



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

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

<b>E-VOTING COMMENCES ON</b>	<b>E-VOTING CONCLUDES ON</b>
Thursday, November 13, 2025 at 9:00 AM (IST)	Friday, December 12, 2025 at 05:00 PM (IST)

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, Circular No. 03/2025 dated September 22, 2025 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 & Infrastructure Limited** (“Authum” or “the Company”) by means of Postal Ballot, only by way of remote e-voting process.

Pursuant to Section 110 read with Sections 102 and 108 of the Act and other applicable provisions of the Act, an Explanatory Statement pertaining to the said Special Resolution(s) setting out the material facts and the reasons / rationale thereof are annexed to this Postal Ballot Notice (“Notice”) for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, 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 of remote E-voting process for conducting the Postal Ballot in a fair and transparent manner.

In compliance with the MCA Circulars, this Notice is being sent by e-mail to only those Members, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by Depositories as on **Friday, November 07, 2025 ("cut-off date")**. In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Notice for receiving the copy of Notice, login ID and password for E-voting on the proposed Resolutions.

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'. The communication of Assent or Dissent of the Members would only take place through remote E-voting facility.

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 Thursday, November 13, 2025 and will end at 5:00 P.M. (IST) on Friday, December 12, 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. Members are requested to cast their votes through the remote E-voting process within the remote E-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

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 Friday, December 12, 2025**. E-voting will be blocked immediately thereafter by CDSL and no e-voting will be allowed beyond the said date and time.

The results of the Postal Ballot/ e-voting will be declared along with the Scrutinizer's Report on or before **Tuesday, December 16, 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) and National Stock Exchange Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) where the equity shares of the Company are listed.

The Scrutinizer will submit their report to the Chairman of the Board and / or the Company Secretary of the Company, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity Shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote E voting process i.e. on or before Tuesday, December 16, 2025. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website at [www.authum.com](http://www.authum.com) and on the website of CDSL <https://www.evotingindia.com/>

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. **Friday, December 12, 2025**.

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 SEBI Listing Regulations is also attached.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1**

#### **Approval of Authum Investment & Infrastructure Limited Employee Stock Option Scheme 2025**

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules notified thereunder, and pursuant to the applicable provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Memorandum of Association and the Articles of Association of Authum Investment & Infrastructure Limited (“Company”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration (“NRC”), the approval of the members of the Company be and is hereby accorded to introduce, offer and issue employee stock options (“ESOPs”) to eligible employees of the Company under the ‘Authum Investment & Infrastructure Limited Employee Stock Option Scheme 2025’ (“Scheme 2025”), the salient features of which are furnished in the explanatory statement to this notice and to grant such ESOPs to eligible employees on such terms and conditions as provided in the Scheme 2025 and as may be fixed or determined by the Board and/or the NRC.

**RESOLVED FURTHER THAT**, the approval of the members of the Company be and is hereby accorded to the NRC / other sub-committee of the Board to create, offer, issue, grant and allot from time to time, in one or more tranches under ESOP 2025, at any time to or for the benefit of the eligible employees of the Company, such number of employees stock options (“ESOPs”) on such terms and conditions as provided in the Scheme 2025 and as may be fixed or determined by the NRC not exceeding 5,00,000 (Five Lakh only) ESOPs, corresponding to 5,00,000 (Five Lakh only) equity shares of the Company of face value of Re. 1 (Rupee One only) each fully paid up in accordance with applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT**, the equity shares to be allotted pursuant to the Scheme 2025 in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/to be granted, under the Scheme 2025 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT**, the Board and the NRC be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2025, in accordance with the terms of Scheme 2025 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

**RESOLVED FURTHER THAT**, for the purpose of bringing into effect and implementing the Scheme 2025 and generally for giving effect to these resolutions, each member of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Scheme 2025, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company.”

## **ITEM NO. 2**

### **Approval of Authum Investment & Infrastructure Limited Employee Stock Option Scheme 2025 (“Scheme 2025”) for grant of employee stock options to the eligible employees of subsidiary(ies) company(ies) of Authum Investment & Infrastructure Limited under Scheme 2025**

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules notified thereunder, and pursuant to the applicable provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Memorandum of Association and the Articles of Association of Authum Investment & Infrastructure Limited (“Company”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration (“NRC”)), the approval of the members of the Company be and is hereby accorded to introduce, offer and issue employee stock options (“ESOPs”) to eligible employees of the Company’s subsidiaries under the ‘Authum Investment & Infrastructure Limited Employee Stock Option Scheme 2025’ (“Scheme 2025”), the salient features of which are furnished in the explanatory statement to this notice and to grant such ESOPs to eligible employees of Company’s subsidiaries on such terms and conditions as provided in the Scheme 2025 and as may be fixed or determined by the Board and/or the NRC.

**RESOLVED FURTHER THAT**, the approval of the members of the Company be and is hereby accorded to the NRC / other sub-committee of the Board to identify eligible employees, create, offer, issue, grant and allot from time to time, in one or more tranches under ESOP 2025, at any time to or for the benefit of the eligible employees of the Subsidiaries, such number of employees stock options (“ESOPs”) on such terms and conditions as provided in the Scheme 2025 and as may be fixed or determined by the NRC not exceeding 5,00,000 (Five Lakh only) ESOPs, corresponding to 5,00,000 (Five Lakh only) equity shares of the Company of face value of Re. 1 (Rupee One only) each fully paid up in accordance with applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/to be granted, under the Scheme 2025 shall be suitably adjusted for such number of ESOPs/equity shares, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT**, the equity shares to be allotted pursuant to the Scheme 2025 in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT**, the Board and the NRC be and are hereby authorized to grant ESOPs to eligible employees of the Company's subsidiary(ies).

**RESOLVED FURTHER THAT**, the Board and the NRC be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2025, in accordance with the terms of Scheme 2025 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

**RESOLVED FURTHER THAT**, for the purpose of bringing into effect and implementing the Scheme 2025 and generally for giving effect to these resolutions, each member of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Scheme 2025, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board

**For Authum Investment & Infrastructure Limited**

**Sd/-**

**Dipyanti Jaiswar**

**Company Secretary and Compliance Officer**

**Mem No. A41024**

**Date: November 10, 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 2 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, November 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 ("Maheshwari"), 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, November 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, November 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. Friday, December 12, 2025.
7. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Thursday, November 13, 2025 and will end at 5:00 P.M. (IST) on Friday, December 12, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, November 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](mailto: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 [secretarial@authum.com](mailto:secretarial@authum.com).
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified for the e-voting, Friday, December 12, 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 Thursday, November 13, 2025 and will end at 5:00 P.M. (IST) on Friday, December 12, 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. Friday, November 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	<ol style="list-style-type: none"><li>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.</li><li>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,</li></ol>



	<p>so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<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>	<p>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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 &amp; voting during the meeting.</p>

**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 <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 09911
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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 & 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 Futorex, 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.

**General Guidelines for shareholders:**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "E-voting " tab in their login.
- b) The Company has appointed Mr. Mayank Arora (FCS 10378 & CP 13609) 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.
- c) The Members whose names appear in the Register of Members / list of Beneficial Owners as on Friday, November 07, 2025 ('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.
- d) 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 <https://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.

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

### **Item No. 1 & 2:**

Based on the recommendations/approvals of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”), a proposal for approval and adoption of the ‘Authum Investment & Infrastructure Limited Employee Stock Option Scheme 2025 (“**Scheme 2025**”) is being placed before the members of the Authum Investment & Infrastructure Limited (“**Company**”) in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”).

The Company aims to provide competitive remuneration opportunities to its employees. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views employee stock options (“**Options**”) as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come.

The objectives of the Scheme 2025 are to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company; to attract, incentivize and retain key talent and as well as to motivate the employees to contribute to its growth and profitability; to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary companies to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing business plans of the Company, to secure the loyalty of the Company’s most valuable resources and to provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

In terms of Regulation 6 of SEBI SBEB & SE Regulations, for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required. Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the members by way of separate special resolution is also required for grant of Options to the employees of the subsidiary(ies) of the Company.

The salient features and other details of the Scheme 2025 as required pursuant to Regulation 6(2) of the SEBI SBEB & SE Regulations are as under:

#### **(a) Brief Description of Scheme 2025:**

The Company aims to provide competitive remuneration opportunities to its employees and believes that the presence of long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. Further, the Company views Options as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come.

The main objectives of the Scheme 2025 are:

- (i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company;
- (ii) to attract, incentivize and retain key talent and as well as to motivate the employees to contribute to its growth and profitability;
- (iii) to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary company to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing business plans of the Company, to secure the loyalty of

the Company's most valuable resources and to provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

**(b) Total number of employee stock options, shares to be granted:**

A maximum of 5,00,000 (Five Lakh) Options may be offered or granted under the Scheme 2025, which on exercise would not entitle more than 5,00,000 (Five Lakh) equity shares of Rs. 1 (Rupee one only) each of the Company, with each such Option conferring a right upon the grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the Scheme 2025.

**(c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme 2025:**

The following classes of employees shall be entitled to participate in the Scheme 2025:

- (i) An employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company,  
  
but does not include:
  - i. an employee who is a promoter or belongs to the promoter group;
  - ii. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

**(d) Requirements of vesting and period of vesting:**

1. Period of vesting:

The Options granted under the Scheme 2025 shall vest not earlier than completion of 1 (one) year, and not later than 4 (four) years, from the grant date or such other period or manner as may be determined by the NRC from time to time, within the period of 4 (four) years, which will be set out in the letter of grant issued by the Company to grantees. However, in case of death or permanent incapacity of a grantee, the minimum vesting period of 1 (one) year shall not apply.

2. Vesting conditions:

The specific vesting schedule and conditions shall be outlined in the letter of grant given to the grantee at the time of grant of Options.

Vesting of Options granted under the Scheme 2025 shall be subject to, amongst other things, the following conditions:

- (a) a minimum of 1 (one) year of employment has completed from date of grant;
- (b) the grantee being in continuous employment with the Company (or its subsidiary company); and
- (c) the grantee is not subject to any pending disciplinary proceedings.

The above conditions will not apply, in case of death or permanent incapacity of the grantee while in employment with the Company or subsidiary company, in which case all the Options shall vest immediately from the date of such event.

The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:

- (a) The Options not vested due to non-fulfillment of vesting conditions; vested Options which the grantees have expressly refused to exercise; Options (vested and not exercised and unvested) which have been surrendered by grantees; and any Options granted but not vested or exercised within the stipulated time due to any reasons.
- (b) The NRC may, accelerate the vesting of Options granted (subject to compliance with minimum vesting period of 1 (one) year and applicable laws), in case of exceptional performance of an employee or class of employees or such other exceptional circumstances as may be decided by the NRC.
- (c) The NRC may modify the vesting schedule in respect of Options already granted in the event it is found that: (a) the grantee has not satisfied any vesting condition; or (b) has not been regularly attending the office for a substantial period of time without any valid reason or authority; or (c) has been put on a modified employment arrangement such as part-time working, reassignment to lower accountability, sabbatical, leave without pay; or (d) is found to be guilty of fraud or misconduct; or (e) has violated the Company policies/ terms of employment; or (f) on account of such other circumstances as the NRC may in its absolute discretion decide, subject to applicable laws.
- (d) In the event of the death of the grantee while in the employment or separation of grantee due to reasons of permanent incapacity while in employment, all the unvested Options to them shall vest in them or their nominee(s)/ legal heir(s)/ successor(s) (as the case may be) immediately on the date of death of the grantee or permanent incapacity (as the case may be).
- (e) In case of retirement, all unvested Options, upon death of the grantee post-retirement, shall vest in their nominee(s)/ legal heir(s)/ successor(s) immediately on the date of death of the grantee.
- (f) In the event of termination of the employment of a grantee due to breach of Company policies/ terms of employment, all Options granted to such grantee, including the vested Options which were not exercised prior to such breach, shall stand terminated with immediate effect.

Further, the Options granted but not vested and the vested Options which are not exercised in case of a grantee who has been suspended from the services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the Company policies/ terms of employment or codes of the Company or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the NRC.



- (g) In the event of cessation of employment during the vesting period, including on account of resignation by the grantee, that is not covered above then all unvested Options, shall expire and stand cancelled with effect from date of submission of the termination/ resignation notice.
- (h) In the event a grantee is transferred or deputed by the Company to a subsidiary company/ associate company, the Options granted to such grantee shall vest or be exercised as per the terms of grant under the Scheme 2025 and as specified in the letter of grant, even after such transfer or deputation.
- (i) In the event the Board/NRC determines that the grantee has violated any of the post-employment obligations as set out in the employment agreement executed between the grantee and the Company or the provisions set out in the grant letter, then all Options (unvested and vested) granted to the grantee, as on the date of such determination, shall expire and stand terminated with immediate effect and the grantee will not be permitted to exercise any rights in respect thereof.
- (j) In the event an employee surrenders their Options (vested and unexercised and unvested) at any time during their employment till the time Scheme 2025 is in effect (and communicates the same to NRC) then all such surrendered Options shall lapse or expire with effect from the date of surrender.

**(e) Maximum period within which the Options shall be vested:**

The vesting period of the Options granted under the Scheme 2025 shall not be less than a period of 1 (one) year, and which may extend to maximum period of 4 (four) years, from the date of grant or such other period during the period of 4 (four) years from the date of grant and as set out in the letter of grant issued by the Company.

**(f) Exercise price or pricing formula:**

The exercise price shall be such price, as determined by the NRC at the time of grant in accordance with applicable law and the same will be specified in the relevant letter of grant. The exercise price shall be in compliance with the accounting standards specified under the SEBI SBEB & SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

**(g) Exercise period and process of exercise:**

- (i) Exercise period while in employment: The Options granted to a grantee shall be capable of being exercised within a maximum period of 5 (five) years from the vesting date of the respective Options or such other period as may be determined (and communicated to the Grantee) by the NRC from time to time subject to applicable law, within the maximum period of 5 (five) years.

During the exercise period relating to each vesting, the vested Options can be exercised in one or more tranches as determined by the NRC.

- (ii) Separation from employment: Options can be exercised as per provisions outlined below:
- (a) Exercise period in case of death: In the event of the death of a grantee, all the Options shall be exercised by the nominee(s)/ legal heir(s)/ successor(s) of the grantee within the exercise period, on payment of the applicable exercise price and tax, failing which, these shall lapse.
  - (b) Exercise period in case of permanent incapacity: In the event of separation of a grantee due to reasons of permanent incapacity while in employment, all the Options (including those which vests upon the permanent incapacity of the grantee) shall be exercised by them within the exercise period, on payment of the applicable exercise price and failing which, these shall lapse.
- In the event of death of the grantee after such separation, the nominee(s)/ legal heir(s)/ successor(s) of such grantee will be allowed to exercise all Options (including those which vests upon the permanent incapacity of the grantee), within 2 (two) years from the date of separation of the grantee on account of such permanent incapacity, failing which these shall lapse.
- (c) Exercise period in case of retirement or superannuation:  

All vested Options shall be exercisable by the grantee (or by the nominee(s)/ legal heir(s)/ successor(s) of the grantee as the case may be, upon the death of the grantee) after the vesting date and within the exercise period.

All unvested Options, upon death of the grantee post-retirement, shall vest in their nominee(s)/ legal heir(s)/ successor(s) immediately on the date of death of the grantee. Further, all the Options (including those which vests upon the death of the grantee post-retirement) shall be exercised by the nominee(s)/ legal heir(s)/ successor(s) of the grantee immediately or within the exercise period, on payment of the applicable exercise price and tax, failing which, these shall lapse.
  - (d) Exercise period in case of cessation of employment: In the event of cessation of employment during the vesting period, including on account of resignation by the grantee, that is not covered within the scope of all above cases, then all unvested Options, shall expire and stand cancelled with effect from date of submission of the termination/ resignation notice. However, all vested Options as on the date of submission of the termination / resignation notice shall be exercisable within the exercise period.
  - (e) In the event a grantee is transferred or deputed by the Company to a subsidiary company/ associate company, the Options granted to such grantee shall vest or be exercised as per the terms of grant under the Scheme 2025 and as specified in the letter of grant, even after such transfer or deputation.
- (iii) Exercise process: The grantee may at any time during the exercise period and subject to fulfillment of conditions of the grant and vesting (as applicable), exercise the Options (as the case may be) by submitting the exercise application to Company for issuance of equity shares pursuant to vested Options, accompanied with the:
1. payment of an amount equivalent to the exercise price, as the case may be, in respect of such equity shares;
  2. payment of applicable tax, as the case may be in respect of such equity shares; and
  3. such other documentation as the NRC may specify to confirm extinguishment of the rights comprising in the Options then exercised, subject to applicable laws.

The exercise application shall be in a form as may be prescribed by the NRC and it may also determine the procedure for such exercise from time to time.

**(h) The appraisal process for determining the eligibility of employees for the Scheme 2025:**

The specific employees to whom the Options would be granted and the eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) would be determined by the NRC, in its absolute discretion, subject to applicable law.

**(i) The maximum number of Options, shares to be offered and issued per employee and in aggregate, if any:**

A maximum of 5,00,000 (Five Lakh) Options may be offered or granted under the Scheme 2025, which on exercise would not entitle more than 5,00,000 (Five Lakh) equity shares of Rs. 1 (Rupee one only) each of the Company, with each such Option conferring a right upon the grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the Scheme 2025.

The maximum number of Options to be granted to an eligible employee under the Scheme 2025 shall not exceed 3,00,000 (Three Lakh) Options, which on exercise would entitle not more than 3,00,000 (Three Lakh) equity shares of ₹ 1/- (Rupee One only) each of the Company.

**(j) Maximum quantum of benefits to be provided per employee under Scheme 2025:**

The maximum number of Options to be granted to an eligible employee under the Scheme 2025 shall not exceed 3,00,000 (Three Lakh) Options, which on exercise would entitle not more than 3,00,000 (Three Lakh) equity shares of ₹ 1/- (Rupee One only) each of the Company.

**(k) Whether the Scheme 2025 is to be implemented and administered directly by the Company or through a trust:**

The Scheme 2025 will be implemented through direct route and administered by the NRC

**(l) Whether the Scheme 2025 involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The Scheme 2025 involves new issue of shares by the Company in compliance with the SEBI SBEB & SE Regulations and other applicable laws.

**(m) The amount of loan to be provided for implementation of the Scheme 2025 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

Not applicable.

**(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme 2025:**

Not applicable.

**(o) A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB & SE Regulations:**

The Company shall conform to the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, and as required under Applicable Law from time to time, including the disclosure requirements prescribed therein.

**(p) The method which the Company shall use to value its Options:**

The Company shall follow the fair value method for the valuation of the Options or such other method as may be determined by the NRC in accordance with the accounting policies specified under the SEBI SBEB & SE Regulations.

**(q) The following statement if applicable:**

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the company shall also be disclosed in the Boards' report.

**The above statement is not applicable to the Company.**

**(r) Period of lock-in**

The equity shares allotted under the Scheme 2025 pursuant to exercise of Options will not have any lock-in period.

**(s) Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations.**

None.

**Board Recommendation:** The Board of Directors believe that the proposed resolution for approval of ESOP Scheme 2025 is in the best interest of the Company and its members and thus recommends the resolution set forth at item nos. 1 & 2 of this Notice to the shareholders for approval through special resolution.

**Disclosure of Interest:** Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent of Options that be granted to them, in accordance with the applicable law.

A copy of the draft Scheme 2025 is available for inspection by the shareholders between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date of dispatch of this notice until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to [secretarial@authum.com](mailto:secretarial@authum.com).

By Order of the Board

**For Authum Investment & Infrastructure Limited**

Sd/-

**Dipyanti Jaiswar**

**Company Secretary and Compliance Officer**

**Mem No. A41024**

**Date: November 10, 2025**

**Place: Mumbai**

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