares.

(C) CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The actual results may differ from these estimates. The Company's management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Any revision to the accounting estimates is recognised prospectively in the current and future periods.

Useful lives of Property Plant and Equipment / Intangible Assets

Property, Plant and Equipment / Intangible Assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

Impairment of Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Notes to financial statements for the year ended 31st March 2022

NOTE: 2 - CASH AND CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Cash on hand	36.07	16.27
(ii) Balances with banks in current account	1,239.65	176.54
(iii) Balances with banks in term deposit account	2,931.96	1,259.35
Total	4,207.67	1,452.15

NOTE: 3 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Balances with banks in term deposit account	50,006.11	-
Total	50,006.11	-

NOTE: 4 - RECEIVABLES

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(a) Receivables considered good - Secured	-	-
(b) Receivables considered good - Unsecured	648.54	-
Total	648.54	-

1) Ageing of Trade Receivables

As at 31st March, 2022	Undisputed Trade Receivables	
	Considered good	Considered doubtful
Within Credit Period	648.54	-
Outstanding for following periods from due date of payment		
Less than 6 months	-	-
6 months to 1 year	-	-
1 year to 2 years	-	-
2 year to 3 years	-	-
More than 3 years	-	-
Total	648.54	-

As at 31st March, 2021	Undisputed Trade Receivables	
	Considered good	Considered doubtful
Within Credit Period	-	-
Outstanding for following periods from due date of payment		
Less than 6 months	-	-
6 months to 1 year	-	-
1 year to 2 years	-	-
2 year to 3 years	-	-
More than 3 years	-	-
Total	-	-

The managements expects no default in receipt of trade receivables; also there is no history of default observed by the management. Hence, no ECL has been recognised on trade receivables.

There are no dues from directors or other officers of the Company or any firm or private company in which any director is a partner, a director or a member.

Notes to financial statements for the year ended 31st March 2022

NOTE: 5 - LOANS

(Rs. in Lakhs)

Particulars	As At 31 March, 2022				As At 31 March, 2021			
	Amortised Cost	At Fair value			Amortised Cost	At Fair value		
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through P&L		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through P&L
(A)								
Loans repayable on Demand								
Loans to Related Parties	1,011.50				2,766.27			
Loan to other entities	2,333.17	-	-	-	9,328.34			
Total (A)-Gross	3,344.67	-	-	-	12,094.60	-	-	-
Less: Impairment loss	-	-	-	-	-	-	-	-
Total (A)-Net	3,344.67	-	-	-	12,094.60	-	-	-
(B)								
Secured by tangible Assets	-	-	-	-	1,271.02	-	-	-
Unsecured	3,344.67	-	-	-	10,823.59	-	-	-
Total (B)-Gross	3,344.67	-	-	-	12,094.60	-	-	-
Less: Impairment loss	-	-	-	-	-	-	-	-
Total (B)-Net	3,344.67	-	-	-	12,094.60	-	-	-
(C)								
Loans in India								
(i) Public sector	-	-	-	-	-	-	-	-
(ii) Others	3,344.67	-	-	-	12,094.60	-	-	-
Total (C) Gross	3,344.67	-	-	-	12,094.60	-	-	-
Less: Impairment loss	-	-	-	-	-	-	-	-
Total (C)-Net	3,344.67	-	-	-	12,094.60	-	-	-

Name of the parties	As At 31 March, 2022		As At 31 March, 2021	
	Amount outstanding	% to Total Loans & Advances	Amount outstanding	% to Total Loans & Advances
Related Parties				
a) Geetanjali Infosystems Private Limited	1,011.50	30.24%	985.17	8.15%
b) SRCT Globex Private Limited	-	-	1,781.10	14.73%

Notes to financial statements for the year ended 31st March 2022

NOTE: 6 - INVESTMENTS

(Rs. in Lakhs)

Particulars	As At 31 March, 2022						As At 31 March, 2021								
	Amortised Cost	At Fair value			Subtotal	Others *	Total	Amortised Cost	At Fair value			Subtotal	Others *	Total	
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through P&L					Through Other Comprehensive Income	Through profit or loss	Designated at fair value through P&L				
(A)															
Mutual Funds/Other Funds	-	-	-	-	-	2,108.50	-	-	-	-	-	-	1,562.68	-	1,562.68
Equity Instruments - Listed	-	3,03,789.88	2,818.82	-	3,06,608.69	-	3,06,608.69	1,50,615.07	4,363.81	-	1,54,978.88	-	1,54,978.88	-	1,54,978.88
Equity Instruments - Unlisted	-	6,111.38	-	-	6,111.38	-	6,111.38	6,036.38	-	-	6,036.38	-	6,036.38	-	6,036.38
Investments in Preference Shares	140.09	-	-	-	140.09	-	140.09	-	-	-	-	-	-	-	-
Investments in Debentures	3,603.72	-	-	-	3,603.72	-	3,603.72	-	-	-	-	-	-	-	-
Total (A) Gross	3,743.81	3,09,901.26	2,818.82	-	3,16,463.88	2,108.50	3,18,572.38	1,56,651.45	4,363.81	-	1,61,015.27	1,562.68	1,62,577.95		
* Others Valued at cost															
(B)															
(i) Investment outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Investment in India	3,743.81	3,09,901.26	2,818.82	-	3,16,463.88	2,108.50	3,18,572.38	1,56,651.45	4,363.81	-	1,61,015.27	1,562.68	1,62,577.95		
Total (B) Gross	3,743.81	3,09,901.26	2,818.82	-	3,16,463.88	2,108.50	3,18,572.38	1,56,651.45	4,363.81	-	1,61,015.27	1,562.68	1,62,577.95		
(C)															
Less:															
Allowance for impairment loss (C)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Net D=(A-C)	3,743.81	3,09,901.26	2,818.82	-	3,16,463.88	2,108.50	3,18,572.38	1,56,651.45	4,363.81	-	1,61,015.27	1,562.68	1,62,577.95		

Notes to financial statements for the year ended 31st March 2022

NOTE: 7 - OTHER FINANCIAL ASSETS

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Other Receivables	62.33	-
Share Application Money Pending Allotment	9,375.43	-
Total	9,437.76	-

NOTE: 8 INVESTMENT PROPERTY

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Investment in Immovable Property		
Opening Balance	17,564.33	18,151.50
Add: Additions During the year	177.36	-
Less: Disposals	3,583.78	587.17
Total	14,157.91	17,564.33

(i) Amount recognised in the Statement of Profit and Loss for Investment property is Rs. 10.28 Lakhs (Previous Year Rs. 56.86 Lakhs) pertaining to loss on sale of investment property.

NOTE: 9 - PROPERTY, PLANT AND EQUIPMENTS

(Rs. in Lakhs)

Particulars	Computer	Computer Software	Office Equipments	Motor Vehicle	Total
Gross Block					
Balance as at April 01, 2020	1.15	-	-	-	1.15
Additions	0.81	-	-	-	0.81
Disposals	-	-	-	-	-
Balance as at March 31, 2021	1.95	-	-	-	1.95
Additions	5.26	0.72	1.16	69.37	76.51
Disposals	0.07	-	-	-	0.07
Balance as at March 31, 2022	7.15	0.72	1.16	69.37	78.39
Accumulated Depreciation and Impairment					
Balance as at April 01, 2020	1.02	-	-	-	1.02
Charge for the year	0.23	-	-	-	0.23
Disposals	-	-	-	-	-
Balance as at March 31, 2021	1.25	-	-	-	1.25
Charge for the year	2.46	0.27	0.39	6.05	9.17
Disposals	-	-	-	-	-
Balance as at March 31, 2022	3.72	0.27	0.39	6.05	10.42
Net carrying amount as at March 31, 2021	0.70	-	-	-	0.70
Net carrying amount as at March 31, 2022	3.43	0.45	0.77	63.32	67.97

NOTE: 10 - OTHER NON-FINANCIAL ASSETS

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Security Deposits	37.35	37.95
Balance With Government Authorities	1,424.91	838.88
Other Receivables	0.59	4.93
Total	1,462.85	881.76

Notes to financial statements for the year ended 31st March 2022

NOTE: 11 - TRADE PAYABLES

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Total outstanding dues of Micro, Small and Medium Enterprise	-	-
Total outstanding dues of creditors other than Micro, Small and Medium Enterprise		
Goods	-	-
Services	-	931.97
Total	-	931.97

a) Ageing of Trade Payables

i) Undisputed Trade Payables

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	MSME	Others	MSME	Others
Outstanding for following periods from due date of payment	-	-	-	-
Less than 1 year	-	-	-	931.97
1 year to 2 years	-	-	-	-
2 year to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	-	-	931.97

ii) Disputed Trade Payables

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	MSME	Others	MSME	Others
Outstanding for following periods from due date of payment	-	-	-	-
Less than 1 year	-	-	-	-
1 year to 2 years	-	-	-	-
2 year to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	-	-	-

NOTE: 12 - BORROWINGS

(Rs. in Lakhs)

Particulars	As At 31 March, 2022				As At 31 March, 2021			
	At Amortised Cost	At Fair Value Through P&L	Designated at fair value through P&L	Total	At Amortised Cost	At Fair Value Through P&L	Designated at fair value through P&L	Total
In India								
Loans from related parties	1,482.91	-	-	1,482.91	7,507.42	-	-	7,507.42
Loans repayable on demand - Secured	35,417.04	-	-	35,417.04	21,857.21	-	-	21,857.21
Loans repayable on demand - Unsecured	30,027.12	-	-	30,027.12	-	-	-	-
Outside India	-	-	-	-	-	-	-	-
Total	66,927.08	-	-	66,927.08	29,364.63	-	-	29,364.63

The borrowings have not been guaranteed by directors or others. The Company has not defaulted in repayment of principal and interest to its lenders.

The Company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.

The Company has borrowed funds from financial institutions on the basis of security against shares and securities.

Notes to financial statements for the year ended 31st March 2022

NOTE: 13 - SUBORDINATED LIABILITIES

(Rs. in Lakhs)

Particulars	As At 31 March, 2022				As At 31 March, 2021			
	At Amortised Cost	At Fair Value Through P&L	Designated at fair value through P&L	Total	At Amortised Cost	At Fair Value Through P&L	Designated at fair value through P&L	Total
(A) In India								
7% Redeemable Preference Shares other than those that qualify as Equity	20,200	-	-	20,200	20,950	-	-	20,950
Total	20,200	-	-	20,200	20,950	-	-	20,950

The Company has borrowed funds from related entity by issue of 7% Redeemable Preference shares.

NOTE: 14 - OTHER FINANCIAL LIABILITIES

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Debenture Interest Payable	-	5.83
Total	-	5.83

NOTE: 15 - PROVISIONS

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Provision for Income Tax (Net of advance tax)	2,465.00	-
Contingent Provision Against Standard Asset	42.46	42.46
Total	2,507.46	42.46

NOTE: 16 - OTHER NON-FINANCIAL LIABILITIES

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Statutory Dues Payable	34.00	91.78
Security Deposits	100.00	-
Others	6.39	5.71
Total	140.39	97.49

NOTE: 17 EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	31 March, 2022		31 March, 2021	
	No. of Shares	Value	No. of Shares	Value
AUTHORISED:				
Equity Shares of Rs. 1/- each	58,00,00,000	5,800.00	30,00,00,000	3,000.00
Preference Shares of Rs. 10/- each	4,20,00,000	4,200.00	7,00,00,000	7,000.00
	62,20,00,000	10,000.00	37,00,00,000	10,000.00
ISSUED, SUBSCRIBED AND FULLY PAID UP:				
Equity Shares of Rs. 1/- each	16,98,45,100	1,698.45	16,13,93,260	1,613.93
	16,98,45,100	1,698.45	16,13,93,260	1,613.93

Note:

- During the year under review, the Company has reclassified its authorised share capital from existing 3,00,00,000 Equity Shares of Rs. 10/- each and 7,00,00,000 Preference Shares of Rs. 10 each to 58,00,00,000 Equity Shares of Rs. 1/- each and 4,20,00,000 Preference Shares of Rs. 10 each.
- Further, the Company has sub-divided its Equity Shares of Face Value Rs. 10/- each to 10 Equity Shares of Face Value Rs. 1/- each as of 21st October, 2021. Accordingly, the previous year figures have been reclassified

Notes to financial statements for the year ended 31st March 2022

NOTE: 17 EQUITY SHARE CAPITAL (contd...)

(a) Reconciliation of shares outstanding at the beginning and at the end of the year:

Equity Shares	31 March, 2022		31 March, 2021	
	No. of Shares	Value Rs	No. of Shares	Value Rs
Shares outstanding at the beginning of the year	16,13,93,260	1,613.93	11,52,80,900	1,152.81
Add: Issued during the year	84,51,840	84.52	4,61,12,360	461.12
Shares outstanding at the end of the year	16,98,45,100	1,698.45	16,13,93,260	1,613.93

(b) Terms and rights attached to equity shares

The Company has only one class of equity shares having face value of Rs. 1 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. 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 preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the company.

Name of Shareholder	31 March, 2022		31 March, 2021	
	No. of Shares	Percentage holding	No. of Shares	Percentage holding
Mrs. Alpana Dangi	11,09,09,060	65.30%	11,09,09,060	68.72%
Cosmos Heights & Developers LLP	97,99,000	5.77%	97,99,000	6.07%

(d) Shares held by promoters and promoter group at the end of the year:

Name of Shareholder	31 March, 2022		31 March, 2021		% Change during the year
	No. of Shares	Percentage holding	No. of Shares	Percentage holding	
Promoters:					
Mrs. Alpana Dangi *	11,09,09,060	65.30%	11,09,09,060	68.72%	-3.42%
Promoter Group:					
Mentor Capital Limited	84,51,840	4.98%	-	-	4.98%

* The number of equity shares held by Promoter i.e. Mrs. Alpana Dangi is same for the year ended 2021 and 2022 but the percentage change in shareholding is reflected due to change in Equity Shares outstanding for the year ended 2021 and 2022.

NOTE: 18 - INSTRUMENTS ENTIRELY EQUITY IN NATURE

(Rs. in Lakhs)

Particulars	As At 31 March, 2022			As At 31 March, 2021		
	Balance at the beginning of the reporting period i.e. 01.04.2021	Addition/ Changes in Compulsorly Convertible Debentures during the period	Balance at the end of the reporting period i.e. 31.03.2022	Balance at the beginning of the reporting period i.e. 01.04.2020	Addition/ Changes in Compulsorly Convertible Debentures during the period	Balance at the end of the reporting period i.e. 31.03.2021
Compulsory Convertible Debentures	63,000.00	(63,000.00)	-	63,000.00	-	63,000.00
Total	63,000.00	(63,000.00)	-	63,000.00	-	63,000.00

(a) Details of Debentureholders holding more than 5% Debentures in the company.

(Rs. in Lakhs)

Name of Debentureholder	As At 31 March, 2022			As At 31 March, 2021		
	Number of Debentures	Value	Percentage holding	Number of Debentures	Value	Percentage holding
Mentor Capital Limited	-	-	-	63,00,000	63,000.00	100%

Notes to financial statements for the year ended 31st March 2022

NOTE: 18 - INSTRUMENTS ENTIRELY EQUITY IN NATURE (contd...)

Terms and Conditions

- i) No. of debentures - 63 Lakh
Face Value per CCD - Rs. 1000/-
Coupon Rate - 0.01% Per Annum
- ii) CCD Shall be compulsorily converted into equity shares within 18 (eighteen) months from the allotment of CCDs such that the holder of CCD shall have the right to apply for conversion of CCDs into equity shares of the company on the expiry of 17 (Seventeen) months from the date of allotment.
- iii) Relevant date for the purpose of calculating the price of the Conversion Shares shall be, the date 30 (thirty) days prior to the date on which the holder the said CCDs become entitled to apply for equity shares of the Company, in accordance with the ICDR Regulations.
- iv) The CCDs and equity shares issued upon conversion of the CCDs shall be subject to lock-in as provided under the provisions of the ICDR Regulations. Subject to the aforesaid lock-in requirements, the CCDs and equity shares issued upon conversion of the CCDs shall be freely transferable.
- v) The CCDs shall be unsecured.
- vi) The CCDs shall be convertible into ordinary equity shares at a price as may be arrived at in accordance with the ICDR Regulations at the time of conversion.
- vii) The Conversion Shares issued to the Proposed Allottee shall rank pari passu with the then existing ordinary equity shares of the Company in all respects, including as to dividend.

NOTE: 19 - OTHER EQUITY

(Rs. in Lakhs)

Reserves & Surplus	Statutory Reserve Fund	Amalgamation Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Other Comprehensive Income	Total
Balance as on 01/04/2020	1,327.95	1,055.63	-	-	(160.01)	(24,399.22)	(22,175.65)
Profit for the year	-	-	-	-	13,530.82	-	13,530.82
Other comprehensive Income	-	-	-	-	-	-	-
Additions	2,706.16	-	-	3,273.98	-	83,936.03	89,916.17
Transfers	-	-	-	-	(2,706.16)	-	(2,706.16)
Total for the year	2,706.16	-	-	3,273.98	10,824.65	83,936.03	1,00,740.82
Dividends	-	-	-	-	-	-	-
Tax on Dividends	-	-	-	-	-	-	-
Balance as on 31/03/2021	4,034.11	1,055.63	-	3,273.98	10,664.64	59,536.81	78,565.17
Balance as on 01/04/2021	4,034.11	1,055.63	-	3,273.98	10,664.64	59,536.81	78,565.17
Profit for the year	-	-	-	-	66,873.78	-	66,873.78
Other comprehensive Income	-	-	-	-	-	-	-
Additions	13,374.76	-	-	62,915.48	-	1,02,303.04	1,78,593.28
Repayment of Premium on Redemption of Redeemable Preference shares	-	-	-	-	(225.00)	-	(225.00)
Transfers to Reserve Fund	-	-	-	-	(13,374.76)	-	(13,374.76)
Transfers to Capital Redemption Reserve	-	-	150.00	-	(150.00)	-	-
Total for the year	13,374.76	-	150.00	62,915.48	53,124.03	1,02,303.04	2,31,867.31
Dividends	-	-	-	-	-	-	-
Tax on Dividends	-	-	-	-	-	-	-
Balance as on 31/03/2022	17,408.87	1,055.63	150.00	66,189.46	63,788.66	1,61,839.85	3,10,432.48

Other Comprehensive Income

This represents the cumulative gains and losses arising on the revaluation of equity financial instruments measured at fair value through other comprehensive income.

Notes to financial statements for the year ended 31st March 2022

NOTE: 20 - INTEREST INCOME

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022			Year Ended 31 March, 2021		
	On Financial Assets measured at fair value through OCI	On Financial Assets measured at amortised cost	On Financial Assets measured at fair value through P&L	On Financial Assets measured at fair value through OCI	On Financial Assets measured at amortised cost	On Financial Assets measured at fair value through P&L
Interest on Loans	-	576.09	-	-	1,385.99	-
Interest on Deposits with Banks	-	216.77	-	-	10.00	-
Other Interest	-	-	-	-	-	-
Total	-	792.86	-	-	1,395.99	-

NOTE: 21 - NET GAIN/(LOSS) ON FAIR VALUE CHANGES

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022	Year Ended 31 March, 2021
(A) Net gain/(loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio		
- Investments	1,132.16	269.00
- Derivatives	38,319.66	23,246.20
- Others	-	-
Total Net gain/(loss) on fair value changes (B)	39,451.82	23,515.21
(C) Fair Value Changes :		
- Realised	38,216.75	18,306.90
- Unrealised	1,235.07	5,208.31
Total Net gain/(loss) on fair value changes(C) to tally with (B)	39,451.82	23,515.21

NOTE: 22 FINANCE COST

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022		Year Ended 31 March, 2021	
	On Financial liabilities measured at fair value through P&L	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at fair value through P&L	On Financial liabilities measured at Amortised Cost
Interest on borrowings				
Interest on Borrowings	-	2,808.62	-	2,060.35
Interest on Compulsory Convertible Debenture	-	1.59		6.30
Other Borrowing Cost	-	154.99	-	0.18
Total	-	2,965.20	-	2,066.83

NOTE: 23 - EMPLOYEE BENEFITS

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022	Year Ended 31 March, 2021
Salaries and Bonus	36.84	33.84
Director's Remuneration	40.00	36.00
Staff welfare expenses	3.52	0.13
Total	80.37	69.97

Notes to financial statements for the year ended 31st March 2022

NOTE: 24 DEPRECIATION, AMORTIZATION AND IMPAIRMENT

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022	Year Ended 31 March, 2021
Depreciation on Property, Plant and Equipment (Refer Note 7)	9.17	0.23
Fixed Assets discarded	0.07	-
Total	9.23	0.23

NOTE: 25 OTHER EXPENSES

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022	Year Ended 31 March, 2021
Rent, Taxes and Energy Costs	9.47	5.92
Repair & Maintenance	5.53	0.67
Communication Costs	0.76	0.38
Printing & Stationery	0.58	0.37
Advertisement Expenses	3.19	2.60
Depository Charges	3.03	3.80
Director Sitting Fees	6.10	2.76
Donation	44.50	16.61
Corporate Social Responsibility Expenses	125.72	-
Auditors Remuneration:		
For Audit Fees	1.50	1.77
For Other Services	1.18	2.28
Professional & Consultancy Charges	164.45	35.27
Impairment Expenses	4,053.93	-
ROC Fees / Stamp Duty	1.31	3.20
Securities Transaction Tax	572.67	179.78
Stock Exchange Fees	3.80	10.19
Loss on sale of debt Portfolio	-	7,372.39
Other Expenditure	86.91	37.46
Total	5,084.64	7,675.45

NOTE :26 - TAX EXPENSE

(Rs. in Lakhs)

Particulars	As on 31st March 2022	As on 31st March 2021
Current Tax	15,715.00	2,195.00
Total payment to Auditors	15,715.00	2,195.00

Note :27 - Earnings Per Share

(Rs. in Lakhs)

Particulars	As on 31st March 2022	As on 31st March 2021
Net Profit attributable to equity share holders (Rs.)	66,874	13,531
Nominal Value of equity shares (Rs.)	1	1
Weighted Average of number of Equity shares	16,76,68,462	11,64,17,920
Basic Earnings Per Share (Rs.)	39.88	11.62
Diluted Earnings Per share (Rs.)	39.88	11.62

Notes to financial statements for the year ended 31st March 2022

NOTE: 28 - PAYMENT TO AUDITORS (INCLUDING GOODS AND SERVICE TAX)

(Rs. in Lakhs)

Particulars	As on 31st March 2022	As on 31st March 2021
Statutory Audit Fees	1.50	1.77
Other Services	1.18	2.28
Total payment to Auditors	2.68	4.05

NOTE: 29 - CATEGORY - WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

As on 31st March 2022

Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)

(Rs. in Lakhs)

Particulars	Carrying Amount	Level 1	Level II	Level III
Equity Shares	3,03,789.88	3,03,789.88	-	-
Equity Shares Unlisted	6,111.38	-	6,111.38	-

Financial Assets measured at Amortised Cost/ Cost

Cash and Cash Equivalents	4,207.67
Bank balances other than above	50,006.11
Trade Receivables	648.54
Loans	3,344.67
Mutual Fund	2,108.50
Investment in Preference Shares	140.09
Investment in Debentures	3,603.72

Financial Liabilities measured at Amortised Cost/ Cost

Trade payables	-
Borrowings	66,927.08
Subordinated Liabilities	20,200.00
Other Financial Liabilities	-

As on 31st March 2021

Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)

(Rs. in Lakhs)

Particulars	Carrying Amount	Level 1	Level II	Level III
Equity Shares	1,50,615.07	1,50,615.07	-	-
Equity Shares Unlisted	6,036.38	-	6,036.38	-

Financial Assets measured at Amortised Cost/ Cost

Cash and Cash Equivalents	1,452.15
Trade Receivables	-
Loans	12,094.60
Mutual Fund	1,562.68
Investment in Preference Shares	-
Investment in Debentures	-
Other Financial Assets	-

Financial Liabilities measured at Amortised Cost/ Cost

Trade payables	931.97
Borrowings	29,364.63
Subordinated Liabilities	20,950.00
Other Financial Liabilities	5.83

Notes to financial statements for the year ended 31st March 2022

NOTE: 29 - CATEGORY - WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS (contd...)

1. In case of trade receivables, cash and cash equivalents, trade payables, short term borrowings and other financial assets and liabilities it is assessed that the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. The fair values of the financial assets and financial liabilities included above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Fair Value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximize the use of observable market data.

Level 3 hierarchy - Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

B. Measurement of fair values

Financial instruments fair valued under Level 3 hierarchy are measured using Market multiples method.

The carrying amount of trade receivables, cash and cash equivalents, other financial assets, trade payables and other financial liabilities are considered to be the fair value due to short term nature.

There are no transfers between level 1, level 2 and level 3 during the year.

NOTE: 30 - CAPITAL MANAGEMENT

The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital to ensure that it will be able to continue as going concerns while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business. For the purpose of the Company's capital management, capital includes issued capital and other equity reserves.

NOTE: 31 - FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks arising from financial instruments:

Credit risk;

Liquidity risk; and

Market risk

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(a) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

Notes to financial statements for the year ended 31st March 2022

NOTE: 31 - FINANCIAL RISK MANAGEMENT (contd...)

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

(Rs. in Lakhs)

Particulars	31st March 2022	31st March 2021
Payable within three months		
Trade Payables	-	931.97
Borrowings	66,927.08	29,364.63
Subordinated Liabilities	20,200.00	20,950.00
Other Financial Liabilities	-	5.83

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

(i) Trade receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Concentration of credit risk with respect to trade receivables are limited as the customers are reviewed, assessed and monitored regularly on a monthly basis with pre-determined credit limits assessed based on their payment capacity. Our historical experience of collecting receivables demonstrates that credit risk is low.

The following table sets out the information about the credit quality of financial assets measured at amortised cost.

(Rs. in Lakhs)

Particulars	31st March 2022	31st March 2021
Trade receivables	648.54	-
Less: allowance Carrying amount	-	-

(ii) Other financial assets:

The Company has exposure in Cash and cash equivalents, employee loans and investment carried at amortised cost. The Company's maximum exposure to credit risk as at 31st March, 2022 is the carrying value of each class of financial assets as on that date.

(c) Market Risk

Market risk is the risk that changes in market prices – such as equity prices, interest rates and foreign exchange rates that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Risk management structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

The Board has constituted the Risk Management Committee which is responsible for monitoring the overall risk process within the Company.

The Risk Management Committee has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. The Risk Management Committee is responsible for managing risk decisions and monitoring risk levels.

The Chief Risk officer is responsible for implementing and maintaining risk related procedures to ensure an independent control process is maintained.

Notes to financial statements for the year ended 31st March 2022

32) RELATED PARTY TRANSACTIONS:

Names of Related Parties:

A) Enterprises in which Key Managerial Personnel/Person having controlling interest exercise significant influence

- 1) SRCT Globex Private Limited
- 2) Mentor Capital Limited
- 3) Bright Street Finserv Private Limited
- 4) Geetanjali Infosystems Private Limited

B) Key Managerial Personnel and their Relatives

- 1) Mr. Amit Dangi
- 2) Mr. Sanjay Dangi
- 3) Mrs. Alpana Dangi
- 4) Mr. Divy Dangi
- 5) Mr. Hitesh Vora

C) Transaction with Related parties

(Rs. In Lakhs)

Sl No	Name of the related party	Description of relationship	Description of Transaction and amount during the year	Amount outstanding as on 31-03.2022	Other Elements
1	Mr. Amit Dangi	Director	Remuneration	40.00	Nil
2.	Mr. Divy Dangi	Relative of KMP	Salary	8.02	Nil
3.	Mr. Hitesh Vora	Company Secretary	Salary	11.74	Nil
4.	SRCT Globex Pvt. Ltd.	Presumption of significant influence	Investment in Debentures	3512.72	3512.72
			Interest Received	0.36	0.32
5.	Mentor Capital Limited	Presumption of significant influence	Loan Taken	16,535.00	1482.91
			Loan Repaid	22,587.00	-
			Interest Paid	567.24	-
			Office Rent Paid	9.35	-
6.	Brightstreet Finserv Pvt. Ltd.	Presumption of significant influence	Loan Repaid	22,587.00	Nil
			Loan Given	3225.00	
			Loan Received back	3225.00	
			Interest Received	50.65	
7.	Geetanjali Infosystems Pvt. Ltd.	Presumption of significant influence	Loan Given	-	1011.50
			Interest Received	73.01	-
			Purchase of Immovable Property	164.78	-

33) DETAILS OF CSR EXPENSES

(Rs. in Lakhs)

Particulars	Year Ended 31 March, 2022	Year Ended 31 March, 2021
a) Gross amount required to be spent by the Company during the year	69.69	-
b) Amount spent during the year	125.72	-
c) Shortfall at the end of the year	-	-
d) Total of previous year shortfall	-	-

There is no shortfall in the CSR amount required to be spent by the Company as per section 135(5) of the Act for the financial years ended March 31, 2022 and March 31, 2021.

CSR activities include Education, Preservation of Art, Culture and Heritage, Preventive Healthcare, Scholarship Scheme, Training and Skill Development, Road Safety Awareness Program, Contribution towards Primary, Secondary and Higher Education and other activities which are specified under Schedule VII of Companies Act, 2013.

The Company has neither made any CSR Contributions towards its related parties nor recorded any provision for CSR expenditure during the financial years ended March 31, 2022 and March 31, 2021.

Notes to financial statements for the year ended 31st March 2022

34) DISCLOSURE IN TERMS OF SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2016

(A) Capital (Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
CRAR	92.47%	84.03%
CRAR - Tier I Capital (%)	81.49%	73.31%
CRAR-Tier II Capital (%)	10.98%	10.73%
Amount of Subordinated debt raised as tier –II capital	20200.00	20950.00
Amount raised by issue of perpetual Debt Instruments	--	--

(B) Investment (Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(1) Value of Investments		
(i) Gross value of investments	318572.38	162577.95
(a) In India	318572.38	162577.95
(b) Outside India	-	-
(ii) Provision for depreciation / impairment	-	-
(a) In India	-	-
(b) Outside India	-	-
(ii) Net value of investments		
(a) In India	318572.38	162577.95
(b) Outside India	318572.38	162577.95
(2) Movement of provision held towards depreciation/impairment on Investments		
(i) Opening balance	-	-
(ii) Add: Provision made during the year	-	-
(iii) Less: Write-off/wrote-back of excess provision during the year	-	-
(iv) Closing balance	-	-

(C): Derivatives

The Company has derivatives exposure of Rs. 31987.89 lakhs as on 31st March, 2022 and previous year 68,802.03 lakhs.

(D): Disclosures relating to Securitization

The Company does not have any exposure in securitisation during the year, hence not applicable

(E): Assets Liability management maturity pattern of certain items of Assets and Liabilities As at 31 March, 2022 (Rs. in Lakhs)

Particulars	Deposits	Advances*	Investments	Borrowing	Foreign currency assets	Foreign currency liabilities
Within Twelve Months	-	3344.67	318572.38	66927.08	-	-
After 12 Months	-	-	-	-	-	-

Assets Liability management maturity pattern of certain items of Assets and Liabilities As at 31 March, 2021 (Rs. in Lakhs)

Particulars	Deposits	Advances*	Investments	Borrowing	Foreign currency assets	Foreign currency liabilities
Within Twelve Months	-	12094.60	162577.95	29364.63	-	-
After 12 Months	-	-	-	-	-	-

* Net of impairment allowances.

Notes:

The above maturity pattern of assets and liabilities has been prepared by the Company after taking into consideration structural liquidity guidelines for assets-liabilities management (ALM) system in non-banking financial companies issued by RBI, best practices and best estimate of the Assets-Liability Committee with regard to the timing of various cash flows, which has been relied upon by the auditor.

Notes to financial statements for the year ended 31st March 2022

(F): Exposures

i) Exposure to Real Estate Sector

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
a) Direct Exposure		
1. i) Residential Mortgages -		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented:		
- Individual housing loans up to Rs. 15 lakhs	-	-
- Individual housing loans above Rs. 15 lakhs	-	-
2. ii) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial buildings, multi-tenanted commercial premises, multi-family residential premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc). Exposure includes non-fund based (NFB) limits.	-	-
3. iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
1. Residential		
2. Commercial Real Estate		

ii) Exposure to Capital Market

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	318572.37	162577.95
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
vi) Loans sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	1271.02
vii) Bridge loans to companies against expected equity flows	-	-
viii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-

(G): Details of financing of parent company products

The Company does not have any Parent Company, hence not applicable.

(H): Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the applicable NBFC

The Company has not exceeded the prudential exposure limits for Single Borrower Limit (SGL) / Group Borrower Limit (GBL).

(I): Unsecured Advances

The Company has outstanding unsecured advances of Rs. 3344.67 lakhs as on 31.03.2022.

(J): Registration / license / authorisation obtained from other financial sector regulators:

In addition to registration with RBI as NBFC-NDSI, the Company has not obtained any registration / license / authorisation, by whatever name called, from other financial sector regulators

Notes to financial statements for the year ended 31st March 2022

(K): Ratings assigned by credit rating agencies and migration of ratings during the year:

The Company has not obtained credit ratings from credit rating agencies during the year.

(L): Disclosure of Penalties imposed by RBI or other regulators:

No penalties were imposed by RBI or SEBI (being the regulator for the Company) for the year ended 31st March, 2022 and 31st March, 2021.

However the company had paid to Bombay Stock Exchange Ltd. Rs. 3,77,081/- in the financial year 2020-21 for delayed compliances pertaining to the financial year 2016-17 and 2017-18. The company had approached Bombay Stock Exchange for the waiver of penalties and has received partial waiver of Rs. 2,30,560/- during the current financial year.

(M): Related Party transactions:

Please refer to note no. 32

(N): Information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries:

Sr. No.	Name of joint venture and country of incorporation	Area / Country of operation
1	NIL	

The Company do not have overseas subsidiaries.

(O): Remuneration of directors:

(Rs. in Lakhs)

Name of director	For the year ended March 31, 2022			For the year ended March 31, 2021		
	Remuneration	Provident fund and others	Sitting fees	Remuneration	Provident fund and others	Sitting fees
Mr. Amit Dangi	40.00	-	-	36.00	-	-

35. Additional Disclosures

(A): Provisions and Contingencies

(Rs. in Lakhs)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account:	Year ended 31 March, 2022	Year ended 31 March, 2021
Provision for depreciation on Investments	-	-
Provision towards NPA	-	-
Provision made towards income tax	15715.00	2195.00
Other provision and Contingencies	-	-
Provision towards impairment of financial Instruments	-	-
Provision for contingency	-	-
Provision for gratuity	-	-
Provision for compensated absence	-	-
Provision for Standard Assets	-	-

(B): Draw Down from Reserves

The company has not made any drawdown from reserves during the year.

(C): Concentration of Deposits, Advances, Exposures and NPA

(i): Concentration of Deposits (for deposit taking NBFCs)

The Company is non-deposit taking Systemically Important NBFC, hence does not applicable.

(ii): Concentration of Advances, Exposures and NPAs

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Advances		
Total Advances to twenty largest borrowers	3344.67	12022.76
Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	100%	99.41%
Exposure		
Total Exposure to twenty largest borrowers / customers	3344.67	12022.76
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers	100%	99.41%
NPAs	-	-
Total exposure to NPA	-	-

Notes to financial statements for the year ended 31st March 2022

(iii): Sector-wise NPAs

(Rs. in Lakhs)

Sector	As at 31 March, 2022	As at 31 March, 2021
Agriculture & allied activities	-	-
MSME	-	-
Corporates	-	-
Unsecured Personal loans	-	-
Auto loans	-	-
Other personal loans	-	-

(iv): Movement of NPAs

(Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Net NPAs to Net Advances (%)		
Movement of NPA		
a) Opening Balance	-	-
b) Additions during the year	-	-
c) Reduction during the year	-	-
d) Closing balance	-	-
Movement of provision for NPA (Excluding provision on standard assets)		
a) Opening Balance	-	-
b) Additions during the year	-	-
c) Reduction during the year	-	-
d) Closing balance	-	-

(D): Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

The Company does not have any Joint Ventures or Subsidiaries abroad, hence not applicable.

(E): Off-balance Sheet SPVs sponsored

Particulars	Domestic	Overseas
Name of the SPV sponsored	NA	NA

(F): Disclosure of Customer Complaints

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
No. of complaints pending at the beginning of the year	-	-
No. of complaints received during the year	-	-
No. of complaints redressed during the year	-	-
No. of complaints pending at the end of the year	-	-
Provision for Standard Assets	-	-

(G): Instance of Fraud

Nature of Fraud (cash embezzlement)	Year ended 31 March, 2022	Year ended 31 March, 2021
Number of cases Amount of fraud Recovery Amount written off	Nil	Nil

36) 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.

Notes to financial statements for the year ended 31st March 2022

37) LIQUIDITY RISK MANAGEMENT

Public Disclosure on Liquidity Risk for the year ended March 31, 2022 pursuant to RBI circular dated November 04, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies:

i) Funding concentration based on significant counterparty (both deposits and borrowings) (Rs. in Lakhs)

Particulars	No. of significant counterparties	Amount (Rs. in Lakhs)	% of Total Deposits	% of Total Liabilities
As at 31st March, 2022	5	66927.08	NA	100%
As at 31st March, 2021	4	29364.63	NA	100%

ii) Top 20 large deposits (amount in Rs. in lakhs and % of total deposits)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Not Applicable	-	-

iii) Top 10 borrowings (amount in Rs. in lakhs and % of total borrowings) (Rs. in Lakhs)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Total amount of top 10 borrowings	66927.08	29364.63
Percentage of amount of top 10 borrowings to total borrowings	100%	100%

iv) Funding Concentration based on significant instrument / products (Rs. In Lakhs)

Sl No	Particulars	As at 31 March, 2022		As at 31 March, 2021	
		Amount	% of Total Liabilities	Amount	% of Total Liabilities
1.	Loan against shares	35417.04	52.92%	21857.21	74.43%
2.	Inter Corporate Deposits	31510.03	47.08%	7507.42	25.57%

38) TITLE DEEDS OF IMMOVABLE PROPERTIES NOT HELD IN NAME OF THE COMPANY:

Details of the all the Immovable properties whose title deeds are not held in the name of the company are as below:

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter/ director	Property held since Which date	Reason for not being held in the name of the company
Investment Property	Land & Building	13980.55	Mentor Capital Limited	Promoter Group	03.01.2020	Note below

The company has created proper Escrow mechanism with bank and all sales are routed through proper channel and sale consideration is directly credited to the company's bank account on the same day and ensure that there is no loss to the company on these assets.

39) REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC):

No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

40) COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES:

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2022 and March 31, 2021.

41) COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS:

None of the Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Notes to financial statements for the year ended 31st March 2022

42) UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM:

The Company, as part of its normal business, grants loans and advances, makes investment, provides guarantees to and accept borrowings from its customers, other entities and persons. These transactions are part of Company's normal non-banking finance business, which is conducted ensuring adherence to all regulatory requirements.

Other than the transactions described above, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

43) UNDISCLOSED INCOME:

There are no transactions not recorded in the books of accounts.

44) DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY:

The Company has not traded or invested in Crypto currency or Virtual currency during the financial years ended March 31, 2022 and March 31, 2021.

45) DETAILS OF BENAMI PROPERTY HELD:

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder in the financial years ended March 31, 2022 and March 31, 2021.

46) WILFUL DEFAULTER:

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the financial years ended March 31, 2022 and March 31, 2021.

47) RELATIONSHIP WITH STRUCK OFF COMPANIES

The company did not have any transaction with any companies whose name have been struck off under section 248 of the Companies Act, 2013 in the financial years ended March 31, 2022 and March 31, 2021.

48) As required in terms of paragraph 19 of Master Direction - Non-Banking Financial Company - Systemically Important Non- Deposit taking company and Deposit taking Company (Reserve Bank) Directions, 2016

Schedule to the Balance Sheet

(Rs. In Lakhs)

SI No	Particulars Liabilities Side	As at 31 March, 2021	
		Amount outstanding	Amount overdue
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	(a) Debenture: Secured	-	-
	: Unsecured	-	-
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter Corporate loans and borrowings	31510.03	-
	(e) Commercial Paper	-	-
	(f) Public deposits	-	-
	(g) Other Loans: Subordinate debts	20200.00	-
	(h) Other Loans: Loan against securities	35417.04	-
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	-	-
	(b) In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	-	-
	(c) Other public deposits	-	-

Notes to financial statements for the year ended 31st March 2022

(Rs. In Lakhs)

SI No	Asset Side:	Amount outstanding
(3)	Break-up of loans and advances including bills receivables (other than those included in (4) below):	
	(a) Secured	-
	(b) Unsecured	3344.67
(4)	Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities	
	(i) Lease assets including lease rentals under sundry debtors:	-
	(a) Financial lease	-
	(b) Operating lease	-
	(ii) Stock on hire including hire charges under sundry debtors:	-
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) Other loans counting towards asset financing activities:	-
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-
(5)	Break-up of Investments	
	Current Investments:	
	1. Quoted	
	(i) Shares	
	(a) Equity	2818.82
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-
	2. Unquoted	
	(i) Shares	-
	(a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-
	Long Term Investments:	
	1. Quoted	
	(i) Shares	
	(a) Equity	303789.87
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-
	2. Unquoted	
	(i) Shares	
	(a) Equity	6111.38
	(b) Preference	140.09
	(ii) Debentures and Bonds	3603.72
	(iii) Units of mutual funds	2108.50
	(iv) Government Securities	-
	(v) Others (please specify)	-

SI No	Category	Amount (Net of provisions)	
		Secured	Unsecured
(6)	Borrower group-wise classification of assets financed as in (3) and (4) above:		
	Please see Note 2 below		
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	1011.50
	(c) Other related parties	-	-
	2. Other than related parties	-	2333.17
	Total	-	3344.67

Notes to financial statements for the year ended 31st March 2022

(Rs. In Lakhs)

Sl No	Category	Market Value / Break up or fair value or NAV*	Book Value (Net of Provisions)
(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below		
	1. Related Parties **		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	3512.72	3512.72
	(c) Other related parties	-	-
	2. Other than related parties	315059.66	156732.52
	Total		

* Disclosure is made in respect of available information.

** As per Indian Accounting Standard issued by MCA (Please see note 3)

Sl No	Particulars	Amount
(8)	Other Information	
	(i) Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
	(ii) Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
	(iii) Assets acquired in satisfaction of debt	-

Notes:

- As defined in point xxvii of paragraph 3 of Chapter II of Master Direction - Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- Provisioning norms shall be applicable as prescribed in Indian Accounting Standards by MCA.
- All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as amortised cost or at fair value (5) above.

49) The previous year figures have been reclassified to confirm to current years classifications.

In term of our report of even date annexed herewith

For H.R. Agarwal & Associates

Chartered Accountants

Firm Reg No: 323029E

Shyam Sunder Agarwal

Partner

Membership No: 060033

UDIN: 22060033AJMYW16184

For and on behalf of the Board

Sanjay Dangi

Director

DIN: 00012833

Amit Dangi

Director & CFO

DIN: 06527044

Place: Mumbai

Date: May 24, 2022

Hitesh Vora

Company Secretary

NOTES

