



**AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

CIN: L51109MH1982PLC319008

Registered Address: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021  
Corporate Office: 11th Floor, The Ruby, North-West Wing, Senapati Bapat Road, Dadar West, Mumbai -  
400028

Email: [info@authum.com](mailto:info@authum.com), Website: [www.authum.com](http://www.authum.com), Ph. No.: (022) 6747 2117

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**POSTAL BALLOT NOTICE**

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and any other circulars as issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the members of **Authum Investment and Infrastructure Limited** (“Authum” or “the Company”) by means of Postal Ballot, only by way of remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballots forms will be accepted. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to remote e-voting (“e-voting”) i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head ‘Instructions for e-voting’.

Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution

through the e-voting process. The e-voting period will commence at 9:00 A.M. (IST) on Wednesday, March 12, 2025 and will end at 5:00 P.M. (IST) on Thursday, April 10, 2025. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in Notes in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5:00 P.M. (IST) on Thursday April 10, 2025. E-voting will be blocked immediately thereafter by CDSL and no e-voting will be allowed beyond the said date and time.

The Board of Directors of the Company have appointed Mr. Mayank Arora, Practicing Company Secretary (Membership No. F10378 and COP No. 13609) partner of M/s. Mayank Arora & Co., as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

The results of the Postal Ballot/ e-voting will be declared along with the Scrutinizer’s Report on or before Monday, April 14, 2025 and shall be placed on the website of the Company at [www.authum.com](http://www.authum.com); on the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be simultaneously communicated to BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange Limited (“NSE”) at [www.nseindia.com](http://www.nseindia.com) and The Calcutta Stock Exchange Limited (“CSE”) at [www.cse-india.com](http://www.cse-india.com), where the shares of the Company are listed. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for e-voting i.e. Thursday, April 10, 2025.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1**

#### **Appointment of Mr. Ajai Kumar (DIN: 02446976) as an Independent Director of the Company**

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 Sections 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Ajai Kumar (DIN: 02446976) who was appointed as an Additional Director of the Company by the Board w.e.f. January 15, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years with effect from January 15, 2025 till January 14, 2030.

**RESOLVED FURTHER THAT** the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds,

matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

## **ITEM NO. 2**

### **Appointment of Mr. Santosh Nayar (DIN: 02175871) as an Independent Director of the Company**

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 Sections 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Santosh Nayar (DIN: 02175871) who was appointed as an Additional Director of the Company by the Board w.e.f. January 15, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years with effect from January 15, 2025 till January 14, 2030.

**RESOLVED FURTHER THAT** the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

## **ITEM NO. 3**

### **Re-appointment of Mr. Amit Dangi (DIN: 06527044) as a Whole-Time Director of the Company and payment of remuneration to him**

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 Sections 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to any required regulatory approvals and applicable conditions thereof, Mr. Amit Dangi (06527044) be and is hereby re-appointed as a Whole-Time Director of the Company, for a period of 5 (five) years commencing from June 29, 2025 till June 28, 2030 (both days inclusive), on such terms and conditions

including remuneration as set out in the Explanatory Statement annexed to the Notice (and those stipulated in the employment agreement to be executed for purposes of giving effect to the said re-appointment).

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Mr. Amit Dangi from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the maximum limits of remuneration approved by the Members of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, Mr. Amit Dangi be paid minimum remuneration within the ceiling limit prescribed under Schedule V to the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT** the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

#### **ITEM NO. 4**

#### **Re-appointment of Mr. Akash Suri (DIN: 09298275) as a Whole-Time Director and Chief Executive Officer of the Company and payment of remuneration to him**

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 Sections 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to any required regulatory approvals and applicable conditions thereof, Mr. Akash Suri (DIN: 09298275) be and is hereby re-appointed as a Whole-Time Director (designated as ‘Whole-Time Director and Chief Executive Officer’) of the Company, for a period of 5 (five) years commencing from September 27, 2025 till September 26, 2030 (both days inclusive) on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice (and those stipulated in the employment agreement to be executed for purposes of giving effect to the said re-appointment).

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Mr. Akash Suri from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the maximum limits of remuneration approved by the Members of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, Mr. Akash Suri be paid minimum remuneration within the ceiling limit prescribed under Schedule V to the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT** the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

By Order of the Board  
**For Authum Investment & Infrastructure Limited**

**Sd/-**  
**Avni Shah**  
**Company Secretary and Compliance Officer**  
**Mem No. A58033**

**Date: March 07, 2025**  
**Place: Mumbai**

**Registered Office: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400021.**

## NOTES

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act, Secretarial Standard - 2 and SEBI Listing Regulations wherever applicable, setting out the material facts and reasons, in respect of Item Nos. 1 to 4 of this Notice of Postal Ballot, is annexed herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, March 07, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.authum.com](http://www.authum.com)) duly filled and signed along with requisite supporting documents to RTA at Maheshwari Datamatics Private Limited, 5<sup>th</sup> Floor, 23, RN Mukherjee Rd, Esplanade, Lal Bazar, Kolkata, West Bengal – 700 001.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this Notice of Postal Ballot (‘Notice’). The Company has engaged the services of CDSL to provide e-voting facility to its Members.
5. In conformity with the regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, March 07, 2025 (“Cut-off Date”), and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Notice will also be available on the Company’s website at [www.authum.com](http://www.authum.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cut-off Date i.e. Friday, March 07, 2025. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Thursday, April 10, 2025.
7. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Wednesday, March 12, 2025 and will end at 5:00 P.M. (IST) on Thursday, April 10, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, March 07, 2025, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. The Company hereby requests all its members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email. To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has made special arrangements with Maheshwari for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members are

required to provide their e-mail address to Maheshwari at mdpldc@yahoo.com, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.

9. The Board of Directors have appointed Mr. Mayank Arora (Membership No F10378 and COP No. 13609) partner of M/s. Mayank Arora & Co., Practicing Company Secretary as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
10. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to info@authum.com.
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified for the e-voting, Thursday, April 10, 2025, in terms of Secretarial Standard 2 on General Meeting i.e. ("SS-2") issued by the Institute of Company Secretaries of India. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

## INSTRUCTIONS FOR VOTING:

- (i) The voting period begins **at 9.00 a.m. on Wednesday, March 12, 2025 and end at 5.00 p.m. on Thursday, April 10, 2025** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 07, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

### STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iii) 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 **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 Depository	<p>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting</p>



	<p>service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 0911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.**

- (iv) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Authum Investment and Infrastructure Limited to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 mandatory 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; [secretarial@authum.com](mailto:secretarial@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.

**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 [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### **Item No. 1:**

The Board, based on the recommendations of the Nomination & Remuneration Committee (“NRC”), at its meeting held on January 15, 2025 had appointed Mr. Ajai Kumar (DIN: 02446976) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from January 15, 2025 till January 14, 2030, not liable to retire by rotation and subject to approval of the Shareholders. The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Ajai Kumar with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation 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 as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors’ databank and satisfied the requirement regarding the online proficiency self assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Mr. Ajai Kumar, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from January 15, 2025 till January 14, 2030 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

### **Mr. Ajai Kumar’s brief profile is given below:**

Mr. Ajai Kumar has a Master of Science (Physics) from University of Allahabad is also Law graduate. He is a Certified Associate of Indian Institute of Bankers (CAIIB).

Mr. Ajai Kumar is the former Chairman and Managing Director of Corporation Bank and has a distinguished career in banking industry. Mr. Ajai Kumar has taken several initiatives for bank’s growth in his various positions at Bank of Baroda, UCO Bank, and Corporation Bank. While in Bank of Baroda, Mr. Ajai Kumar was General Manager Retail Banking and later Head of Bank’s Technology Division for Business Transformation Projects and IT Operations.

During his tenure as General Manager in Information Technology Division in Bank of Baroda, Mr. Ajai Kumar was responsible for 100% automation of both domestic and overseas branches through migration to Core Banking Solution, putting in place Wide Area Network of the Bank and enhancement of technology platform through implementation of RTGS, NEFT, Cash Management Solution, Phone Banking, Internet Banking, Retail Depository, Institutional On-line Trading, Data Warehouse, Global Treasury, Risk Management, Anti-Money Laundering, Human Resources Information System, Centralization of Swift, City Back Office, Regional Back Office, Internet Payment Gateway.

Mr. Ajai Kumar was also Member of the Board of Directors of Indo Zambia Bank Ltd. He was also a Founder Director on Board of National Payment Corporation of India.

Presently he is Director on the Board of Companies which include Future Generali India Insurance Company Limited, Can Fin Homes Ltd, HFCL Ltd, National Urban Cooperative Finance and Development Corporation, Adani Petronet (Dahej) Ltd, and Sammaan Asset Management Ltd.

In line with the Company's remuneration policy for Independent Directors, Mr. Ajai Kumar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbusement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Mr. Ajai Kumar, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically.

In the opinion of the Board, Mr. Ajai Kumar fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Ajai Kumar as an Independent Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Mr. Ajai Kumar, the Shareholders are requested to approve the appointment of Mr. Ajai Kumar as an Independent Directors for a term of five (5) consecutive years with effect from January 15, 2025.

The Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Mr. Ajai Kumar and his relatives may be deemed to be concerned or interested in the resolution under Item No. 1 of the accompanying Notice in respect of his aforesaid appointment.

Except Mr. Ajai Kumar, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

## **Item No. 2:**

The Board, based on the recommendations of the Nomination & Remuneration Committee ("NRC"), at its meeting held on January 15, 2025 had appointed Mr. Santosh Nayar (DIN: 02175871) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from January 15, 2025 till January 14, 2030, not liable to retire by rotation and subject to approval of the Shareholders. The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Santosh Nayar with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation 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 as an Independent Director of the Company; and

- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Santosh Nayar, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from January 15, 2025 till January 14, 2030 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

**Mr. Santosh Nayar's brief profile is given below:**

Mr. Santosh Nayar is a Certified Associate of the Indian Institute of Bankers and a Commerce Graduate with an illustrious career spanning nearly four decades in the Banking Industry, Mr. Nayar brings a wealth of experience in Corporate, Investment, Retail, and International Banking, Project Finance, and Life Insurance.

Mr. Nayar currently serves as the Chairman and Independent Director of Brickwork Ratings India Private Limited, Adhunik Power & Natural Resources Limited, Samriddhi Energy Private Limited and Ribbon Services Private Limited and is an Independent Director of Bajaj Energy Limited, Nextgen Hitech Semiconductors Private Limited and Irrigation and Water Resources Finance Corporation Limited. Previously Mr Nayar has served as the Chairman and Managing Director at India Infrastructure Finance Company Limited (IIFCL), where he played a pivotal role in shaping reforms in the infrastructure sector. He also served as the Chairman of Reliance Nippon Life Insurance Company Limited.

Mr. Nayar's leadership extends to his tenure as the Managing Director and CEO of IFCI Limited in 2013, as well as his role as the Deputy Managing Director and Group Executive of Corporate Banking at the State Bank of India (SBI). At SBI, he headed various divisions, including Corporate Business, Project Finance, Infrastructure Lending, Financial Institution Business Group, Transaction Banking Group, Cash Management, and Capital Markets.

Mr. Nayar has also worked with Ministry of Finance, Ministry of Shipping, Ministry of Road Transport & Highways (MORTH), Ministry of Power in policy initiatives and further Mr. Nayar was nominated by the Hon'ble Prime Minister as a member of the Dr Kelkar Committee on Revisiting and Revitalizing the PPP Model of Infrastructure Development.

His international banking experience includes roles at SBI's Hong Kong branch and in investment banking with SBI Capital Markets. Notably, Nayar was a key member of the team that established SBI Life Insurance Co Ltd., a joint venture with a French Insurance company.

In line with the Company's remuneration policy for Independent Directors, Mr. Santosh Nayar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Mr. Santosh Nayar, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically.

In the opinion of the Board, Mr. Santosh Nayar fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Santosh Nayar as an Independent Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Mr. Santosh Nayar, the Shareholders are requested to approve the appointment of Mr. Santosh Nayar as an Independent Directors for a term of five (5) consecutive years with effect from January 15, 2025.

The Board recommends the special resolution as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

Mr. Santosh Nayar and his relatives may be deemed to be concerned or interested in the resolution under Item No. 2 of the accompanying Notice in respect of his aforesaid appointment.

Except Mr. Santosh Nayar, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

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

Mr. Amit Dangi was appointed as the Whole-time Director of the Company for a term of five years from June 29, 2020 till June 28, 2025. The Company has in its Board Meeting held on March 07, 2025 have approved re-appointment of Mr. Amit Dangi as Whole Time Director of the Company for a further period of five years from June 29, 2025 till June 28, 2030.

As per section 196 and 203 of the Companies Act, 2013, subject to the provisions of the Companies Act, 2013, a Whole Time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders of the Company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for re-appointment of a person on the Board of Directors is required to be taken before expiry of his term. Provided that no re-appointment shall be made earlier than one year before the expiry of his term.

Based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on the March 07, 2025, the Board of Directors of the Company at its meeting held on March 07, 2025 approved the re-appointment of Mr. Amit Dangi as the Whole Time Director of the Company for a period of 5 (five) years commencing from June 29, 2025, on such terms and conditions including remuneration, as recommended by Nomination and Remuneration Committee of the Company and subject to the approval of shareholders and other requisite approvals as may be required under applicable provisions of various laws including Section 196 read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Amit Dangi, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Amit Dangi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

The terms and conditions of appointment and remuneration to be paid to Mr. Amit Dangi per annum and shall be in accordance with Company Rules, Compensation Policy and Corporate Governance Policy of the Company and within the limits stated below:



- i. Whole Time Director is being delegated with substantial powers of the management in the ordinary course of business till such period as he holds office as the Whole Time Director of the Company and shall perform such duties and services as entrusted to him from time to time;
- ii. Whole Time Director shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time;
- iii. No sitting fees shall be paid to the Whole Time Director, for attending the Meetings of the Board of Directors of the Company or Committees thereof;
- iv. Whole Time Director is not liable to retire by rotation;
- v. Remuneration shall be as per Compensation Policy of the Company;
- vi. Employee Stock Option if considered by the Company shall be granted to Mr. Amit Dangi;
- vii. **Remuneration:** As the Whole Time Director of the Company, Mr. Amit Dangi will be entitled to receive Salary upto Rs. 1 crore per annum including long retiral benefits such as Provident Fund, Gratuity etc.
- viii. The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013. Additional information in respect of Mr. Amit Dangi, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure-I to this Notice.

Except Mr. Amit Dangi, Mrs. Alpana Dangi, and Mr. Divy Dangi, None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed resolution. Your Directors recommend the resolutions set out at Item no. 3 for approval of the Members by way of Special Resolution.

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

Mr. Akash Suri was appointed as the Whole-time Director of the Company for a term of two years from September 27, 2023 till September 26, 2025. The Company has in its Board Meeting held on March 07, 2025 have approved re-appointment of Mr. Akash Suri as Whole Time Director and Chief Executive Officer of the Company for a further period of five years from September 27, 2025 till September 26, 2030.

As per section 196 and 203 of the Companies Act, 2013, subject to the provisions of the Companies Act, 2013, a Whole Time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders of the Company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for re-appointment of a person on the Board of Directors is required to be taken before expiry of his term. Provided that no re-appointment shall be made earlier than one year before the expiry of his term.

Based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on the March 07, 2025, the Board of Directors of the Company at its meeting held on March 08, 2025 approved the re-appointment of Mr. Akash Suri as the Whole Time Director and Chief Executive Officer of the Company for a period of 5 (five) years commencing from September 27, 2025, on such terms and conditions including remuneration, as recommended by Nomination and Remuneration Committee of the Company, subject to the approval of shareholders and other requisite approvals as may be required under applicable provisions of various laws including Section 196 read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Akash Suri, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director

of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Akash Suri satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

The terms and conditions of appointment and remuneration to be paid to Mr. Akash Suri per annum and shall be in accordance with Company Rules, Compensation Policy and Corporate Governance Policy of the Company and within the limits stated below:

- i. Whole Time Director and Chief Executive Officer is being delegated with substantial powers of the management in the ordinary course of business till such period as he holds office as the Whole Time Director and Chief Executive Officer of the Company and shall perform such duties and services as entrusted to him from time to time;
- ii. Whole Time Director and Chief Executive Officer shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time;
- iii. No sitting fees shall be paid to the Whole Time Director and Chief Executive Officer, for attending the Meetings of the Board of Directors of the Company or Committees thereof;
- iv. Whole Time Director and Chief Executive Officer is not liable to retire by rotation;
- v. Remuneration shall be as per Compensation Policy of the Company;
- vi. Employee Stock Option if considered by the Company shall be granted to Mr. Akash Suri;
- vii. **Remuneration:** As the Whole Time Director and Chief Executive Officer of the Company, Mr. Akash Suri will be entitled to receive Salary upto Rs. 4 crores per annum including long retiral benefits such as Provident Fund, Gratuity etc.
- viii. The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013. Additional information in respect of Mr. Akash Suri, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure-I to this Notice.

Except Mr. Akash Suri None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed resolution. Your Directors recommend the resolutions set out at Item no. 4 for approval of the Members by way of Special Resolution.

By Order of the Board  
**For Authum Investment & Infrastructure Limited**

Sd/-  
**Avni Shah**  
**Company Secretary and Compliance Officer**  
**Mem No. A58033**

**Date: March 07, 2025**  
**Place: Mumbai**

**Registered Office: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400021.**

**Annexure - I**

**Details of Director seeking appointment:**

**Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment**

Name and DIN	Mr. Ajai Kumar (DIN: 02446976)	Mr. Santosh Nayar (DIN: 02175871)	Mr. Amit Dangi (DIN: 06527044)	Mr. Akash Suri (DIN: 09298275)
Date of Birth	June 26, 1953	September 06, 1954	January 30, 1991	March 15, 1982
Age	71 years	70 years	34 years	43 years
Reason for Appointment/ Change	Appointment	Appointment	Re-appointment	Re-appointment
Date of first appointment on the Board	January 15, 2025	January 15, 2025	June 29, 2020	September 27, 2023
Qualification	Master of Science (Physics) from University of Allahabad and Law graduate. He is a Certified Associate of Indian Institute of Bankers (CAIIB).	Certified Associate of the Indian Institute of Bankers and a Commerce Graduate	Chartered Accountant and Bachelor of Commerce Graduate	Engineering in Information Technology, Post-Graduation in Management and an Alumni of INSEAD
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ajai Kumar is the former Chairman and Managing Director of Corporation Bank and has a distinguished career in banking industry. Mr. Ajai Kumar has taken several initiatives for bank's growth in his various positions at Bank of Baroda, UCO Bank, and Corporation Bank. While in Bank of Baroda, Mr. Ajai Kumar was General Manager Retail Banking	Mr. Santosh Nayar currently serves as the Chairman and Independent Director of Brickwork Ratings India Private Limited, Adhunik Power & Natural Resources Limited, Samridhi Energy Private Limited and Ribbon Services Private Limited and is an Independent Director of Bajaj Energy Limited, Nextgen Hitech Semiconductors	Mr. Amit Dangi is an aspiring Chartered Accountant and Bachelor of Commerce Graduate. He has past experience of working with Ernst & Young and PricewaterhouseCoopers LLP two of the largest professional services firm in the world and are among the "Big Four" accounting firms.	Mr. Suri is a seasoned banking professional with extensive experience across variegated business lines ranging from consumer to corporate banking areas within financial services. He has overall professional experience of ~18 years working with institutions like GENPACT, HSBC India, YES BANK and JC Flower ARC

	<p>and later Head of Bank's Technology Division for Business Transformation Projects and IT Operations.</p> <p>During his tenure as General Manager in Information Technology Division in Bank of Baroda, Mr. Ajai Kumar was responsible for 100% automation of both domestic and overseas branches through migration to Core Banking Solution, putting in place Wide Area Network of the Bank and enhancement of technology platform through implementation of RTGS, NEFT, Cash Management Solution, Phone Banking, Internet Banking, Retail Depository, Institutional On-line Trading, Data Warehouse, Global Treasury, Risk Management, Anti-Money Laundering, Human Resources Information System, Centralization of Swift, City Back Office, Regional Back Office, Internet Payment Gateway.</p> <p>Mr. Ajai Kumar was also Member of the Board of Directors of Indo Zambia Bank Ltd. He was also a Founder Director on Board of National Payment Corporation of India.</p> <p>Presently he is Director on the Board of Companies which include Future Generali India Insurance Company Limited, Can Fin Homes Ltd, HFCL Ltd, National Urban</p>	<p>Private Limited and Irrigation and Water Resources Finance Corporation Limited. Previously Mr Nayar has served as the Chairman and Managing Director at India Infrastructure Finance Company Limited (IIFCL), where he played a pivotal role in shaping reforms in the infrastructure sector. He also served as the Chairman of Reliance Nippon Life Insurance Company Limited.</p> <p>Mr. Nayar's leadership extends to his tenure as the Managing Director and CEO of IFCI Limited in 2013, as well as his role as the Deputy Managing Director and Group Executive of Corporate Banking at the State Bank of India (SBI). At SBI, he headed various divisions, including Corporate Business, Project Finance, Infrastructure Lending, Financial Institution Business Group, Transaction Banking Group, Cash Management, and Capital Markets.</p> <p>Mr. Nayar has also worked with Ministry of Finance, Ministry of Shipping, Ministry of Road Transport &amp; Highways (MORTH), Ministry of Power in policy initiatives and further Mr. Nayar was nominated by the Hon'ble Prime Minister as a member of the Dr Kelkar Committee on Revisiting and Revitalizing the</p>	<p>He has major roles in performing fundamental analysis to determine favourable investment opportunities and generally prefer to minimize risk while maximizing returns.</p> <p>He plays a pivotal role in strategic activities of the Company.</p>	<p>Company in the past.</p> <p>Mr. Suri has worked across strategic teams/functional areas like Business Planning &amp; Corporate Strategy, Data Analytics, Strategic Initiatives and Corporate Banking / Stressed Asset Resolution in particular.</p> <p>Mr. Suri has deep experience in stressed asset resolution, turnaround / special situations financing. In his various roles, he has been at the helm of finding resolution in highly complicated and diverse situation surrounding stressed assets.</p>
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	Cooperative Finance and Development Corporation, Adani Petronet (Dahej) Ltd, and Sammaan Asset Management Ltd.	PPP Model of Infrastructure Development. His international banking experience includes roles at SBI's Hong Kong branch and in investment banking with SBI Capital Markets. Notably, Nayar was a key member of the team that established SBI Life Insurance Co Ltd., a joint venture with a French Insurance company.		
Skills, Capabilities & Expertise in specific functional areas and experience	Mr. Ajai Kumar brings with him more than four decades of rich experience in the BFSI sector.	Mr. Santosh Nayar has an illustrious career spanning nearly four decades in the Banking Industry, Mr. Nayar brings a wealth of experience in Corporate, Investment, Retail, and International Banking, Project Finance, and Life Insurance.	Mr. Amit Dangi brings significant expertise in the area of Capital Market, Risk Management and Business Build-outs.	Mr. Akash Suri brings significant expertise in Banking, Private and Special situation credits, Risk Management, Business Build-outs and Corporate Strategy with more than 18 years of experience.
Terms and conditions of Appointment	Refer to the Resolution and Explanatory Statement - Item No. 1	Refer to the Resolution and Explanatory Statement - Item No. 2	Refer to the Resolution and Explanatory Statement - Item No. 3	Refer to the Resolution and Explanatory Statement - Item No. 4
Remuneration sought to be paid	Sitting fees	Sitting fees	Refer to the Resolution and Explanatory Statement - Item No. 3	Refer to the Resolution and Explanatory Statement - Item No. 4
The remuneration last drawn FY 2023-24	Sitting fees	Sitting fees	Rs. 63,85,000	Rs. 1,27,77,781
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	Nil	Nil	Nil	2000 shares
Relationship with Directors, Managers &	Nil	Nil	Mr. Amit Dangi is nephew of Mrs. Alpana Dangi, promoter	Nil

KMP			and Non-Executive Director of the Company and cousin of Mr. Divy Dangri, Whole-time Director of the Company.	
Directorships held in other companies (including Listed Companies)	<ol style="list-style-type: none"> <li>1. Future Generali India Insurance Company Limited</li> <li>2. Adani Petronet (Dahej) Port Limited</li> <li>3. Nukleus Office Solutions Limited</li> <li>4. Sammaan Asset Management Limited</li> <li>5. Satyadevi Institute for Financial Learning Private Limited</li> <li>6. Can Fin Homes Limited</li> <li>7. Amar Ujala Limited</li> <li>8. National Urban Co-Operative Finance and Development Corporation Limited</li> <li>9. HFCL Limited</li> <li>10. Delphi World Money Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Samriddhi Energy Private Limited</li> <li>2. Nextgen Hitech Semiconductor Private Limited</li> <li>3. Brickwork Ratings India Private Limited</li> <li>4. Adhunik Power &amp; Natural Resources Limited</li> <li>5. Ribbon Services Private Limited</li> <li>6. Bajaj Energy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Reliance Commercial Finance Limited</li> <li>2. Berix Bearing Private Limited</li> <li>3. Uniworld Entertainment Private Limited</li> <li>4. Authum Asset Management Company Private Limited</li> </ol>	Nil
Memberships/ Chairmanships of committees of other companies (Statutory Committees)	<ol style="list-style-type: none"> <li>1. Amar Ujala Limited <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Nomination &amp; Remuneration Committee – Member</li> </ul> </li> <li>2. Sammaan Asset Management Limited <ul style="list-style-type: none"> <li>• Risk Management Committee – Chairman</li> <li>• Audit Committee – Member</li> <li>• CSR Committee – Member</li> </ul> </li> <li>3. Future Generali India Insurance Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bajaj Energy Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> </li> <li>2. Adhunik Power &amp; Natural Resources Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>1. Reliance Commercial Finance Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee – Member</li> <li>• Stakeholder Relationship Committee – Member</li> <li>• CSR Committee – Member</li> <li>• Risk Management Committee - Member</li> </ul> </li> </ol>	Nil

	<ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee – Member</li> <li>• CSR Committee – Member</li> </ul> <p>4. Nukleus Office Solutions Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> </ul> <p>5. Adani Petronet (Dahej) Port Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Nomination &amp; Remuneration Committee – Chairman</li> <li>• CSR Committee – Chairman</li> </ul> <p>6. HFCL Limited</p> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Nomination &amp; Remuneration Committee – Chairman</li> <li>CSR Committee – Member</li> </ul> <p>7. Can Fin Homes Limited</p> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Nomination &amp; Remuneration Committee – Member</li> </ul> <p>8. National Urban Co-Operative Finance and Development Corporation Limited</p> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Nomination &amp; Remuneration Committee – Member</li> </ul>			
Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> <li>1. Adani Krishnapatnam Port Limited</li> <li>2. Metropolitan Stock Exchange of India Limited</li> <li>3. Groww Asset Management</li> </ol>	<ol style="list-style-type: none"> <li>1. Reliance Nippon Life Insurance Company Limited</li> <li>2. Rashi Peripherals Limited</li> <li>3. Mvtrah Energy (India) Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Authum Real Estate Private Limited</li> <li>2. Mentor Innovation Private Limited</li> <li>3. Brightstreet Finserv</li> </ol>	Nil

	Limited 4. Indiabulls General Insurance Limited 5. Nuclear Power Corporation of India Limited	4. PTC India Financial Services Limited	Private Limited 4. Geetanjali Infosystems Private Limited	
Number of meetings of the Board attended during the year i.e. FY 2024-25	1	1	8	8