

October 13, 2022

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 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the quarterly and half yearly Compliance Report on Corporate Governance in the format prescribed by SEBI - Annexure I, III & IV - for the quarter and half year ended September 30, 2022.

Request you to take this information on your records.

For Aseem Infrastructure Finance Limited

Karishma
Pranav
Jhaveri

Digitally
signed by
Karishma
Pranav Jhaveri

Karishma Jhaveri

Company Secretary

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

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Aseem Infrastructure Finance Limited
2. Quarter ending September 2022

I. Composition of Board of Directors												
T i t l e (M r ./ M s)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re- appointment	D a t e o f C e s s a t i o n	T e n u r e *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surya Prakash Rao Pendyala	DIN: 02888802	Non-Executive Director-Chairperson	23.05.2019	23.05.2019	-	-	23.11.1958	0	0	2	0
Mr.	Rajiv Dhar	DIN: 00073997	Non-Executive Director	23.05.2019	23.05.2019	-	-	18.08.1961	0	0	3	0
Mr.	Saurabh Jain	DIN: 02052518	Non-Executive Director	23.05.2019	23.05.2019	-	-	24.07.1976	0	0	1	0
Mr.	Venkatadri Chandrasekaran	DIN: 03126243	Non-Executive - Independent -Director	22.07.2020	30.09.2020	-	27	11.10.1957	4	3	6	5
Ms.	Rosemary Sebastian	DIN: 07938489	Non-Executive - Independent	16.09.2020	16.09.2022	-	25	05.05.1959	0	0	3	1

			Director									
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO - No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</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>										

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	12.01.2021	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Saurabh Jain	Non-Executive Director	16.09.2020	-
2. Nomination & Remuneration Committee	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Prakash Rao	Non-Executive Director	16.09.2020	-
3. Risk Management Committee	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	26.08.2021	-
		Mr. Rajiv Dhar	Non-Executive Director	24.03.2020	-
		Mr. Prakash Rao	Non-Executive Director	24.03.2020	-
4. Stakeholders Relationship Committee'	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	04.02.2022	-
		Mr. Rajiv Dhar	Non-Executive Director	04.02.2022	-

		Mr. Prakash Rao	Non-Executive Director	04.02.2022	-
<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			
11.05.2022	-	Yes	5	2	-
17.06.2022	-	Yes	4	2	38
-	09.08.2022	Yes	4	2	54
* to be filled in only for the current quarter meetings					
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>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<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	3	2	10.05.2022	-
09.08.2022	Yes	2	2	-	92
Risk Management Committee					
-	Yes	3	1	29.06.2022	-
29.09.2022	Yes	3	1	-	93
Stakeholders Relationship Committee					
NIL					
Nomination & Remuneration Committee					

-	Yes	4	2	11.05.2022	-
08.08.2022	Yes	3	2	-	90

* *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*
***to be filled in only for the current quarter meetings*

V. Related Party Transactions


<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes

Whether shareholder approval obtained for material RPT	No, it may be pertinent to note that the Company is required to mandatorily comply with the Regulation 23 of SEBI (LODR) Regulations, 2015 and the Company shall obtain approval of shareholders within stipulated timeline.
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>	
<p>VI. Affirmations</p>	
<p>1. *The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <u>Currently, the composition of the Board is in compliance with the requirements under the Companies Act, 2013. In view of the provisions under SEBI Listing Regulations relating to Board composition which have been made applicable to High Value Debt Listed entities, the Company shall reconstitute its Board within the specified timelines.</u></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee: <u>Yes</u></p> <p>b. Nomination & Remuneration Committee: <u>Yes</u></p> <p>c. Stakeholders Relationship Committee: <u>Yes</u></p> <p>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 Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <u>The Corporate Governance Report for the quarter ended September 30, 2022, will be placed before the Board of Directors in the upcoming quarterly Meeting.</u></p>	
<p>Name of Signatory: Karishma Jhaveri</p> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Karishma Pranav Jhaveri</p> </div> <div style="border-left: 1px solid black; padding-left: 5px; font-size: 8px;"> <p>Digitally signed by Karishma Pranav Jhaveri</p> </div> </div> <p>Designation of person: Company Secretary & Compliance Officer</p>	

Note:

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.

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>*The Company being a high value debt listed entity is not required to attach or include the business responsibility report in its Annual Report.</p>		
<p>Name of Signatory: Karishma Jhaveri</p> <p>Designation: Company Secretary & Compliance Officer</p> <p style="text-align: right;">Karishma Pranav Jhaveri </p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL

KMPs or any other entity controlled by them	NA	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

Name: Nilesh Sampat

NILESH
TULSIDAS
SAMPAT

Digitally signed by
NILESH TULSIDAS
SAMPAT
Date: 2022.10.13
19:01:55 +05'30'

Designation: CFO

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.



National Stock Exchange Of India Limited

Date of

13-Oct-2022

NSE Acknowledgement

Symbol:-	
Name of the Company: -	Aseem Infrastructure Finance Limited
Submission Type:-	Announcements
Short Description:-	Updates
Date of Submission:-	13-Oct-2022 07:33:03 PM
NEAPS App. No:-	2022/Oct/1018/1018

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.