

NOTICE

Notice is hereby given that the (01/2024-25) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) is scheduled to be held on Tuesday, June 04, 2024, at 3:00 P.M. (IST) through Video Conferencing facility, to transact the following Special Business:

SPECIAL BUSINESS:

1. Issuance of Non-Convertible Debentures on private placement basis:

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“RBI Master Directions”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India’s Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to create/offer/issue/allot such number of redeemable non-convertible debentures (“NCDs”) through private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), face value of NCDs to be issued, the price at which NCDs to be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, so that the aggregate amount of such NCDs does not exceed the borrowing limits of INR 20,000 crores (Rupees Twenty Thousand crore only), during the period of one year from the date of passing this Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement, including determining the terms and conditions of NCDs.”

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

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: April 16, 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

In view of the overall leverage programme of the Company, it is proposed to raise funding through the issuance of non-convertible debentures (“NCD”) of the Company on a private placement basis upto an amount not exceeding the borrowing limits of INR 20,000 Crores, in one or more tranches. In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

Further, the disclosures with respect to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

Particulars of the offer including the date of passing the Board resolution	April 16, 2024
Kinds of securities offered and price at which security is being offered	Non-Convertible Debentures. The Board (including any Committees of the Board as may be authorized by the Board) shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the Debentures.
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions
Name and address of valuer who performed Valuation	Not applicable
Amount which the company intends to raise by way of such securities	Not exceeding INR 20,000 Crores on private placement basis, in one or more tranches.
Material terms of raising such securities	Material terms of each offer/issuance of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).
Proposed time schedule	Time schedule of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).
Purpose or objects of offer	Purpose or objects of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	Principle of terms of assets being charged as securities for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).

It may be noted that the previous Special Resolution was passed by the members at Extraordinary General Meeting held on June 06, 2023, and the period of one year expires on June 05, 2024.

In this regard, it is proposed to seek approval of the members of the Company by way of Special Resolution for offering or making an invitation to subscribe to NCD on a private placement basis upto an amount not exceeding the borrowing limits of INR 20,000 Crores in one or more tranches for a period of one year from the date of passing of this resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the resolution set out at item no. 1 of the Notice of EGM.

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

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: April 16, 2024