

NOTICE

NOTICE is hereby given that the Third Annual General Meeting of Members of **ASEEM INFRASTRUCTURE FINANCE LIMITED** will be held on Wednesday, September 28, 2022, at 10:00 a.m. (IST) through video conferencing (VC) or other audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - Standalone Financial Statements for the year ended March 31, 2022, comprising of the Audited Balance Sheet as at March 31, 2022, and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
 - Consolidated Financial Statements for the year ended March 31, 2022, comprising of the Consolidated Audited Balance Sheet as at March 31, 2022, and the consolidated Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
- To appoint a director in place of Mr. Rajiv Dhar (DIN 00073997), who retires by rotation and being eligible, offers himself for reappointment.
- Re-appointment of Ms. Rosemary Sebastian as an Independent Director of the Company for a second term of three consecutive years.

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board, Ms. Rosemary Sebastian (DIN: 07938489), who holds office of Independent Director up to 15th September, 2022 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his/her intention to propose Ms. Rosemary Sebastian’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years commencing from 16th September 2022 to 15th September 2025.”

RESOLVED FURTHER THAT any one of the 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 hereby severally authorized do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma
Pranav Jhaveri

Digitally signed
by Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 09, 2022

Registered office: UTI Tower, GN Block,
4th Floor, Bandra Kurla Complex, Mumbai – 400051
CIN: U65990MH2019PLC325794
Tel no: 022 68591300
Website: www.aseeminfra.in

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

Notes:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs ('MCA') vide its General Circulars nos. 14/2020, 17/2020, 20/2020, and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, and May 5, 2022 respectively, read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical present of members at a common venue, and other related matters with respect to such meetings. In compliance with these Circulars and provisions of the Act, the 3rd AGM of the Company is being conducted through VC/ OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 3rd AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Accordingly, the Route Map is also not annexed in this Notice.
3. Facility for joining AGM shall be made available from 9:45 am [*15 minutes prior to AGM*] and shall remain open upto 10:45 am [*15 minutes after commencement*]. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate, a member of the Company, entitled to appoint their authorised representatives to attend the AGM through VC/OAVM. Accordingly, corporate members are requested to e-mail a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting to karishma.jhaveri@aseeminfra.in from their e-mail ID registered with the Company.
6. Explanatory Statement in respect of Resolution No. 3 and details of the Director seeking re-appointment is annexed with this Notice pursuant to the requirement of Secretarial Standard on General Meeting ("SS-2") as **Exhibit** to the Notice.
7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company on karishma.jhaveri@aseeminfra.in. This will enable the management to compile the relevant information to reply the same in the meeting.
8. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be made available to the members from whom request is received on karishma.jhaveri@aseeminfra.in through their e-mail address registered with the Company.
9. In the event if a Poll for any specific agenda item(s) of the Notice is demanded, members are requested to communicate their vote to karishma.jhaveri@aseeminfra.in from their e-mail ID registered with the Company.
10. Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through google team's link. The link for VC/OAVM will be shared by the Company via email.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop 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.
5. A member may also approach on e-mail address karishma.jhaveri@aseeminfra.in, for any assistance with using the technology before or during the meeting.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma
Pranav
Jhaveri

Digitally
signed by
Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 09, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No.3:**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation and shall hold office for a term up to 5 consecutive years on the Board of a Company and shall be eligible for re-appointment for 2nd term of 5 years upon passing of a special resolution.

The re-appointment of Ms. Rosemary Sebastian as an Independent Director for the 1st term of 2 years as mentioned in resolution set out at Item no. 3 was approved by the members of the Company.

The Directors of the Company, based on the recommendation of Nomination and Remuneration Committee had on August 9, 2022, approved the re-appointment of Ms. Rosemary Sebastian as an Independent Director for a 2nd term of 3 years, in succession of her 1st term of 2 years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Rosemary Sebastian for the office of the Independent Director. Ms. Sebastian has also given a declaration stating that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the said Director fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company.

A brief profile of Ms. Rosemary Sebastian is attached as an exhibit to this notice.

The Board recommends the Resolution at Item No. 3 of the Notice for approval by the Members.

Except Ms. Rosemary Sebastian, none of the other Directors or Key Managerial Personnel or their respective relatives are, in any way, concerned or interested financially or otherwise in the Resolution at Item No. 3 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma
Pranav
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signed by
Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 09, 2022

Disclosure pertaining to Directors proposed to be re-appointed at the forthcoming Annual General Meeting:

Name	Mr. Rajiv Dhar	Ms. Rosemary Sebastian
Date of Birth	18/08/1961	05/05/1959
Age	60	62
Date of appointment on the Board	23/05/2019	16/09/2020
Qualification	Commerce graduate, and member of the Institute of Chartered Accountants of India	Postgraduate from Osmania University and has a law degree from Mumbai University.
Expertise in specific functional areas	<p>Mr. Rajiv Dhar has over 31 years of experience in managing diverse business operations across multiple sectors, with a proven record of accomplishment in Corporate Finance and Investment Management (Venture and Growth Equity). Previously, Mr. Rajiv Dhar was Executive Director with Omzest Group. Prior to that - from 1995 to 2009 - Mr. Dhar worked with the Tata Group, spending five years in the Group's Head Office as Vice President of Tata Industries Ltd (TIL).</p> <p>He is a commerce graduate, and member of the Institute of Chartered Accountants of India.</p> <p>He has attended the Executive Development Program at Wharton Business School and the Leadership Management Program at Harvard Business School.</p>	<p>Ms. Rosemary Sebastian is a former career central banker with 39 years of professional track record. She was the Executive Director of the Reserve Bank of India in charge of its financial supervision function (NBFCs and Cooperative Banks). During her career she has handled various responsibilities in central banking, regulation and supervision of banking and non-banking entities, financial inclusion, consumer protection, public debt management and internal audit among others.</p> <p>She has been associated with the work and recommendations of important Committees of the Reserve Bank. She has served as the Reserve Bank's Nominee Director on the Board of a large public sector bank.</p>
Terms and conditions of appointment	Liabile to retire by rotation	Not liable to retire by rotation
Remuneration sought to be paid	NIL	*NIL
Remuneration last drawn (FY20-21)	NIL	\$NIL
List of other Companies in which he/she holds Directorship	<ol style="list-style-type: none"> 1. NIIF Infrastructure Finance Limited 2. Hindustan Infralog Private Limited 	<ol style="list-style-type: none"> 1. NIIF Infrastructure Finance Limited 2. Godrej Housing Finance Limited

Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he/she is a director	<u>1. NIIF Infrastructure Finance Limited</u> <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders Relationship Committee - Member 	<u>1. NIIF Infrastructure Finance Limited</u> <ul style="list-style-type: none"> • Audit Committee - Member <u>2. Godrej Housing Finance Limited</u> <ul style="list-style-type: none"> • Audit Committee - Chairman
No. of Meetings attended during FY2021-22	8/8	8/8
Relationship with other Director/s, Manager and Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Equity Shares held in the Company (as on 31/03/2021)	NIL	NIL

* Except Sitting fees, no other remuneration is sought to be paid to the Independent Director.

\$ Sitting fees amounting to INR 10,20,000/- was paid to the Independent Director during the FY 2021-22.