

NOTICE

Notice is hereby given that the (02/2023-24) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) is scheduled to be held on Wednesday, March 27, 2024, at 02:30 P.M. (IST) through Video Conferencing facility, to transact the following Special Businesses:

SPECIAL BUSINESS:

1. **Appointment of Mr. Padmanabh Sinha (DIN: 00101379) as a Non-Executive, Nominee Director of the Company:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“RBI Master Directions”)and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)(as amended from time to time) and pursuant to the approval granted by the RBI and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Padmanabh Sinha (DIN:00101379), who has submitted necessary declarations under the provisions of the Act, SEBI LODR, RBI Master Directions and other applicable policies of the Company (as amended from time to time) and in respect of whom the Company has received a substitution letter from a Member, signifying its intention to propose Mr. Padmanabh Sinha’s candidature for the office of Director, be and is hereby appointed as a Non-executive, Nominee Director of the Company liable to retire by rotation.

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 is 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.”

2. **Appointment of Mr. Nilesh Shrivastava (DIN: 09632942) as a Non-Executive, Nominee Director of the Company:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“RBI Master Directions”)and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)(as amended from time to time) and pursuant to the approval granted by the RBI and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Nilesh Shrivastava (DIN: 09632942), who has submitted



necessary declarations under the provisions of the Act, SEBI LODR, RBI Master Directions and other applicable policies of the Company (as amended from time to time) and in respect of whom the Company has received a nomination letter from a Member, signifying its intention to propose Mr. Nilesh Shrivastava's candidature for the office of Director, be and is hereby appointed as a Non-executive, Nominee Director of the Company liable to retire by rotation.

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.”

3. To grant omnibus approval for Material Related Party Transactions with NIIF Infrastructure Finance Limited for FY 2024-25

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, including any amendments, modifications, variations or re-enactments thereof and the Company's Policy for Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include Audit Committee constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered at arm's length basis and in ordinary course of business of the Company), whether by way of contribution(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as for loan transactions including but not limited to buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees, notwithstanding the fact, that all such transactions during the financial year 2024-25, with NIIF Infrastructure Finance Limited, being related party whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements or ₹1,000 Crore, whichever is lower, or any other material threshold as may be applicable under law/ regulations from time to time.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including but not limited to filings of necessary e-forms with Registrar of Companies and such other filings with other regulatory authorities as may be necessary in this regard.”

4. To grant omnibus approval for Material Related Party Transactions with Sumitomo Mitsui Banking Corporation for FY 2024-25

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 and other applicable Regulations of the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, and the Company's Policy for Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include Audit Committee constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered at arm's length basis and in ordinary course of business of the Company), whether by way of contribution(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as for maintaining fixed deposits, loan transactions including but not limited to buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees, notwithstanding the fact, that all such transactions during the financial year 2024-25 with Sumitomo Mitsui Banking Corporation, being related party whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements or ₹1,000 Crore, whichever is lower, or any other material threshold as may be applicable under law/ regulations from time to time.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including but not limited to filings of necessary e-forms with Registrar of Companies and such other filings with other regulatory authorities as may be necessary in this regard."

5. To approve shifting of Registered Office of the Company and consequent alteration of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to section 12 and 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director and other regulatory authorities, if any, the consent of the Members of the Company be and is hereby accorded for shifting of the registered office of the Company from the State of Maharashtra to the State of Delhi and accordingly, Clause II of the Memorandum of Association of the Company be altered and substituted by the following clause:

"II) The registered office of the Company will be situated in the State of Delhi, i.e., within the jurisdiction of the Registrar of Companies, Delhi."

RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Maharashtra to the State of Delhi.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director of the Company, Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Mr. Bhawin Shah, Chief Risk Officer or Ms. Karishma Jhaveri, Company Secretary of the Company, be and is hereby severally authorized to do and / or to delegate all such acts, deeds, matters, and things (including but not limited to appointment of consultants, lawyers, intermediaries, practicing company secretaries, practicing chartered accountants etc., and fixing their terms of appointment and remuneration) and to execute all such documents, deeds, petitions, affidavits, and writings and filing the same with the Registrar of Companies, office



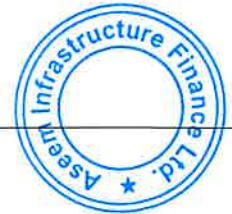
of Regional Director, and State Government, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT in respect of shifting of the registered office from the State of Maharashtra to the State of Delhi, any Director of the Company, Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Mr. Bhawin Shah, Chief Risk Officer or Ms. Karishma Jhaveri, Company Secretary of the Company, be and is hereby severally authorized to appoint and authorize legal consultants to represent the Company before the Registrar of Companies and/or office of Regional Director, and to do all acts and deeds as may be considered necessary and appropriate to give effect to this resolution"

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

Karishma Jhaveri

**Karishma Jhaveri
Company Secretary**



Place: Mumbai

Date: February 14, 2024

Registered Office:

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

CIN: U65990MH2019PLC325794

Tel no: 022 69631000

Website: www.aseeminfra.in

NOTES:

1. The Ministry of Corporate Affairs has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, General Circular no.10/2021 dated 23rd June, 2021, General Circular no. 20/2021, dated 08.12.2021, General Circular no.11/2022 dated 28.12.2022, General Circular No. 09/2023, dated 25.09.2023 and such other circulars (collectively, the “said Circulars”) permitted the holding of Extra-Ordinary General Meeting (EGM) without physical attendance of the Members wherein venue is not required and EGM can 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. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circulars 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, Corporate Members are entitled to appoint authorised representatives to attend the EGM through VC facility and participate thereat and cast their votes through show of hands, unless a poll is demanded. Corporate Members may accordingly, send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting to secretarial@aseeminfra.in from their e-mail ID registered with the Company. Accordingly, proxy form and attendance slip are not annexed to this notice.
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 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. 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.
5. Queries proposed to be raised at the EGM may be sent to the Company on secretarial@aseeminfra.in. This will enable the management to compile the relevant information to reply the same in the meeting.
6. 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, Register of Contracts or Arrangements in which Directors are interested is 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 through their e-mail address registered with the Company.
7. 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 from their e-mail ID registered with the Company. Since the number 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.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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 secretarial@aseeminfra.in The same will be replied by the Company suitably.
7. The Company shall also provide a helpline number through technology provider or otherwise, for those shareholders who need 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 secretarial@aseeminfra.in if poll is demanded by the member in accordance with section 109 of the Act.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 1**

Pursuant to the Shareholders' Agreement ("SHA") executed on February 22, 2022, between the Company, NIIF Fund - II, GOI and SMBC, wherein it is stipulated that as long as NIIF Fund - II holds at least 26% (Twenty-Six per cent) of the share capital of the Company, it shall be entitled to nominate majority of Directors on the Board.

Further, NIIF Fund – II vide their substitution letter dated November 28, 2023, have expressed their desire to nominate Mr. Padmanabh Sinha (DIN: 00101379) as the Non-Executive, Nominee Director on the Board of the Company.

Pursuant to the approval granted by the RBI vide their letter dated February 02, 2024, and based on the recommendation of the Nomination and Remuneration Committee, the Board at their Meeting held on February 14, 2024, approved the appointment of Mr. Padmanabh Sinha as an Additional Non-Executive, Nominee Director of the Company, subject to the approval of Members. Mr. Padmanabh Sinha has given his consent to act as the Non-Executive, Nominee Director of the Company and meets the fit and proper criteria as prescribed by RBI and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Sinha has submitted necessary declarations as required under the Companies Act, 2013, Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable policies of the Company (as amended from time to time). In the opinion of the Board, the said Director is eligible to be appointed as the Non-Executive, Nominee Director of the Company.

A brief profile of Mr. Padmanabh Sinha is attached as an exhibit to this notice along with details as required under the Secretarial Standards - 2 issued by the Institute of the Company Secretaries of India.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the Members.

Except Mr. Padmanabh Sinha, and Non – Executive, Nominee Directors of the Company, 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. 1 of the Notice.

Item no. 2

Pursuant to the Shareholders' Agreement ("SHA") executed on February 22, 2022, between the Company, NIIF Fund - II, GOI and SMBC, wherein it is stipulated that as long as NIIF Fund - II holds at least 26% (Twenty-Six per cent) of the Share Capital of AIFL, it shall be entitled to nominate majority of Directors on the Board. Pursuant to this, the Company has received nomination letter from NIIF Fund - II dated November 28, 2023, for appointing Mr. Nilesh Shrivastava (DIN: 09632942) as the Non-Executive, Nominee Director of the Company.

Pursuant to the approval granted by the RBI vide their letter dated February 02, 2024, and based on the recommendation of the Nomination and Remuneration Committee, the Board at their Meeting held on February 14, 2024, approved the appointment of Mr. Nilesh Shrivastava as an Additional Non-Executive, Nominee Director of the Company, subject to the approval of Members. Mr. Nilesh Shrivastava has given his consent to act as the Non-Executive, Nominee Director of the Company and meets the fit and proper criteria as prescribed by RBI and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Shrivastava has submitted necessary declarations as required under the Companies Act, 2013, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023



and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable policies of the Company (as amended from time to time). In the opinion of the Board, the said Director is eligible to be appointed as the Non-Executive, Nominee Director of the Company.

A brief profile of Mr. Nilesh Shrivastava is attached as an exhibit to this notice along with details as required under the Secretarial Standards - 2 issued by the Institute of the Company Secretaries of India.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the Members.

Except Mr. Nilesh Shrivastava, and Non- executive Nominee Directors of the Company, 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. 2 of the Notice.

Item no. 3

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI Listing Regulations”), any transaction with a related party shall be considered material related party transaction , if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore (rupees one thousand crore) or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“Material Related Party Limit”).

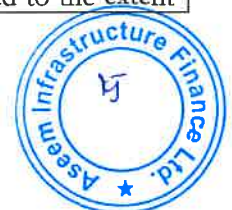
Further pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Regulation 23 of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the Members of the Company through the Ordinary Resolution.

All material related party transactions shall require prior approval of the shareholders and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. No shareholders’ approval is required for the related party transactions that are not exceeding the limits specified as per the SEBI Listing Regulations with regard to the material related party transactions and can be undertaken with the approval of the Audit Committee.

SEBI vide its circular dated November 22, 2021, read with March 30, 2022, and April 8, 2022, had prescribed the information to be placed before the audit committee and the shareholders for consideration for material RPTs.

The required disclosures are as under:

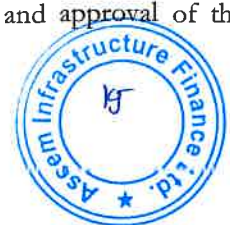
Particulars	Details
Name of the Related Party	NIIF Infrastructure Finance Limited
Name of the Director or Key Managerial Personnel who is related, if any;	Except Mr. Rajiv Dhar, Mr. Nilesh Shrivastava, Mr. Padmanabh Sinha, Ms. Rosemary Sebastian, Mr. Prashant Kumar Ghose, none of the other Directors, KMPs and / or their relatives, is / are interested or concerned financially or otherwise in the resolution except may be deemed to be concerned to the extent



	of their shareholding in the Company (as per definition of RBI).
Nature of Relationship;	Associate Company
Nature, material terms, monetary value and particulars of the contract or arrangements;	Loan transactions in ordinary course of business at arm's length with related party including but not limited to buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees. Price and terms as approved by the Credit Committee during sanction/approval of loan for cumulative transaction value of up to ₹ 3,000 Crore (Rupees Three Thousand Crores only).
Tenure of the proposed transaction (particular tenure shall be specified).	FY 2024-25
Justification for why the proposed transaction is in the interest of the Company	To provide total financing solution to borrowers by joint participation by both entities.
Details of source of funds in connection with the proposed transaction	Market Borrowings.
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable.
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security	Transactions proposed to be entered will be at arm's length basis and in the ordinary course of business.
If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the listed entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered email address of the shareholders;	Purchase or sale of loan assets between entities will happen at arm's length basis at prevalent market practice of such transactions.
Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable, as the amounts cannot be determined.

Based on the recommendation of the Audit Committee, your Board of Directors recommend passing of the resolution contained in Item No. 3 of the accompanying Notice as an ordinary resolution.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of the members.



Except Mr. Rajiv Dhar, Mr. Nilesh Shrivastava, Mr. Padmanabh Sinha, Ms. Rosemary Sebastian, Mr. Prashant Kumar Ghose, none of the other Directors, Key Managerial Personnels of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transaction or not), shall not vote to approve resolution under this Item.

Item No. 4

In accordance with Regulation 23 of the SEBI Listing Regulations (as amended from time to time), any transaction with a related party shall be considered material related party transaction, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore (rupees one thousand crore) or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“Material Related Party Limit”). The Company being high value debt listed entity mandates Regulation 23 of SEBI LODR as applicable for the Company.

Further pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Regulation 23 of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the Members of the Company through the Ordinary Resolution.

All material related party transactions shall require prior approval of the shareholders and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. No shareholders’ approval is required for the related party transactions that are not exceeding the limits specified as per the SEBI Listing Regulations with regard to the material related party transactions and can be undertaken with the approval of the Audit Committee.

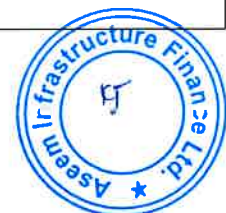
SEBI vide its circular dated November 22, 2021, read with March 30, 2022, and April 8, 2022, had prescribed the information to be placed before the audit committee and the shareholders for consideration for material RPTs.

The required disclosures are as under:

Particulars	Details
Name of the Related Party	Sumitomo Mitsui Banking Corporation
Name of the Director or Key Managerial Personnel who is related, if any;	None of the Directors, KMP and / or their relatives, is / are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned to the extent of their shareholding in the company (as per definition of RBI).
Nature of Relationship;	Shareholder (Member)



<p>Nature, material terms, monetary value and particulars of the contract or arrangements;</p>	<p>Loan transactions in ordinary course of business at arm's length with related party including but not limited to buying/ sale of loan assets, joint participation and syndication.</p> <p>Pricing and terms at arm's length as approved by the Credit Committee during sanction / approval of loan for a cumulative transaction value upto ₹ 1,500 crores (Rupees One Thousand Five Hundred crores).</p> <p>Borrowing Transactions in ordinary course of business at arm's length with related party including non-fund-based facilities and working capital exposures.</p> <p>Pricing and terms at arm's length as approved by the Board / Board Committee/ Shareholders during sanction / approval of loan for a cumulative transaction value upto ₹1,000 crores (Rupees One Thousand crores).</p> <p>Maintaining fixed deposits with related party in ordinary course of business at arm's length and within the limit allowed under Investment Policy.</p> <p>Pricing and terms at arm's length as approved by the Board / Board Committee/ Shareholders during approval of investment in fixed deposits for a maximum outstanding value upto ₹250 crores (Rupees Two Hundred and Fifty crores).</p>
<p>Tenure of the proposed transaction (particular tenure shall be specified).</p>	<p>FY 2024-25</p>
<p>Justification for why the proposed transaction is in the interest of the Company</p>	<p>To provide total financing solution to borrowers by joint participation by both entities.</p>
<p>Details of source of funds in connection with the proposed transaction</p>	<p>Market Borrowings</p>
<p>Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)</p>	<p>Not applicable.</p>
<p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security</p>	<p>Transactions proposed to be entered will be at arm's length basis and in the ordinary course of business.</p>
<p>If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the listed entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>Not applicable</p>



A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered email address of the shareholders;	The proposed transactions between entities will happen at arm's length basis at prevalent market practice of such transactions.
Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable, as the amounts cannot be determined.

Based on the recommendation of the Audit Committee, your Board recommends the Resolution at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnels of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transaction or not), shall not vote to approve resolution under this Item.

Item No. 5

The Shareholders are hereby informed that pursuant to the provisions of Section 12(5) of the Companies Act, 2013, approval of the Members by way of special resolution is required if the registered office of the Company is shifted outside the local limits of any city, town or village where such registered office is situated.

The Board proposes to shift the registered office of the Company from the State of Maharashtra to the State of Delhi due to the below mentioned key business rationales:

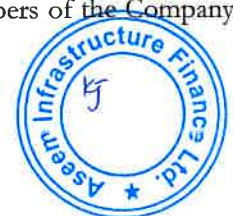
1. Most of the renewable project developers (which consists 50% of our portfolio) are based out of Delhi.
2. All relevant regulators like NHAI, CERC, MNRE, SECI, AERA, MORTH etc. have their offices in Delhi:
3. Most of the infrastructure finance companies such as PFC, REC, IREDA, IIFCL etc. have their registered offices and head offices in Delhi:
4. Most multilateral institutions such as IFC, ADB, NDB, AIIB etc. have their head offices in Delhi:
5. Most borrowers prefer to engage with the Delhi branches/offices of the other key supporting institutions such as security trustees, escrow banks etc.:
6. Most of our lenders are based out of Delhi.

Delhi serves as a hub for major infrastructure financing companies in India and relocating the registered office to Delhi can foster closer relationships with above mentioned counterparts and stakeholders leading to potential collaborations, co-financing opportunities, and sharing of best practices. Proximity to these institutions can facilitate direct engagement with their decision-makers, opening doors for strategic partnerships, knowledge-sharing, and synergistic initiatives that can benefit AIFL's operations and growth.

Consequent to the aforesaid change in the registered office of the Company, the relevant Registered office clause of the Memorandum of Association of the Company would be required to be altered.

As per the provisions of Section 12 & 13 other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, approval of Members is necessary for shifting of the registered office of the Company from the State of Maharashtra to the State of Delhi and consequent alteration of Clause II of the Memorandum of Association as set out in the Notice, by way of Special Resolution.

The draft of the new set of Memorandum of Association of the Company proposed for approval is being circulated along with this notice of EGM 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.

Accordingly, your Board recommends the resolution set out at Item No. 5 seeking approval of the Members for Shifting the Registered office of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

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

Karishma Jhaveri

**Karishma Jhaveri
Company Secretary**



Place: Mumbai

Date: February 14, 2024

Disclosure pertaining to Mr. Padmanabh Sinha, Additional Non-Executive, Nominee Director of the Company proposed to be appointed at the forthcoming Extra-ordinary General Meeting:

Name	Mr. Padmanabh Sinha
Date of Birth	21/02/1971
Age	53 years
Date of first appointment on the Board	NA
Qualification	Post Graduate Diploma in Management (MBA), Indian Institute of Management Calcutta and Bachelor of Engineering (Honor's) - Computer Science
Expertise in specific functional areas	<p>With over 28 years of experience in the Indian investing ecosystem, Mr. Padmanabh is a seasoned professional in private equity investments. Since 2002, he has been actively involved in various sectors, including industrial, technology, consumer, business services, infrastructure, and financial services. In 2021, he assumed the role of Executive Director and CIO - Private Equity at NIIF in Mumbai.</p> <p>Previously he has served as the Managing Partner and co-founder of the Tata Opportunities Fund, where he played a key role in raising a significant India-focused private equity fund in 2013. Before that, he was the Managing Director - India for Temasek, co-founding and co-leading the India office, contributing to successful investments and exits, including global ventures into life insurance.</p>
Terms and conditions of appointment	The Board at their Meeting held on February 14, 2024, approved the appointment of Mr. Padmanabh Sinha as an Additional Non-Executive, Nominee Director, subject to approval of the Members of the Company. He is liable to retire by rotation under the provisions of the Companies Act, 2013.
Remuneration sought to be paid	NIL
Remuneration last drawn (FY23-24)	NIL
List of other Companies in which he holds Directorship	NIL
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a director	NIL



No. of Meetings attended during FY2023 - 24	-
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 14/02/2024)	NIL

Disclosure pertaining to Mr. Nilesh Shrivastava, Additional Non-Executive, Nominee Director of the Company proposed to be appointed at the forthcoming Extra-ordinary General Meeting:

Name	Mr. Nilesh Shrivastava
Date of Birth	01/10/1973
Age	50 years
Date of first appointment on the Board	NA
Qualification	MBA (Indian Institute of Management, Kolkata), B.Tech (Comp. Sc & Engineering - Lucknow University), Chartered Associate IIB (CAIIB).
Expertise in specific functional areas	<p>He has an extensive experience of over 24 years in financial services sector investing and working with several banks and NBFCs in India as well as several other South Asian countries. Specifically for infrastructure financing, have been an investor and lender to multiple infrastructure financing companies in India.</p> <p>He started his journey with International Finance Corporation (IFC), the private sector investing arm of World Bank Group, in the financial institutions group where he led investments in India, Sri Lanka and Bangladesh for close to 14 years. He then moved to be the Portfolio Manager for IFC where he was responsible for leading the financial sector investments portfolio of over USD 4 billion in the South Asia market. With expertise in large scale transformations of microfinance companies into small finance banks, early forays in affordable housing finance and working with infrastructure finance companies. He has worked on investments across early stage and mature banks, NBFCs and other financial institutions during his tenure at IFC. Prior to joining IFC in 2005, Nilesh worked with HSBC, India in different roles including in corporate and retail banking.</p>
Terms and conditions of appointment	The Board at their Meeting held on February 14, 2024, approved the appointment of Mr. Nilesh Shrivastava as an Additional Non-Executive, Nominee Director, subject to approval of the Members of the Company. He is liable to retire by rotation under the



	provisions of the Companies Act, 2013.
Remuneration sought to be paid	NIL
Remuneration last drawn (FY23-24)	NIL
List of other Companies in which he holds Directorship	Ather Energy Private Limited – Nominee Director
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a director	NIL
No. of Meetings attended during FY2023 - 24	-
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 14/02/2024)	NIL

