

ASEEM INFRASTRUCTURE FINANCE LIMITED

Registered Office: Hindustan Times House, 3rd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001

Corporate Office: 907, 9th Floor, Godrej BKC, Avenue 3, G Block,

Bandra Kurla Complex, Bandra East, Mumbai - 400051

CIN: U65990DL2019PLC437821 | **Website:** www.aseeminfra.in

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Notice of Extra-ordinary General Meeting

NOTICE is hereby given that the Extra-ordinary General Meeting ("EGM") (02/2025-26) of the Members of **Aseem Infrastructure Finance Limited** ("the Company") will be held **on Monday, December 22, 2025, at 11:00 a.m. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following **Special Business**:

- 1. Re-appointment of Mr. Prashant Kumar Ghose (DIN:00034945) as an Independent Director of the Company and approval for payment of remuneration in the form of commission to him:**

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

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company, the re-appointment of Mr. Prashant Kumar Ghose (DIN:00034945), who has attained the age of seventy-five years, for the second term as an Independent Director of the Company for a period of 3 consecutive years from January 12, 2026 to January 11, 2029, not liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 149, 197, 198 and other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI Listing

Regulations, and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) read with the Remuneration Policy and the Articles of Association of the Company and based on the recommendation of the NRC and Board of Directors, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Mr. Prashant Kumar Ghose for his tenure as an Independent Director of the Company;

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted or to be constituted to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

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

**Naveen Manghani
Company Secretary &
SVP - Compliance**

Place: Mumbai

Date: November 10, 2025

NOTES:

1. The Ministry of Corporate Affairs and SEBI vide various circulars issued by them (collectively, the “said Circulars”) have permitted the holding of EGM without physical attendance of the Members and EGM can be held through VC/OAVM. Hence, Members can attend and participate in this EGM through VC/OAVM. The deemed venue for the EGM shall be the Corporate Office of the Company.
2. Since this EGM is being held pursuant to the said 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 EGM and hence the Proxy Form and Attendance Slip as well as the Route Map are not annexed to this Notice.
3. Facility for joining EGM shall be made available from 10:45 a.m. (15 minutes prior to AGM) and shall remain open up to 11:15 a.m. (15 minutes after commencement). The Members can join the EGM through VC/OAVM by following the procedure mentioned in this Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
5. Body Corporate, a Member of the Company, is entitled to appoint its authorised representatives to attend the EGM through VC/OAVM. Accordingly, Corporate Members are requested to e-mail a certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the EGM to secretarial@aseeminfra.in from their registered e-mail ID.
6. The Explanatory Statement required to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolution is also appended herewith. It also includes brief profile along with requisite information of the Independent Director seeking re-appointment at this EGM, as required under the Secretarial Standard-2 and other applicable laws.
7. Queries proposed to be raised at the EGM may be sent to the Company via e-mail on secretarial@aseeminfra.in. This will enable the Company to compile the relevant information to reply the same in the EGM.
8. All the relevant documents referred to in this EGM Notice and Explanatory Statement including the 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 Act and other documents shall be made available to the Members from whom request is received on secretarial@aseeminfra.in through their e-mail ID registered with the Company.
9. If voting by Poll is demanded, Members are requested to communicate their vote to secretarial@aseeminfra.in from their e-mail ID registered with the Company.

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 e-mail.
2. Members are requested to click on the VC link and join and participate in the Meeting, details of which will be provided separately.
3. Members are encouraged to join the Meeting through laptop for better experience.
4. Members will be required to switch on their camera and use internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting through mobile data may experience audio/video loss due to fluctuation or low bandwidth in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any kind of aforesaid glitches.

6. In case of any assistance required before or during the Meeting, you may contact the Company Secretary, Mr. Naveen Manghani at secretarial@aseeminfra.in or at +91 22 69631000.

Instructions for Members for voting:

The Chairperson may decide to conduct voting at EGM by show of hands, unless a demand for poll is made at the Meeting. Members can convey their vote by sending e-mail on secretarial@aseeminfra.in if poll is demanded by any Member in accordance with the provisions of Section 109 of the Act.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1: Re-appointment of Mr. Prashant Kumar Ghose (DIN:00034945) as an Independent Director of the Company**

The Members of the Company at the Extra-ordinary General Meeting held on March 24, 2023, had approved the appointment Mr. Prashant Kumar Ghose (DIN:00034945) as an Independent Director of the Company for a period of 3 consecutive years from January 12, 2023 to January 11, 2026. Accordingly, his first term as an Independent Director of the Company will be ending on January 11, 2026. Mr. Ghose has attained the age of 75 years in September 2025.

The Nomination and Remuneration Committee ("NRC") at its Meeting held on November 10, 2025, based on the performance evaluation and considering the knowledge, background, vast experience and contributions made by him during his tenure, recommended the re-appointment of Mr. Ghose as an Independent Director of the Company for the second term of 3 consecutive years with effect from January 12, 2026 to January 11, 2029, not liable to retire by rotation.

The Board of Directors at its meeting held on November 10, 2025, as per the recommendation of NRC, was of the opinion that the re-appointment of Mr. Ghose as an Independent Director of the Company would be in the interest of the Company. In the opinion of the Board, Mr. Ghose fulfils the specified conditions for re-appointment as an Independent Director and is independent of the management.

In view of the above, the Board of Directors re-appointed Mr. Ghose as an Independent Director of the Company, not liable to retire by rotation, for the second term of 3 consecutive years from January 12, 2026 to January 11, 2029, subject to the approval by the Members of the Company. The Board of Directors, based on the recommendation of the NRC and subject to the approval by the Members of the Company, has also approved the payment of remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Mr. Ghose for his tenure as Independent Director of the Company, in addition to the sitting fees payable to him by the Company for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing the candidature of Mr. Prashant Kumar Ghose (DIN:00034945) for the office of Independent Director of the Company. Mr. Ghose has conveyed his consent to act as an Independent Director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Mr. Ghose, which have been taken on record by the NRC and Board.

A brief profile of Mr. Prashant Kumar Ghose (DIN: 00034945) along with requisite information as required under the Secretarial Standard-2 and other applicable laws is provided in the Annexure forming a part of this Notice.

Copies of the documents furnished by Mr. Ghose (DIN: 00034945) in connection with his proposed re-appointment as an Independent Director of the Company including the draft appointment letter are available for inspection of Members till the date of the EGM.

As per the provisions of the Act, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), an Independent Director shall be eligible for reappointment on passing of a special resolution by the Members. Further, as per the provisions of the SEBI Listing Regulations, consent of the shareholders by way of Special Resolution is required for appointment/re-appointment of non-executive directors who have attained the age of 75 years. Also, pursuant to the provisions of SEBI Listing Regulations and other applicable laws, approval of the Members of the Company is required for payment of the above proposed commission to the Independent Directors. Accordingly, approval of the Members is sought for the re-appointment of Mr. Ghose as an Independent Director and payment of commission to him.

The Board of Directors of the Company, recommends the Special Resolution as set out at Item No. 1 of this Notice, for the approval of the Members by way of a Special Resolution.

Except Mr. Prashant Kumar Ghose, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item no. 1 of this Notice.

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

**Naveen Manghani
Company Secretary &
SVP - Compliance**

Place: Mumbai
Date: November 10, 2025

Additional Information with respect to Item No. 1 pursuant to Secretarial Standard - 2

Name	Mr. Prashant Kumar Ghose (DIN: 00034945)
Date of Birth	September 3, 1950
Age	75 years
Date of first appointment on the Board	January 12, 2023
Qualifications	Mr. Ghose is a B. Com (Hons) graduate, a member of the Institute of Cost & Works Accountants and the Institute of Company Secretaries, India, and an alumnus of the Advanced International General Management Program of CEDEP, INSEAD. He has attended the Financial Management programme at Wharton School and Strategy at Harvard Business School.
Experience / Expertise in specific functional areas	Mr. Prashant Kumar Ghose has nearly five decades of finance and industry experience, spanning steel, cement, fertilisers, chemicals and consumer sectors. He served Tata Chemicals (TCL) as Executive Director & CFO. He was recognised as CFO of the Year thrice, twice by IMA and once by CNBC TV18. Mr. Ghose has held multiple board positions across India, Europe, North America and Africa, Infinity Retail, Tata Consulting Engineers, Air Asia India and Tata Services. He currently sits on three Indian National Committees of CII and is a member and trustee of the CFO Board.
Terms and condition of re-appointment	Not liable to retire by rotation
Remuneration sought to be paid	Remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Mr. Prashant Kumar Ghose for his tenure as an Independent Director of the Company, in addition to the sitting fees payable by the Company for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings.
Remuneration last drawn (FY 2024-25)	Sitting fees of Rs. 15,40,000 was paid to Mr. Ghose for attending the meetings of the Board and Committees
List of other companies in which he/she holds Directorship	<ol style="list-style-type: none"> 1. Association of CFO Welfare India 2. NIIF Infrastructure Finance Limited 3. AcquaChemie DMCC
Chairperson/ Member of Committees of the Board of other companies in which he/she is a director	NIIF Infrastructure Finance Limited: <ul style="list-style-type: none"> • Audit Committee - Chairman • Risk Management Committee - Member • IT Strategy Committee - Member
No. of Board Meetings attended during FY 2024-25	8/8
Relationship with other Director/s, Manager and Key Managerial Personnel (KMPs)	Nil
Equity shares held in the Company (as on date of this Notice)	Nil