



ASEEM INFRASTRUCTURE FINANCE LIMITED

Regd. Office: UTI Tower, GN Block, 4th Floor, Bandra Kurla Complex, Mumbai-400051
Corporate Office: 907, 9th Floor, Godrej BKC, Avenue 3, G Block, Bandra Kurla Complex, Mumbai - 400051
CIN: U65990MH2019PLC325794 | **Website:** www.aseeminfra.in
E-mail: secretarial@aseeminfra.in | **Phone:** +91- 022 69631000

Notice of Annual General Meeting

NOTICE is hereby given that the **5th Annual General Meeting** of Members of **ASEEM INFRASTRUCTURE FINANCE LIMITED** will be held on Friday, September 27, 2024, at 11:30 a.m. (IST) through video conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following Ordinary businesses:

- To consider and adopt:
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
- To appoint a director in place of Mr. Saurabh Jain (DIN: 02052518), who retires as a Director by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s. KKC & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by Reserve Bank of India (RBI Guidelines) and applicable provisions of other law(s), including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration No. 105146W/W100621) be and are hereby appointed as the Statutory Auditors of the Company for a continuous period of 3 (three) years, to hold office from the conclusion of this 5th Annual General Meeting (AGM) until the conclusion of the 8th AGM of the Company, at such remuneration, taxes and out-of-pocket expenses, as may be mutually agreed between the Statutory Auditors and the Board of Directors or any other officer as may be authorized by the Board of Directors of the Company;

RESOLVED FURTHER THAT any one of the Director or Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Mr. Shishir Kumar, Chief Compliance Officer or the Company Secretary of the Company be and are 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
FOR ASEEM INFRASTRUCTURE FINANCE LIMITED**

Place: Mumbai
Date: September 05, 2024

Naveen Manghani
Company Secretary

Registered office: UTI Tower, GN Block,
4th Floor, Bandra Kurla Complex, Mumbai – 400051
CIN: U65990MH2019PLC325794
Tel no: 022 69631000 **Website:** www.aseeminfra.in

Notes:

1. Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). MCA by General Circular No. 09/2023 dated September 25, 2023 and SEBI by Circular No. SEBI/HO/ CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 have extended the above exemptions till September 30, 2024. In compliance with these Circulars, provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice for the 5th AGM along with Annual Report for the financial year 2023-24 are being sent only through electronic mode and the 5th 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 5th AGM shall be the Registered office of the Company. Notice and the Annual Report for the financial year 2023-24 has been uploaded on the website of the Company at www.aseeminfra.in.
2. Since this AGM is being held pursuant to the aforesaid 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 11:15 a.m. [15 minutes prior to AGM] and shall remain open upto 11:45 a.m. [15 minutes after commencement]. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in this 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, is entitled to appoint its 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 AGM to secretarial@aseeminfra.in from their registered e-mail ID .
6. Explanatory Statement in respect of Item No. 3 and details of the Director seeking re-appointment are 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 AGM may be sent to the Company on secretarial@aseeminfra.in. This will enable the Management to compile the relevant information and provide comprehensive responses during the AGM.
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 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 from their registered e-mail ID.

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. 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 are requested to switch on their camera while attending the AGM and use internet with a good speed to avoid any disturbance during the AGM.
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 possible 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, for any assistance with using the technology before or during the meeting.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard – 2 on General Meetings

Item No. 3 - Appointment of Statutory Auditors

The Shareholders are hereby informed that the existing Statutory Auditors viz., M/s. B. K. Khare & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company for a period of 3 years from the conclusion of the 2nd Annual General Meeting (AGM) until the conclusion of this 5th AGM of the Company. Pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 ("RBI Guidelines") read with Section 139 of the Companies Act, 2013, the term of appointment of the said existing Statutory Auditors of the Company will expire upon conclusion of this 5th AGM.

In view of the above and based on the recommendation of the Audit Committee and the Board of Directors at their respective Meetings held on August 06, 2024, the Members are requested to consider the appointment of M/s. KKC & Associates LLP, Chartered Accountants ("KKC") (Firm Registration Number: 105146W/W100621) as the Statutory Auditors of the Company for a period of 3 years from the conclusion of this 5th AGM until the conclusion of the 8th AGM of the Company.

KKC & Associates LLP (formerly Khimji Kunverji & Co LLP) was established in 1936 in Mumbai and over a period spread its wings in Bengaluru, Ahmedabad and Pune. It is led by 15 partners and has a team of over 300 members. KKC caters full bouquet of assurance, advisory and consultancy services to its clients across all industries. It has rich experience to serve multi-national companies (MNCs),

large corporates, small and medium enterprises (SMEs) and Owner Managed Businesses.

The requisite consent and certificates required under the provisions of the Companies Act, 2013, Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and the RBI Guidelines with regards to the aforesaid appointment have been received by the Company. KKC shall be entitled to such remuneration, taxes and out of pocket expenses as may be mutually agreed between the Statutory Auditors and the Board of Directors or any other officer as may be authorized by the Board of Directors of the Company.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution as set out at Item No. 3 of the Notice. The Board recommends the said Ordinary Resolution set out at Item no. 3 of the Notice for approval of 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
FOR ASEEM INFRASTRUCTURE FINANCE LIMITED**

Place: Mumbai
Date: September 05, 2024

Naveen Manghani
Company Secretary

Exhibit to Notice

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

Name	Mr. Saurabh Jain
Date of Birth	July 24, 1976
Age	48 years
Date of appointment on the Board	May 23, 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	Liable to retire by rotation.
Remuneration sought to be paid	NIL
Remuneration last drawn (FY23-24)	NIL
List of other Companies in which he/she holds Directorship	<ol style="list-style-type: none"> Athaang Devanahalli Tollway Private Limited Athaang Infrastructure Private Limited
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 2023-24	Attended 5 out of 6 Board Meetings held during the FY 2023-24
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 31/03/2024)	NIL