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") (02/2026-27) of the Members of **Aseem Infrastructure Finance Limited** ("the Company") will be held **on Thursday, July 30, 2026, at 03:00 p.m. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following **Special Business**:

1. **Approval of Related Party Transaction for the sale and transfer of the entire stake of the Company in NIIF Infrastructure Finance Limited, Associate Company:**

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 provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules or 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, the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, the Reserve Bank of India, stock exchanges or any other competent authorities and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, and based on the approval and recommendation of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the material related party transaction of sale and transfer of 42,39,32,487 (Forty-Two Crore Thirty-Nine Lakh Thirty-Two Thousand Four-Hundred and Eighty Seven) Equity Shares of face value of Rs. 10 (Rupees Ten) each i.e. the entire stake held by the Company in NIIF Infrastructure Finance Limited ("NIIF IFL"), Associate Company of the Company to National Investment and Infrastructure Fund II ("NIIF Fund II") for the consideration of Rs. 1751,00,00,000 (Rupees One Thousand Seven Hundred and Fifty One Crore only) (subject to closing adjustments and findings) and on the terms and conditions and details as set out in the Explanatory Statement annexed hereto ("Proposed Transfer");

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Audit Committee or any other committee or any other person or individual empowered by the Board from time to time to exercise powers conferred by this resolution) be and is hereby 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 it in the best interest of the Company, including without limitation finalization and execution of all such deeds, documents and writings as may be deemed fit or necessary to effect the Proposed Transfer and other ancillary documents and undertake, accept and execute any amendments, additions or modifications for and on behalf of the Company, removing any difficulty arising in relation to the Proposed Transfer, submitting all necessary applications, reporting, returns, documents, forms and filings with and make representations in respect thereof with statutory, governmental or regulatory authorities and take all other steps which may be incidental, consequential, relevant or ancillary in this connection, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

2. **Approval of the sale of an undertaking of the Company i.e. for sale of entire stake of the Company in NIIF Infrastructure Finance Limited, Associate Company:**

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 180(1)(a) 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, the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, the Reserve Bank of India, stock exchanges or any other competent authorities and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the approval of the Members of the Company be and is hereby accorded for the sale and transfer of 42,39,32,487 (Forty-Two Crore Thirty-Nine Lakh Thirty-Two Thousand Four-Hundred and Eighty Seven) Equity Shares of face value of Rs. 10 (Rupees Ten) each i.e. the entire stake held by the Company in NIIF Infrastructure Finance Limited ("NIIF IFL"), Associate Company of the Company to National Investment and Infrastructure Fund II ("NIIF Fund II") for the consideration of Rs.1751,00,00,000 (Rupees One Thousand Seven Hundred and Fifty One Crore only) (subject to closing adjustments and findings) and on the terms and conditions and details as set out in the Explanatory Statement annexed hereto ("Proposed Transfer");

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Audit Committee or any other committee or any other person or individual empowered by the Board from time to time to exercise powers conferred by this resolution) be and is hereby 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 it in the best interest of the Company, including without limitation finalization and execution of all such deeds, documents and writings as may be deemed fit or necessary to effect the Proposed Transfer and other ancillary documents and undertake, accept and execute any amendments, additions or modifications for and on behalf of the Company, removing any difficulty arising in relation to the Proposed Transfer, submitting all necessary applications, reporting, returns, documents, forms and filings with and make representations in respect thereof with statutory, governmental or regulatory authorities and take all other steps which may be incidental, consequential, relevant or ancillary in this connection, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

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

Sd/-
Naveen Manghani
Company Secretary &
SVP - Compliance

Place: Mumbai
Date: July 06, 2026

NOTES:

1. The Ministry of Corporate Affairs vide various circulars issued by it (collectively, the "said Circulars"), has 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 on the day of the EGM from 02:45 p.m. (15 minutes prior to EGM) and shall remain open up to 03:15 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 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 appended herewith.

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. 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 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 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: Approval of Related Party Transaction for the sale and transfer of the entire stake of the Company in NIIF Infrastructure Finance Limited, Associate Company

The Company holds 42,39,32,487 Equity Shares of Rs. 10 each in NIIF Infrastructure Finance Limited ("NIIF IFL"), the Associate Company of the Company, representing 30.83% equity share capital of NIIF IFL.

The Promoter of the Company viz. National Investment and Infrastructure Fund II ("NIIF Fund II") holding along with its nominees 59.05% of paid-up share capital in the Company, acting through its investment manager, National Investment and Infrastructure Fund Limited ("NIIF Limited"), as well as other shareholders of the Company viz. The President of India (GoI) holding 30.95% of paid-up share capital in the Company; and Sumitomo Mitsui Banking Corporation holding 10% of the paid-up equity share capital in the Company have initiated the process of sale of their respective entire stake in the Company, subject to necessary regulatory and other customary approvals.

As a part of the overall transaction of the proposed sale of stake in the Company by its present shareholders, it is proposed to sell the entire stake held by the Company in NIIF IFL to the Promoter of the Company viz. NIIF Fund II at the sale consideration of Rs.1751,00,00,000 (Rupees One Thousand Seven Hundred and Fifty One Crore only) (subject to closing adjustments and findings) ("Proposed Transaction"), which has been arrived at basis the valuation report issued by valuers.

NIIF Fund II being a related party of the Company, the Proposed Transaction would result in a related party transaction under the provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder and provisions of other applicable laws, if any and the Company's Policy for Related Party Transactions. The Proposed Transaction being a non-routine transaction is not in the ordinary course of business of the Company.

The Members may note that since the Proposed Transfer to NIIF Fund II qualifies as related party transaction under Section 188 of the Act and rules framed thereunder, it requires prior approval of the shareholders of the Company by way of an Ordinary Resolution. Accordingly, NIIF Fund II, being the related party in relation to the Proposed Transaction, shall abstain from voting, either by itself or through its nominees, on the Ordinary Resolution as set out at Item No. 1 of this Notice in accordance with the provisions of the Act.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on July 06, 2026 have approved the Proposed Transaction after evaluating inter-alia the strategic rationale, valuation report and compliance with applicable laws, subject to approval of the Members of the Company and applicable regulatory approvals and consents. The Board of Directors is of the opinion that the aforesaid proposal is in the interest of the Company, hence, the Board has recommended Item No. 1 for your approval by way of Ordinary Resolution.

The disclosures as required to be provided under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are provided as follows:

Name of the related party	National Investment and Infrastructure Fund II
Name of the director or key managerial personnel who is related, if any	Except Mr. Nilesh Shrivastava, Non-Executive, Nominee Director of the Company, 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	Holding Company

Nature, material terms, monetary value and particulars of the contract or arrangements	Sale of 42,39,32,487 Equity Shares of Rs. 10 each held by the Company in NIIF IFL, the Associate Company of the Company, representing 30.83% equity share capital of NIIF IFL, to NIIF Fund II for total consideration of Rs.1751,00,00,000 (Rupees One Thousand Seven Hundred and Fifty One Crore only) (subject to closing adjustments and findings).
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information is mentioned in this Explanatory Statement.

A copy of the documents referred to herein will be available for inspection on all working days (Monday to Friday) between 10:00 a.m. and 01:00 p.m. at the Corporate Office of the Company.

Mr. Nilesh Shrivastava, Non-Executive, Nominee Director of the Company being associated with NIIF Fund II/NIIF Limited, is deemed to be concerned or interested in the resolution set out at Item No. 1 of the Notice. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding interest, if any.

Item No. 2: Approval of the sale of an undertaking of the Company i.e. for sale of entire stake of the Company in NIIF Infrastructure Finance Limited, Associate Company:

As set out under Item No. 1 above, the Company proposes to sell and transfer its entire stake of 42,39,32,487 Equity Shares of Rs. 10 each in NIIF Infrastructure Finance Limited ("NIIF IFL"), the Associate Company of the Company, representing 30.83% of the equity share capital of NIIF IFL, to National Investment and Infrastructure Fund II ("NIIF Fund II") for a consideration of Rs. 1751,00,00,000 (Rupees One Thousand Seven Hundred and Fifty One Crore only) (subject to closing adjustments and findings) (“Proposed Transaction”).

In terms of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), approval of the shareholders is required by way of a Special Resolution to sell, dispose of or otherwise transfer the whole or substantially the whole of any undertaking, which exceeds 20% (twenty per cent) of the Company’s net worth as per the audited balance sheet of the preceding financial year; or an undertaking which generates 20% (twenty per cent) of the total income of the Company during the previous financial year. The Proposed Transaction shall qualify as sale of an undertaking pursuant to the provisions of Section 180(1)(a) of the Act since the investment of the Company in NIIF IFL exceeds 20% of the net worth of the Company as on March 31, 2026 i.e. as per the audited balance sheet of the preceding financial year. The Proposed Transaction therefore requires approval from the Members by way of a Special Resolution in terms of Section 180(1)(a) of the Act as set out in Item No. 2 of this Notice.

The Proposed Transaction was approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on July 06, 2026, after evaluating inter-alia the strategic rationale, valuation report and compliance with applicable laws, subject to approval of the Members of the Company and applicable regulatory approvals and consents. The Board is of the opinion that the aforesaid proposal is in the interest of the Company and hence, the Board has recommended resolution at Item No. 2 for your approval by way of Special Resolution.

A copy of the documents referred to herein will be available for inspection on all working days (Monday to Friday) between 10:00 a.m. and 01:00 p.m. at the Corporate Office of the Company.

Mr. Nilesh Shrivastava, Non-Executive, Nominee Director of the Company being associated with NIIF Fund II/NIIF Limited, is deemed to be concerned or interested in the resolution set out at Item No. 2 of the Notice. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding interest, if any.

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

Sd/-
Naveen Manghani
Company Secretary &
SVP - Compliance

Place: Mumbai
Date: July 06, 2026