

October 21, 2024

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 and half year ended September 30, 2024, in the form of Annexure I, II and III.

Request you to take this information on your records.

For Aseem Infrastructure Finance Limited

Naveen Manghani
Company Secretary &
SVP - Compliance

Compliance Report on Corporate Governance for the quarter ended September 30, 2024

1. Name of Listed Entity: Aseem Infrastructure Finance Limited
2. Quarter ending September 2024

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) ^{&}	Initial Date of Appoi ntment	Date of Re-app ointment	Date of Cessati on	Ten ure (in mo nth 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) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	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.	Venkatadri Chandrasekaran	DIN: 03126243	Non-Executive - Independent Director	22.07.2020	22.07.2023	-	51	11.10.1957	3	3	6	2
Ms.	Rosemary Sebastian	DIN: 07938489	Non-Executive - Independent Director	16.09.2020	16.09.2022	-	49	05.05.1959	0	0	3	1
Mr.	Prashant Kumar Ghose	DIN: 00034945	Non-Executive - Independent Director	12.01.2023	12.01.2023	-	21	03.09.1950	0	0	3	3
Mr.	Saurabh Jain	DIN: 02052518	Non- Executive- Nominee Director	23.05.2019	23.05.2019	-	-	24.07.1976	0	0	2	0
Mr.	Padmanabh Sinha	DIN: 00101379	Non-Executive- Nominee Director	02.02.2024	02.02.2024	-	-	21.02.1971	0	0	0	0
Mr.	Nilesh Shrivastava	DIN: 09632942	Non-Executive- Nominee Director	02.02.2024	02.02.2024	-	-	01.10.1973	0	0	3	0
		Whether Regular chairperson appointed – No										
		Whether Chairperson is related to managing director or CEO – N.A.										

§PAN of any director would not be displayed on the website of Stock Exchange (Since the CG report is submitted by the Company directly on the NEAPS website (in pdf format), the PAN of directors is not mentioned)
&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
** 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.*
^ As the equity shares of the Company are not listed, the Directorship in the Company has not been included.

II. Composition of Committees

<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category §</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mr. Prashant Kumar Ghose	Chairperson - Non-Executive - Independent Director	05.05.2023 (Chairperson w.e.f. 01.04.2024)	-
		Mr. V Chandrasekaran	Non-Executive - Independent Director-	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	16.09.2020	-
2. Nomination & Remuneration Committee	Yes	Mr. V Chandrasekaran	Chairperson - Non-Executive - Independent Director	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Padmanabh Sinha	Non-Executive - Nominee Director	01.04.2024	-

3. Risk Management Committee	Yes	Mr. V Chandrasekaran	Chairperson - Non-Executive - Independent Director	26.08.2021	-
		Mr. Prashant Kumar Ghose	Non-Executive - Independent Director	05.05.2023	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	04.08.2023	-
		Mr. Virender Pankaj	Chief Executive Officer	05.05.2023	-
		Mr. Bhawin Shah	Chief Risk Officer	05.05.2023	-

4. Stakeholders Relationship Committee	Yes	Mr. Prashant Kumar Ghose*	Chairperson - Non-Executive - Independent Director	06.08.2024	-
		Mr. V Chandrasekaran*	Non-Executive - Independent Director	04.02.2022	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	30.11.2023	-
		Mr. Nilesh Shrivastava	Non-Executive - Nominee Director	01.04.2024	-

* Mr. Prashant Kumar Ghose was appointed as the Member & Chairperson of the Stakeholders Relationship Committee replacing Mr. V Chandrasekaran who continues as a Member w.e.f., August 06, 2024.

& 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

III. Meeting of Board of Directors

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			
16.04.2024	-	Yes	6	3	0
08.05.2024	-	Yes	6	3	21
17.05.2024	-	Yes	6	3	8
-	06.08.2024	Yes	5	3	80

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
Audit Committee					
-	Yes	4	3	16.04.2024	0
-	Yes	4	3	08.05.2024	21
06.08.2024	Yes	4	3	-	89
Risk Management Committee					
-	Yes	3*	2	07.05.2024	0
27.09.2024	Yes	2*	2	-	142

*This number specifically counts only the directors present and excludes other non-director/management members.

Stakeholders Relationship Committee

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Nomination & Remuneration Committee

-	Yes	3	2	16.04.2024	0
-	Yes	3	2	17.05.2024	30
06.08.2024	Yes	3	2	-	80

*to be filled in only for the current quarter meetings.

Note: This information has to be mandatorily given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <i>refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee - Yes
 - d. Risk management committee (as applicable) - Yes
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. Yes
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. Yes
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 previous i.e. June 2024 quarter was placed before the Board of Directors at their Meeting held on August 06, 2024. Further the Corporate governance report for the quarter ended September 30, 2024, will be placed before the Board of Directors in the upcoming quarterly Meeting.

6. Cyber Security

Details of cyber security incidents or breaches or loss of data or documents

NIL

Name of Signatory: Naveen Manghani

Designation: Company Secretary & SVP - Compliance

Note:

Information at Table I and II above need to be necessarily given in 1st 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 6 months ended September 30, 2024

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>*The Company being a high value debt listed entity is not required to attach or include the business responsibility report in its Annual Report.</p>		
<p>Name of Signatory: Naveen Manghani Designation: Company Secretary & SVP - Compliance</p>		

Compliance Report on Corporate Governance for the half year ended September 30, 2024

Half year ending – September 30, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
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:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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: Naveen Manghani

Designation: Company Secretary & SVP - Compliance

Note

1. *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;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*