

April 19, 2023

To,

**The National Stock Exchange of India Limited**

Listing Department, Wholesale Debt Market  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E),  
Mumbai- 400 051

**Subject: Submission of Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the Compliance Report on Corporate Governance in the format prescribed by SEBI for the quarter, financial and half year ended March 31, 2023, in the form of Annexure I, II and III respectively.

Request you to take this information on your records.

**For Aseem Infrastructure Finance Limited**

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**Nilesh Sampat**  
**Chief Financial Officer**

**ASEEM INFRASTRUCTURE FINANCE LIMITED**

**Regd. Office:** Aseem Infrastructure Finance Limited | UTI Tower, GN Block, 4th Floor, BKC, Mumbai-400051, Maharashtra  
**CIN:** U65990MH2019PLC325794 | **Phone:** +91- 022 68591350 | **Website:** www.aseeminfra.in

**Compliance Report on Corporate Governance for the quarter ended March 31, 2023**

1. Name of Listed Entity: Aseem Infrastructure Finance Limited
2. Quarter ending March 2023

<b>I. Composition of Board of Directors</b>												
T i t l e ( M r ./ M s)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re- appointment	D a t e o f C e s s a t i o n	T e n u r e ( i n m o n t h s) *	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surya Prakash Rao Pendyala	DIN: 02888802	Non-Executive Director-Chairperson	23.05.2019	23.05.2019	-	-	23.11.1958	0	0	2	0
Mr.	Rajiv Dhar	DIN: 00073997	Non-Executive Director	23.05.2019	23.05.2019	-	-	18.08.1961	0	0	3	0
Mr.	Saurabh Jain	DIN: 02052518	Non-Executive Director	23.05.2019	23.05.2019	-	-	24.07.1976	0	0	1	0
Mr.	Venkatadri Chandrasekaran	DIN: 03126243	Non-Executive - Independent -Director	22.07.2020	30.09.2020	-	33	11.10.1957	4	4	7	5
Ms.	Rosemary Sebastian	DIN: 07938489	Non-Executive - Independent Director	16.09.2020	16.09.2022	-	31	05.05.1959	0	0	3	1

Mr. Prashant Kumar Ghose	DIN: 00034945	Non-Executive - Independent - Director	12.01.2023	24.03.2023	-	3	03.09.1950	0	0	0	0
Whether Regular chairperson appointed – Yes											
Whether Chairperson is related to managing director or CEO – No											
<p><i>§PAN of any director would not be displayed on the website of Stock Exchange &amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>											
<b>II. Composition of Committees</b>											
<i>Name of Committee</i>			Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/independent /Nominee) §	Date of Appointment	Date of Cessation				
1. Audit Committee			Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	12.01.2021	-				
				Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-				
				Mr. Saurabh Jain	Non-Executive Director	16.09.2020	-				
2. Nomination & Remuneration Committee			Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	16.09.2020	-				
				Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-				
				Mr. Prakash Rao	Non-Executive Director	16.09.2020	-				
3. Risk Management Committee			Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	26.08.2021	-				
				Mr. Rajiv Dhar	Non-Executive Director	24.03.2020	-				

		Mr. Prakash Rao	Non-Executive Director	24.03.2020	-
4. Stakeholders Relationship Committee	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	04.02.2022	-
		Mr. Rajiv Dhar	Non-Executive Director	04.02.2022	-
		Mr. Prakash Rao	Non-Executive Director	04.02.2022	-
<p>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>					
<b>III. Meeting of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
		Yes / No			
09.11.2022	-	Yes	4	1	0
-	09.02.2023	Yes	6	3	93
* to be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes / No				
<b>Audit Committee</b>					
-	Yes	3	2	07.11.2022	0
08.02.2023	Yes	3	2	-	94
<b>Risk Management Committee</b>					
-	-	3	1	19.12.2022	0

Stakeholders Relationship Committee					
02.02.2023	Yes	3	1	-	0
Nomination & Remuneration Committee					
02.02.2023	Yes	3	2	-	0
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			The Company does not have any material RPT. Hence, Not Applicable		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
<b>Note:</b>					
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.					
2 If status is "No" details of non-compliance may be given here.					
VI. Affirmations					
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <u>Yes</u>					
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015					
a. Audit Committee - <u>Yes</u>					
b. Nomination & Remuneration Committee - <u>Yes</u>					
c. Stakeholders Relationship Committee - <u>Yes</u>					
d. Risk management committee (as applicable) - <u>Yes</u>					
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <u>Yes</u>					
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <u>Yes</u>					

5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. The Corporate Governance Report for the quarter ended March 31, 2023, will be placed before the Board of Directors in the upcoming quarterly Meeting.

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**Name of Signatory: Nilesh Sampat**  
**Designation of person: Chief Financial Officer**

**Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*

**Compliance Report on Corporate Governance for the financial year ended March 31, 2023**

Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is applicable to an equity listed entity. Since Aseem Infrastructure Finance Limited is a high value debt listed entity, the said Regulation is not applicable.

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	NA	Regulation 46(2) is not applicable to high value debt listed entity.
b) Terms and conditions of appointment of independent directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
c) Composition of various committees of board of directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
d) Code of conduct of board of directors and senior management personnel	NA	Regulation 46(2) is not applicable to high value debt listed entity.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	NA	Regulation 46(2) is not applicable to high value debt listed entity.
f) Criteria of making payments to non-executive directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
g) Policy on dealing with related party transactions	NA	Regulation 46(2) is not applicable to high value debt listed entity.
h) Policy for determining 'material' subsidiaries	NA	Regulation 46(2) is not applicable to high value debt listed entity.
i) Details of familiarization programmes imparted to independent directors	NA	Regulation 46(2) is not applicable to high value

		debt listed entity.
j) Email address for grievance redressal and other relevant details	NA	Regulation 46(2) is not applicable to high value debt listed entity.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NA	Regulation 46(2) is not applicable to high value debt listed entity.
l) Financial results	NA	Regulation 46(2) is not applicable to high value debt listed entity.
m) Shareholding pattern	NA	Regulation 46(2) is not applicable to high value debt listed entity.
n) Details of agreements entered into with the media companies and/or their associates	NA	Regulation 46(2) is not applicable to high value debt listed entity.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Regulation 46(2) is not applicable to high value debt listed entity.
p) New name and the old name of the listed entity	NA	Regulation 46(2) is not applicable to high value debt listed entity.
q) Advertisements as per regulation 47 (1)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	Regulation 46(2) is not applicable to high value debt listed entity.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Regulation 46(2) is not applicable to high value debt listed entity.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
b) Materiality Policy as per Regulation 30	NA	Regulation 30 is not applicable to high value debt listed entity.
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43(A) is not applicable to high value debt listed entity.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		



<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes

Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	#NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	#NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Omitted
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
# The Company does not have any subsidiary.		


**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **Not Applicable**

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**Name of Signatory: Nilesh Sampat**  
**Designation of person: Chief Financial Officer**

**Compliance Report on Corporate Governance for the half year ended March 31, 2023**

Half year ending – March 31, 2023

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL

KMPs or any other entity controlled by them	NA	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

Name: Nilesh Sampat  
 Designation: Chief Financial Officer

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### Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.



National Stock Exchange Of India Limited

**Date of** 19-Apr-2023

**NSE Acknowledgement**

<b>Symbol:-</b>	
<b>Name of the Company: -</b>	Aseem Infrastructure Finance Limited
<b>Submission Type:-</b>	Announcements
<b>Short Description:-</b>	Disclosure under Regulation 27(2)
<b>Date of Submission:-</b>	19-Apr-2023 07:21:20 PM
<b>NEAPS App. No:-</b>	2023/Apr/1348/1348

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.