

## 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”) (01/2026-27) of the Members of **Aseem Infrastructure Finance Limited** (“the Company”) will be held **on Tuesday, June 16, 2026 at 12:30 p.m. (IST)** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following **Special Business**:

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

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 applicable provisions of Sections 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, Reserve Bank of India (Non-Banking Financial Company - Miscellaneous) Directions, 2025 (“RBI Directions”), the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI’s Master Circular for Issue and Listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) (including any statutory modifications or re-enactments in any of the above for the time being in force), the approval 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 constituted or to be constituted, to exercise 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, for an aggregate amount of up to Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) outstanding at any point of time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution including execution of all such deeds, documents, instruments and writings as it may in its absolute discretion deem fit and necessary and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs, including determining the terms and conditions of NCDs.”

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

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

Place: Mumbai

Date: May 22, 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 12:15 p.m. (15 minutes prior to EGM) and shall remain open up to 12:45 p.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 the facility to attend the EGM through VC via Microsoft Teams Meeting or any other mode. 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: Issuance of Non-Convertible Debentures on private placement basis:**

The Members of the Company, by virtue of the Special Resolution passed at the Extra Ordinary General Meeting (“EGM”) held on June 10, 2025, had approved borrowing of funds by way of issuance of Non-Convertible Debentures (“NCDs”) on private placement basis for an outstanding amount not exceeding Rs. 20,000 Crore (Rupees Twenty Thousand Crore only). Pursuant to the provisions of Section 42 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, the validity of the said resolution is for a period of one year from the date of passing the resolution.

In view of the overall leverage programme of the Company, it is proposed to raise funding through the issuance of NCDs of the Company from time to time, on a private placement basis up to an amount not exceeding the limit of Rs. 20,000 Crore outstanding at any point of time, in one or more tranches. In terms of the provisions of Section 42 of the Act, Rules framed thereunder and other applicable laws, if any, the Company offering or making an invitation to subscribe to NCDs 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:

<b>Particulars of the offer including the date of passing the Board resolution</b>	May 22, 2026
<b>Kinds of securities offered and price at which security is being offered</b>	Non-Convertible Debentures (“NCDs”). The Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted or to be constituted, to exercise the powers conferred on the Board by this Resolution) shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the Debentures.
<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Price for each offer/issuance of NCDs will be determined and approved by the Board based on the market conditions or other relevant factors.
<b>Name and address of valuer who performed Valuation</b>	Not Applicable
<b>Amount which the company intends to raise by way of such securities</b>	Not exceeding Rs. 20,000 Crore outstanding at any point of time, on private placement basis, from time to time, in one or more tranches
<b>Material terms of raising such securities</b>	Material terms of each offer/issuance of NCDs will be determined and approved by the Board.
<b>Proposed time schedule</b>	Time schedule of each offer/issue of NCDs will be determined and approved by the Board.
<b>Purpose or objects of offer</b>	Purpose or objects of each offer/issue of NCDs will be determined and approved by the Board.
<b>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects</b>	None
<b>Principle terms of assets charged as securities</b>	Principle terms of assets being charged as securities for each offer/issuance of NCDs will be determined and approved by the Board.

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 NCDs on a private placement basis up to an amount not exceeding Rs. 20,000 Crore outstanding at any point of time, in one or more tranches for a period of one year from the date of passing of this resolution.

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

None of the Directors, Key Managerial Persons or their relatives, 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**

**Place: Mumbai  
Date: May 22, 2026**

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