

NOTICE

Notice is hereby given that the (03/2021-22) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) will be held at a Shorter Notice on Wednesday, March 9, 2022, at 2:30 p.m. through Video Conferencing facility, to inter-alia transact the following Special Business:

SPECIAL BUSINESS:

1. To consider and approve adoption of restated and amended articles of association of the Company:

To consider, and if thought fit, to pass, with or without modification(s), the following as **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the shareholders of the Company be and is hereby unanimously accorded to adopt the amended and restated articles of association of the Company (“**Restated and Amended Articles of Association**”) incorporating the various clauses of the Restated Shareholders’ Agreement dated February 22, 2022, executed between the Company, Sumitomo Mitsui Banking Corporation, the President of India and National Investment and Infrastructure Fund II, in substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT the provisions of entrenchment in accordance with the provisions of Section 5(3) and 5(4) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), incorporated in the Restated and Amended Articles of Association, as circulated to the shareholders along with the notice of the Extra-ordinary General Meeting be and is hereby approved.

RESOLVED FURTHER THAT any Director or Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Ms. Karishma Jhaveri, Company Secretary of the Company, be and is hereby severally authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, Mumbai and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

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

RESOLVED FURTHER THAT Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Ms. Karishma Jhaveri, Company Secretary of the Company, be and are hereby severally authorized to issue/ provide certified true copies of these resolutions.”

**By the Order of the Board of Directors
For Aseem Infrastructure Finance Limited**

**Karishma Jhaveri
Company Secretary**

Registered Office:

UTI Tower, GN Block,
4th Floor, Bandra Kurla Complex,
Mumbai- 400 051

Place: Mumbai

Date: March 8, 2022

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15th June, 2020 and Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 39/2020 dated 31st December, 2020, physical attendance of the Members to the Extra-Ordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC facility and participate thereat.
3. The Members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available on first come first served basis. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate members intending to allow their authorised representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. **Corporate** Members may send their request at info@aseeminfra.in.
5. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
6. Queries proposed to be raised at the Extra-Ordinary General Meeting (EGM) may be sent to the Company on the Company e-mail address: info@aseeminfra.in.
7. All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available for inspection of the members at the EGM shall be made available to the members from whom request is received on the registered e-mail address of the Company. Members may send their request at info@asseminfra.in.

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Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC via Microsoft Teams Meeting. The link for VC will be shared by the Company via email.
2. Members are requested to click on the VC link and join meeting to participate in the meeting details of which will be provided separately.
3. Members are requested to join the Meeting through Laptop or tablet for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or tablet connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, mobile number at info@aseeminfra.in. The same will be replied by the Company suitably.
7. The shareholders shall reach out to the Company Secretary in case of any assistance with using the technology before or during the meeting.

Instructions for members for voting:

The Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made. Members can convey their vote by sending email on info@aseeminfra.in if poll is demanded by the member in accordance with section 109 of the Act.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

As the Members are aware, the Company has invited subscriptions for its Equity Share Capital from Sumitomo Mitsui Banking Corporation (“**SMBC**”). The Company has entered into definitive agreements with SMBC for the aforesaid investment in its Equity Share Capital.

The Articles of Association of the Company needs to be re-aligned as per the terms of the definitive documents executed with SMBC for the aforesaid capital infusion in the Company.

The Board of Directors decided to adopt a new set of Articles of Association in place of the existing Articles of Association of the Company subject to the approval of members. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra-ordinary General Meeting and is also available for inspection by the shareholders of the Company during normal business hours at the Registered Office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company.

As per the provisions of Section 5 and 14 of the Companies Act, 2013, the Board of Directors recommends special resolution as stated in Item No. 1 of the accompanying Notice for seeking your approval.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise except as shareholders in general, in the proposed resolution.

**By the Order of the Board of Directors
For Aseem Infrastructure Finance Limited**

**Karishma Jhaveri
Company Secretary**

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Place: Mumbai

Date: March 8, 2022

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