

## ASEEM INFRASTRUCTURE FINANCE LIMITED

**Registered Office:** Hindustan Times House, 3<sup>rd</sup> Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001

**Corporate Office:** 907, 9<sup>th</sup> Floor, Godrej BKC, Avenue 3, G Block,

Bandra Kurla Complex, Bandra East, Mumbai - 400051

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

**E-mail:** secretarial@aseeminfra.in | **Phone:** +91 22 69631000

### Notice of Extra-ordinary General Meeting

**NOTICE** is hereby given that the Extra-ordinary General Meeting (“EGM”) (03/2025-26) of the Members of **Aseem Infrastructure Finance Limited** (“the Company”) will be held **on Thursday, March 26, 2026, at 11:00 a.m. (IST)** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following **SPECIAL BUSINESS:**

**1. To grant omnibus approval for Material Related Party Transactions with NIIF Infrastructure Finance Limited for FY 2026-27:**

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 applicable provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (“the Act”) and other applicable laws, if any, including any amendments, modifications, variations or re-enactments thereof for the time being in force read with the Company’s Policy for Related Party Transactions; and based on the recommendation of the Audit Committee and Board of Directors, the Members of the Company do hereby accord omnibus approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include Audit Committee or any other Committee constituted/empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered, at arm’s length basis and in ordinary course of business of the Company), whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as for

transactions of buying of loan assets, sale of loan assets, joint participation, syndication and related transactions etc. and sharing of processing fees as detailed in the Explanatory Statement annexed hereto, notwithstanding the fact that all such transactions during the financial year 2026-27, with NIIF Infrastructure Finance Limited, being a related party, whether individually and/or in the aggregate, may exceed materiality threshold as may be applicable under the Act or any other applicable laws, rules or regulations from time to time;

**RESOLVED FURTHER THAT** any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Chief Compliance Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including but not limited to filings of necessary e-forms with Registrar of Companies and such other filings with other regulatory authorities as may be necessary in this regard.”

**2. To grant omnibus approval for Material Related Party Transactions with Sumitomo Mitsui Banking Corporation for FY 2026-27:**

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 applicable provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (“the Act”) and other applicable laws, if any, including any amendments, modifications, variations or re-enactments thereof for the time being in force read with the Company’s Policy for Related Party Transactions; and based on the recommendation of the Audit Committee and

Board of Directors, the Members of the Company do hereby accord omnibus approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include Audit Committee or any other Committee constituted/empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and/or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered at arm's length basis and in ordinary course of business of the Company), whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as for transactions of buying of loan assets, sale of loan assets, joint participation, syndication and related transactions etc. and sharing of processing fees, borrowing transactions and maintaining fixed deposits as detailed in the Explanatory Statement annexed hereto, notwithstanding the fact that all such transactions during the financial year 2026-27 with Sumitomo Mitsui Banking Corporation, being a related party, whether individually and/or in the aggregate, may exceed materiality threshold as may be applicable under the Act or any other applicable laws, rules or regulations from time to time;

**RESOLVED FURTHER THAT** any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Chief Compliance Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company including but not limited to filings of necessary e-forms with Registrar of Companies and such other filings with other regulatory authorities as may be necessary in this regard."

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

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

Place: Mumbai  
Date: February 09, 2026

**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 EGM) 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](mailto: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, in respect of both the Special Businesses is also appended herewith.
7. Queries proposed to be raised at the EGM may be sent to the Company via e-mail on [secretarial@aseeminfra.in](mailto: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](mailto: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](mailto: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. Members 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](mailto:secretarial@aseeminfra.in) or +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](mailto: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: To grant omnibus approval for Material Related Party Transactions with NIIF Infrastructure Finance Limited for FY 2026-27:**

Pursuant to the provisions of applicable laws including the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder and the Company’s Policy for Related Party Transactions, the related party transactions to be entered by the Company with a related party, crossing the materiality threshold, require prior approval of the Members of the Company by way of an Ordinary Resolution and no related party shall vote to approve such resolution. Approval of the Members of the Company is not required for the related party transactions that do not exceed the materiality threshold.

The details of the proposed transactions are as under:

<b>Particulars</b>	<b>Details</b>
<b>Name of the Related Party</b>	<b>NIIF Infrastructure Finance Limited</b>
Name of the Director or Key Managerial Personnel (“KMPs”) who is related, if any	Except Mr. Prashant Kumar Ghose, Mr. Saurabh Jain and Mr. Nilesh Shrivastava, none of the other Directors, KMPs of the Company or their relatives are interested or concerned financially or otherwise in the resolution except as may be deemed to be concerned to the extent of their shareholding in the Company.
Nature of Relationship	Associate Company
Type, material terms, monetary value and particulars of the contract or arrangements	Transactions in ordinary course of business at arm’s length with related party of buying of loan assets, sale of loan assets, joint participation, syndication and related transactions etc. and sharing of processing fees.  Pricing and terms as approved by the Credit Committee during sanction/approval of loan for cumulative transaction value of up to Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) during FY 2026-27.
Tenure of the proposed transaction	FY 2026-27
Justification/rationale for why the proposed transaction is in the interest of the Company	To provide total financing solution to borrowers by joint participation by both entities; to enable selldown of loans at arm’s length pricing.
Details of source of funds in connection with the proposed transaction	Market Borrowings
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security	Transactions proposed to be entered will be at arm’s length basis and in the ordinary course of business.

If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered e-mail address of the shareholders	Purchase or sale of loan assets between entities will happen at arm's length basis at prevalent market practice of such transactions.
Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable, as the amounts cannot be determined.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company recommend passing of the resolution at Item No. 1 of the accompanying Notice as an Ordinary Resolution.

Accordingly, Ordinary Resolution is submitted to the Meeting for the consideration and approval of the Members.

Except Mr. Prashant Kumar Ghose, Mr. Saurabh Jain and Mr. Nilesh Shrivastava none of the other Directors, KMPs of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

**Item No. 2: To grant omnibus approval for Material Related Party Transactions with Sumitomo Mitsui Banking Corporation for FY 2026-27:**

Pursuant to the provisions of applicable laws including the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and the Company's Policy for Related Party Transactions, the related party transactions to be entered by the Company with a related party, crossing the materiality threshold, require prior approval of the Members of the Company by way of an Ordinary Resolution and no related party shall vote to approve such resolution. Approval of the Members of the Company is not required for the related party transactions that do not exceed the materiality threshold.

The details of the proposed transactions are as under:

Particulars	Details
<b>Name of the Related Party</b>	<b>Sumitomo Mitsui Banking Corporation ("SMBC")</b>
Name of the Director or Key Managerial Personnel ("KMPs") who is related, if any	None of the Directors, KMPs of the Company or their relatives are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned to the extent of their shareholding in the Company.
Nature of Relationship	Shareholder (Member)

Type, material terms, monetary value and particulars of the contract or arrangements	<p>Transactions in ordinary course of business at arm’s length with related party of buying of loan assets, sale of loan assets, joint participation, syndication and related transactions etc. and sharing of processing fees.</p> <p>Pricing and terms at arm’s length as approved by the Credit Committee during sanction / approval of loan for a cumulative transaction value up to Rs. 1,000 Crore (Rupees One Thousand Crore only) during FY 2026-27.</p>
	<p>Borrowing Transactions in ordinary course of business at arm’s length with related party including non-fund-based facilities and working capital exposures.</p> <p>Pricing and terms at arm’s length as approved by the Board / Board Committee / Members of the Company during sanction / approval of loan for a cumulative transaction value up to Rs. 1,000 Crore (Rupees One Thousand Crore only) during FY 2026-27.</p>
	<p>Maintaining fixed deposits with related party in ordinary course of business at arm’s length and within the limit allowed under the Investment Policy of the Company.</p> <p>Pricing and terms at arm’s length as approved by the Board / Board Committee / Members of the Company during approval of investment in fixed deposits for a maximum outstanding value up to Rs. 250 Crore (Rupees Two Hundred and Fifty Crore only) during FY 2026-27.</p>
Tenure of the proposed transaction	FY 2026-27
Justification/rationale for why the proposed transaction is in the interest of the Company	To provide total financing solution to borrowers by joint participation by both entities; to enable the Company to borrow from SMBC; to enable the Company to deploy surplus liquidity in fixed deposits, if required.
Details of source of funds in connection with the proposed transaction	Market Borrowings
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security	Transactions proposed to be entered will be at arm’s length basis and in the ordinary course of business.
If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered e-mail address of the shareholders	The proposed transactions between entities will happen at arm’s length basis at prevalent market practice of such transactions.
Percentage of counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable, as the amounts cannot be determined.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company recommend passing of the resolution at Item No. 2 of the accompanying Notice as an Ordinary Resolution.

Accordingly, Ordinary Resolution is submitted to the Meeting for the consideration and approval of the Members.

None of the Directors, KMPs of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

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

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

**Place: Mumbai  
Date: February 09, 2026**