

July 21, 2025

To,
The National Stock Exchange of India Limited
Listing Department, Wholesale Debt Market
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai- 400 051

Subject: Submission of Compliance Report on Corporate Governance under Regulation 62Q (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 62Q (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance in the format prescribed by SEBI for the quarter ended June 30, 2025.

Request you to take this information on your records.

Thanking you,

Yours faithfully,
For Aseem Infrastructure Finance Limited

Naveen Manghani
Company Secretary &
SVP - Compliance

ANNEX I

Compliance Report on Corporate Governance for the quarter ended June 30, 2025

1. Name of Listed Entity: Aseem Infrastructure Finance Limited
2. Quarter ending June 2025

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) ^{&}	Initial Date of Appoi ntment	Date of Re-app ointment	Date of Cessati on	Ten ure (in mo nth s)*	Date of Birth	No. of directorship in listed entities including this listed entity [#] [in reference to Regulation 17A(1)/62E]	No. of Independent Directorship in listed entities including this listed entity [#] [in reference to proviso to regulation 17A(1) & 17A(2)/62E]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1)/62O of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1)/62O of Listing Regulations)
Mr.	Venkatadri Chandrasekaran	DIN: 03126243	Non-Executive - Independent Director	22.07.2020	22.07.2023	-	60	11.10.1957	6	6	8	2
Ms.	Rosemary Sebastian	DIN: 07938489	Non-Executive - Independent Director	16.09.2020	16.09.2022	-	58	05.05.1959	3	3	4	2
Mr.	Prashant Kumar Ghose	DIN: 00034945	Non-Executive - Independent Director	12.01.2023	12.01.2023	-	30	03.09.1950	2	2	3	3
Mr.	Saurabh Jain	DIN: 02052518	Non-Executive- Nominee Director	23.05.2019	23.05.2019	-	-	24.07.1976	1	0	2	0
Mr.	Nilesh Shrivastava	DIN: 09632942	Non-Executive- Nominee Director	02.02.2024	02.02.2024	-	-	01.10.1973	2	0	3	0
		Whether Regular chairperson appointed – No										
		Whether Chairperson is related to managing director or CEO – N.A.										

		<p><i>§PAN of any director would not be displayed on the website of Stock Exchange (Since the CG report is submitted by the Company directly on the NEAPS website (in pdf format), the PAN of directors is not mentioned)</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>#This includes directorship in high value debt listed entities including this Company as per amendment in Regulation 62E of SEBI LODR.</i></p> <p><i>Note: The Company being a high value debt listed entity, the provisions of newly introduced Chapter VA of SEBI LODR are applicable to the Company. Accordingly, in the column headings of the above table, the relevant Regulation numbers of relevant Regulations of Chapter VA have been mentioned.</i></p>
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II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Prashant Kumar Ghose	Chairperson - Non-Executive - Independent Director	05.05.2023 (Chairperson w.e.f. 01.04.2024)	-
		Mr. V. Chandrasekaran	Non-Executive - Independent Director-	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	16.09.2020	-
2. Nomination & Remuneration Committee	Yes	Mr. V. Chandrasekaran	Chairperson - Non-Executive - Independent Director	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Padmanabh Sinha*	Non-Executive - Nominee Director	01.04.2024	31.03.2025
		Mr. Nilesh Shrivastava*	Non-Executive - Nominee Director	01.04.2025	-

<i>* Mr. Padmanabh Sinha resigned from the position of Non-Executive, Nominee Director (Nominee of NIIF Fund II) on the Board of the Company with effect from the close of business hours of March 31, 2025, due to cessation of his employment from NIIF Limited. Consequently, he ceased to be a Member of the Nomination & Remuneration Committee (NRC) of the Company and Mr. Nilesh Shrivastava was appointed as a Member of the NRC w.e.f. April 01, 2025.</i>					
3. Risk Management Committee	Yes	Mr. V. Chandrasekaran	Chairperson - Non-Executive - Independent Director	26.08.2021	-
		Mr. Prashant Kumar Ghose	Non-Executive - Independent Director	05.05.2023	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	04.08.2023	-
		Mr. Virender Pankaj	Chief Executive Officer	05.05.2023	-
		Mr. Bhawin Shah	Chief Risk Officer	05.05.2023	-
4. Stakeholders Relationship Committee	Yes	Mr. Prashant Kumar Ghose	Chairperson - Non-Executive - Independent Director	06.08.2024 (Chairperson w.e.f. 06.08.2024)	-
		Mr. V. Chandrasekaran	Non-Executive - Independent Director	04.02.2022	-
		Mr. Saurabh Jain	Non-Executive - Nominee Director	30.11.2023	-
		Mr. Nilesh Shrivastava	Non-Executive - Nominee Director	01.04.2024	-
<i>§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					
III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
		Yes / No			
16.01.2025	-	Yes	6	3	0
13.02.2025	-	Yes	6	3	27

19.03.2025	-	Yes	6	3	33
-	09.05.2025	Yes	5	3	50
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	Number of Directors present*	Number of independent directors present*	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
Audit Committee					
-	Yes	4	3	12.02.2025	0
09.05.2025	Yes	4	3	-	85
Risk Management Committee					
-	Yes	2*	2	25.03.2025	0
09.05.2025	Yes	2*	2	-	44
<i>*This number specifically counts only the directors present and excludes other non-director/management members.</i>					
Stakeholders Relationship Committee					
-	Yes	3	2	12.02.2025	NA
Nomination & Remuneration Committee					
-	Yes	3	2	13.02.2025	0
09.05.2025	Yes	3	2	-	84
<i>*to be filled in only for the current quarter meetings.</i>					
<i>Note: This information has to be mandatorily given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional.</i>					
V. Related Party Transactions					
<i>Subject</i>			<i>Compliance status (Yes/No/NA)</i>		
			<i>refer note below</i>		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			Yes		

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <u>Yes</u></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="margin-left: 40px;">a. Audit Committee - <u>Yes</u></p> <p style="margin-left: 40px;">b. Nomination & Remuneration Committee - <u>Yes</u></p> <p style="margin-left: 40px;">c. Stakeholders Relationship Committee - <u>Yes</u></p> <p style="margin-left: 40px;">d. Risk Management Committee (as applicable) - <u>Yes</u></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <u>Yes</u></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <u>Yes</u></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <u>The Corporate Governance Report for the previous quarter i.e. quarter ended March 31, 2025, was placed before the Board of Directors at its Meeting held on May 09, 2025.</u></p>	
6. Cyber Security	
Details of cyber security incidents or breaches or loss of data or documents	NIL
<p>Name of Signatory: Naveen Manghani</p> <p>Designation: Company Secretary & SVP - Compliance</p> <p>Note:</p> <p><i>Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.</i></p>	