

## NOTICE

**NOTICE** is hereby given that the Fourth Annual General Meeting of Members of **ASEEM INFRASTRUCTURE FINANCE LIMITED** will be held on Wednesday, September 27, 2023, at 11:00 a.m. (IST) through video conferencing (VC) or other audio-visual means (OAVM) to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - (a) Standalone Financial Statements for the year ended March 31, 2023, comprising of the Audited Balance Sheet as at March 31, 2023, 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.
  - (b) Consolidated Financial Statements for the year ended March 31, 2023, comprising of the Consolidated Audited Balance Sheet as at March 31, 2023, 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.
2. To appoint a director in place of Mr. Saurabh Jain (DIN: 02052518), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. Alteration of the Articles of Association 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 provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company as follows:

- a. After the existing clause 64(i)&(ii) to the Articles of Association of the Company, the following new clause 64(iii) be added:

“In the event of default as specified in Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture) Regulations, 2023, the Company shall ensure appointment of person nominated by the Debenture Trustee(s) as a Director on its Board of Directors, within one month from the date of receipt of nomination”.

- b. The existing clause 76(ii) of the Articles of Association of the Company, be amended as under:

“The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director or such other person as the Board may appoint for the purpose; and that one director or other person so authorised shall sign every instrument to which the seal of the company is so affixed in their presence.”

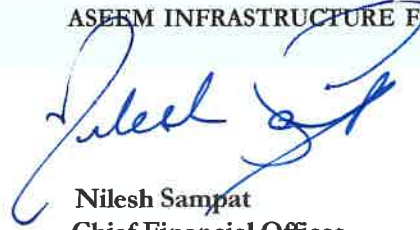


### **ASEEM INFRASTRUCTURE FINANCE LIMITED**

**Regd. Office:** Aseem Infrastructure Finance Limited | UTI Tower, GN Block, 4th Floor, BKC, Mumbai-400051, Maharashtra  
**CIN:** U65990MH2019PLC325794 | **Phone:** +91- 022 69631000 | **Website:** www.aseeminfra.in

“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 including filing of necessary e-Forms with the Registrar of Companies, Maharashtra, Mumbai in this regard.”

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



Nilesh Sampat  
Chief Financial Officer



**Place:** Mumbai

**Date:** August 04, 2023

**Registered office:** UTI Tower, GN Block,  
4<sup>th</sup> Floor, Bandra Kurla Complex, Mumbai – 400051

**CIN:** U65990MH2019PLC325794

**Tel no:** 022 69631000

**Website:** [www.aseeminfra.in](http://www.aseeminfra.in)

**Notes:**

1. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022, 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 4<sup>th</sup> 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 4<sup>th</sup> 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 10: 45 am [*15 minutes prior to AGM*] and shall remain open upto 11:15 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 [secretarial@aseeminfra.in](mailto:secretarial@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 [secretarial@aseeminfra.in](mailto:secretarial@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 [secretarial@aseeminfra.in](mailto:secretarial@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 [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) from their e-mail ID registered with the Company.

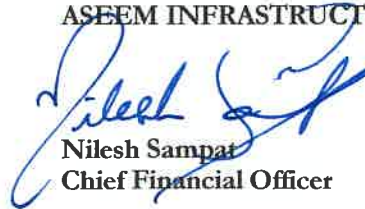
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**Instructions for members for attending the AGM through VC/OAVM are as under:**

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 Laptop 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 [secretarial@aseeminfra.in](mailto:secretarial@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**



**Nilesh Sampat**  
Chief Financial Officer



**Place: Mumbai**  
**Date: August 04, 2023**



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

The Shareholders are hereby informed that pursuant to Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, the issuer Company shall ensure that its Articles of Association authorizes its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause(e) of sub-regulation(1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of Directors. The Company is required to comply with this provision, on or before September 30, 2023.

Further, in case of default in payment of interest or repayment of principal amount in respect of listed debt securities, the issuer shall appoint the person nominated by the debenture trustee(s) as a Director on its Board of Directors, within one month from the date of receipt of nomination from the debenture trustee.

Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 states that

"It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- i. two consecutive defaults in payment of interest to the debenture holders; or
- ii. default in creation of security for debentures; or
- iii. default in redemption of debentures."

Further, considering the need for operational ease as the Company now has a reasonable size of operations, it is proposed to alter clause 76(ii) of the Articles of Association of the Company relating to "The Seal". The said modification is to enable the Board to authorize (through a resolution of the Board or of a committee of the Board authorised by it in that behalf) any official of the Company to affix the Common seal of the Company to any instrument and the person so authorised shall sign every instrument to which the seal of the company is so affixed in his/her presence.

In view of the above, it is proposed to add clause 64(iii) and alter clause 76(ii) in the Articles of Association of the Company as stated in the proposed resolution:

Accordingly, the approval of the Members is sought by way of a Special Resolution under section 14 of the Act read with the rules made thereunder, to alter the Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and is also available for inspection by the members 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.

The Board recommends the Special Resolution set out in item no. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

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

  
Nilesh Sampat  
Chief Financial Officer



Place: Mumbai  
Date: August 04, 2023

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

Name	Mr. Saurabh Jain
Date of Birth	24/07/1976
Age	47
Date of appointment on the Board	23/05/2019
Qualification	Commerce graduate, and member of the Institute of Chartered Accountants of India
Experience & Expertise in specific functional areas	<p>Mr. Saurabh Jain has more than two decades of experience across diverse sectors such as Private Equity, Healthcare, Consumer Durables and Consulting.</p> <p>Previously, he was the Group CFO for Actis, a UK based PE fund with an AUM of ~ USD 8 billion. He has also worked with Max India Ltd., LG and EY during his career managing accounting and financial operations, business strategy, cost rationalization and product pricing etc.</p> <p>He is a member of the Institute of Chartered Accountants of India. He holds a bachelor's in commerce degree from Delhi University and has done his MBA (Executive Program) from Indian School of Business.</p>
Terms and conditions of appointment	Liabile to retire by rotation
Remuneration sought to be paid	NIL
Remuneration last drawn (FY22-23)	NIL
List of other Companies in which he/she holds Directorship	<ol style="list-style-type: none"> <li>1. Athaang Devanahalli Tollway Private Limited</li> <li>2. Athaang Infrastructure Private Limited</li> </ol>



Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he/she is a director	NIL
No. of Meetings attended during FY 2022-23	4/5
Relationship with other Director/s, Manager and Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Equity Shares held in the Company (as on 31/03/2023)	NIL

