

AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED

CIN: L51109MH1982PLC319008

Reg Add: 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021

Email: info@authum.com, Website: www.authum.com, Ph. No.: (022) 6747 2117

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”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“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 resolution set out below is 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.

The 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 resolution is 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 not later than 5:00 p.m. (IST) on Saturday, December 23, 2023. 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 Saturday, December 23, 2023. 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, December 25, 2023 and shall be placed on the website of the Company at www.authum.com; on the e-voting website of CDSL at www.evotingindia.com and shall also be simultaneously communicated to BSE Limited ("BSE") at www.bseindia.com and The Calcutta Stock Exchange Limited ("CSE") at www.cse-india.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. Saturday, December 23, 2023.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Mr. Akash Suri (DIN: 09298275) as 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 an **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) 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, approval of the Members be and is hereby accorded to the appointment of Mr. Akash Suri (DIN: 09298275) as a Whole-Time Director (designated as 'Whole-Time Director and Chief Executive Officer') of the Company, for a period of 2 (two) years commencing from September 27, 2023 till September 26, 2025 (both days inclusive) who shall be liable to retire by rotation, 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 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."

ITEM NO. 2

Appointment of Mrs. Asha Anil Agarwal (DIN: 09722160) 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), Mrs. Asha Anil Agarwal (DIN: 09722160) who was appointed as an Additional Director of the Company by the Board w.e.f. November 21, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she 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 upto November 20, 2028.

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/-
Hitesh Vora
Company Secretary and Compliance Officer
Mem No. A40193

Date: November 21, 2023
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 17, 2023 ("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) duly filled and signed along with requisite supporting documents to RTA at Maheshwari Datamatics Private Limited, 5th 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 17, 2023 ("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 and on the website of CDSL at 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 17, 2023. 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 Cutoff 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. Saturday, December 23, 2023.
7. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Friday, November 24, 2023 and will end at 5:00 P.M. (IST) on Saturday, December 23, 2023. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, November 17, 2023, 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 has 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 resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, Saturday, December 23, 2023, in terms of Secretarial Standard 2 on General Meeting i.e. ("SS2") 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 Friday, November 24, 2023** and end at **5.00 P.M. on Saturday, December 23, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 17, 2023 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"> 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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- (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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & 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; info@authum.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

General

- a) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. **November 17, 2023**.
- b) Voting period commences on and from **9.00 A.M. on Friday, November 24, 2023** and end at **5.00 P.M. on Saturday, December 23, 2023**.
- c) If the proposed Resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a General Meeting. The Resolution will become effective from the date of announcement of the Results.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bseindia.com and on the website of CDSL e-voting www.evotingindia.com immediately after the result is declared.
- e) The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, will be announced on or before Monday, December 25, 2023, at Registered office of the Company and the same will be displayed on the website of the Company i.e. www.aithum.com, Stock Exchange's and on the website of CDSL i.e. www.evotingindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company has in its Board Meeting held on September 27, 2023 appointed Mr. Akash Suri as Whole Time Director & Chief Executive Officer of the Company.

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 appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on the September 27, 2023, the Board of Directors of the Company at its meeting held on September 27, 2023 approved the appointment of Mr. Akash Suri as the Whole Time Director & Chief Executive Officer of the Company for a period of 2 (two) years commencing from September 27, 2023, 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. 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, as Mr. Akash Suri, on deputation to the Company and Remuneration Policy & Corporate Governance Policy of the Company and within the limits stated below:

- i. Whole Time Director & 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 & CEO of the Company and shall perform such duties and services as entrusted to him from time to time;
- ii. Whole Time Director & 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, for attending the Meetings of the Board of Directors of the Company or Committees thereof;
- iv. Whole Time Director & Chief Executive Officer is not liable to retire by rotation;
- v. Remuneration shall be as per Remuneration 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 Gross Fixed Salary of Rs. 2.5 crores per annum including long retiral benefits such as Provident Fund, Gratuity etc.

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, Manager, 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. 1 for approval of the Members by way of Special Resolution.

Item No. 2

The Board, based on the recommendations of the Nomination & Remuneration Committee (“NRC”), at its meeting held on November 21, 2023 had appointed Mrs. Asha Anil Agarwal (DIN: 09722160) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from November 21, 2023 till November 20, 2028, not liable to retire by rotation, subject to approval of the Shareholders. The Company has received, inter alia, the following consents, declarations and confirmations from Mrs. Asha Anil Agarwal 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 she is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that she 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 she 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 Mrs. Asha Anil Agarwal, 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 up to November 20, 2028 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.

Mrs. Asha Anil Agarwal’s brief profile is given below:

Mrs. Agarwal is a former Principal Chief Commissioner of the Income Tax in the Indian Revenue Service, Ministry of Finance, Central Government India, Mrs. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management are strongly backed by her rich professional experience.

In line with the Company's remuneration policy for Independent Directors, Mrs. Asha Anil Agarwal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imburement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Mrs. Asha Anil Agarwal, 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, Mrs. Asha Anil Agarwal fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her 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 Mrs. Asha Anil Agarwal 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 Mrs. Asha Anil Agarwal, the Shareholders are requested to approve the appointment of Mrs. Asha Anil Agarwal as an Independent Directors for a term of five (5) consecutive years with effect from November 21, 2023.

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

Mrs. Asha Anil Agarwal and her 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 Mrs. Asha Anil Agarwal, 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.

By Order of the Board
For Authum Investment & Infrastructure Limited

Sd/-
Hitesh Vora
Company Secretary and Compliance Officer
Mem No. A40193

Date: November 21, 2023
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

Particulars	Mr. Akash Suri (DIN: 09298275)	Mrs. Asha Anil Agarwal (DIN: 09722160)
Date of Birth	March 15, 1982	March 15, 1961
Age	41 years	62 years
Date of first appointment on the Board	September 27, 2023	November 21, 2023
Qualification	Engineering in Information Technology, Post-Graduation in Management and an Alumni of INSEAD	M.A. (Psychology) and LL.B
Experience (including expertise in specific functional area) / Brief Resume	<p>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 Company in the past.</p> <p>Mr. Suri has worked across strategic teams/functional areas like Business Planning & 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>	<p>Mrs. Agarwal is a former Principal Chief Commissioner of the Income Tax in the Indian Revenue Service, Ministry of Finance, Central Government India, Mrs. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management are strongly backed by her rich professional experience.</p>
Skills, Capabilities & Expertise in specific functional areas and experience	Banking, Business Planning & Corporate Strategy and more than 18 years of experience in the banking	Mrs. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management are strongly backed by her rich professional 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
Remuneration sought to be paid and the remuneration last drawn	Refer to the Resolution and Explanatory Statement - Item No. 1	Not Applicable
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Relationship with Directors, Managers & KMP	Nil	Nil
Directorships held in other companies (including Listed Companies)	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	SG Finserve Limited 1. Audit Committee – Member 2. Nomination & Remuneration Committee – Chairperson 3. Risk Management Committee – Member 4. IT Committee – Member 5. Corporate Social Responsibility Committee – Member
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of meetings of the Board attended during the year i.e. FY 2023-24	Not Applicable	Nil