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

Notice of 7th Annual General Meeting

NOTICE is hereby given that the **7th Annual General Meeting ("AGM")** of the Members of **Aseem Infrastructure Finance Limited** ("the Company") will be held **on Monday, August 24, 2026, at 3:00 p.m. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following **Ordinary Business**:

1. Adoption of Annual Audited Financial Statements and Reports thereon:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Joint Statutory Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Joint Statutory Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Joint Statutory Auditors thereon be and are hereby received, considered and adopted;

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Joint Statutory Auditors thereon be and are hereby received, considered and adopted.**"**

2. Declaration of Dividend:

To declare a dividend on equity shares for the financial year ended March 31, 2026, as recommended by the Board of Directors.

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

"RESOLVED THAT as recommended by the Board of Directors, a dividend at the rate of ₹ 0.01 per Equity Share of ₹ 10 each of the Company for the financial year ended March 31, 2026, be and is hereby declared and the said dividend be paid out of the profits of the Company to the eligible Members.**"**

3. Re-appointment of Mr. Nilesh Shrivastava (DIN: 09632942), who retires by rotation as a Director:

To appoint a Director in place of Mr. Nilesh Shrivastava (DIN: 09632942) who retires by rotation at this AGM and being eligible, has offered himself for re-appointment.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any amendments, modifications, variations or re-enactments thereof for the time being in force, Mr. Nilesh Shrivastava (DIN: 09632942) who retires by rotation as a Director at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive, Nominee Director of the Company, liable to retire by rotation.**"**

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

Sd/-
Naveen Manghani
Company Secretary &
SVP - Compliance

Place: Mumbai
Date: July 21, 2026

NOTES:

1. The Ministry of Corporate Affairs vide various circulars issued by it (collectively, the "said Circulars"), has permitted the holding of AGM without physical attendance of the Members and AGM can be held through VC/OAVM. Hence, Members can attend and participate in this AGM through VC/OAVM. The deemed venue for the AGM shall be the Corporate Office of the Company.

2. This Notice and the Annual Report for the financial year 2025-26 have been uploaded on the website of the Company at www.aseeminfra.in.

3. Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip as well as the Route Map are not annexed to this Notice.

4. Facility for joining AGM shall be made available on the day of the AGM from 02:45 p.m. (15 minutes prior to AGM) and shall remain open up to 03:15 p.m. (15 minutes after commencement). The Members can join the AGM through VC/OAVM by following the procedure mentioned in this Notice.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.

6. Body Corporate, a Member of the Company, is entitled to appoint its authorised representatives to attend the AGM 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 AGM to secretarial@aseeminfra.in from their registered e-mail ID.

7. The record date for the purpose of payment of dividend will be July 31, 2026 ("Record Date").

8. The dividend, if declared at the AGM, will be paid within 30 days of the date of the AGM.

9. The brief profile along with requisite information of the director seeking re-appointment at this AGM, as required under the Secretarial Standard-2 and other applicable laws are given in Annexure to the Notice.

10. Queries proposed to be raised at the AGM 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 AGM.

11. All the relevant documents referred to in this AGM Notice 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.

12. 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 AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM 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 +91 22 69631000.

Instructions for Members for voting:

The Chairperson may decide to conduct voting at AGM 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.

ANNEXURE TO THE NOTICE

Additional Information with respect to Item No. 3 pursuant to Secretarial Standard - 2

Name	**Mr. Nilesh Shrivastava (DIN: 09632942)**
Date of Birth	October 01, 1973
Age	52 years
Date of first appointment on the Board	February 02, 2024
Qualifications	MBA (Indian Institute of Management, Kolkata), B. Tech. (Comp. Sc & Engineering - Lucknow University), Chartered Associate with Indian Institute of Bankers (CAIIB)
Experience / Expertise in specific functional areas	Mr. Nilesh Shrivastava has over 25 years of experience across private equity, debt investments, banking and portfolio management. He is a Partner at NIIF - Strategic Opportunities Fund and is responsible for working across investments, portfolio and fund raising. He was previously with International Finance Corporation (IFC) where he headed the financial services investments portfolio in South Asia. He was earlier with HSBC in banking roles. He holds a bachelor's in computer engineering degree from Lucknow University and has done his MBA from IIM, Kolkata. He is also a Chartered Associate with Indian Institute of Bankers (CAIIB).
Terms and conditions of appointment	The Members of the Company at their Extraordinary General Meeting held on March 27, 2024, had approved the appointment of Mr. Nilesh Shrivastava as a Non-Executive, Nominee Director of the Company. He is liable to retire by rotation under the provisions of the Companies Act, 2013.
Remuneration sought to be paid	Nil
Remuneration last drawn (FY 2025-26)	Nil
List of other companies in which he/she holds Directorship	NIIF Infrastructure Finance Limited
Chairperson/ Member of Committees of the Board of other companies in which he/she is a director	NIIF Infrastructure Finance Limited • Audit Committee - Member • Nomination and Remuneration Committee - Member • Risk Management Committee - Member • Corporate Social Responsibility Committee - Member • Stakeholders Relationship Committee - Member • IT Strategy Committee - Member
No. of Board Meetings attended during FY 2025-26	8/8
Relationship with other Director/s, Manager and Key Managerial Personnel (KMP)	Nil
Equity shares held in the Company (as on March 31, 2026)	Nil