

NOTICE

NOTICE is hereby given that the Second Annual General Meeting of Members of **ASEEM INFRASTRUCTURE FINANCE LIMITED** will be held on Tuesday, September 28, 2021, at 12:00 noon through video conferencing (VC) or other audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) Standalone Financial Statements for the year ended March 31, 2021, comprising of the Audited Balance Sheet as at March 31, 2021 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
 - (b) Consolidated Financial Statements for the year ended March 31, 2021, comprising of the Consolidated Audited Balance Sheet as at March 31, 2021 and the consolidated Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Mr. Surya Prakash Rao Pendyala (DIN 02888802), who retires by rotation and being eligible, offers himself for reappointment.
3. **Appointment of Statutory Auditors**

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 139 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint M/s. B. K. Khare & Co., Chartered Accountants, having FRN 105102W, as the Statutory Auditors of the Company to conduct the statutory audit for a period of 3 years commencing from the conclusion of this Annual General Meeting till the conclusion of 5th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors or any other officer as may be authorized by the Board.”

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 26, 2021

Registered office:
UTI Tower, GN Block, 4th Floor
Bandra Kurla Complex, Mumbai – 400 051
CIN: U65990MH2019PLC325794
Tel no: 022 68591300
Website: www.aseeminfra.in

ASEEM INFRASTRUCTURE FINANCE LIMITED

Regd. Office: Aseem Infrastructure Finance Limited | UTI Tower, GN Block, 4th Floor, BKC, Mumbai-400051, Maharashtra
CIN: U65990MH2019PLC325794 | **Phone:** +91- 022 68591350 | **Website:** www.aseeminfra.in

Notes:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). In compliance with these Circulars and provisions of the Act, the 2nd AGM of the Company is being conducted through VC/ OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 2nd AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA 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 are not annexed to this Notice. Accordingly, the Route Map is also not annexed in this Notice.
3. Facility for joining AGM shall be made available from 11:45 am and shall remain open upto 12:15 pm. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Body Corporate, a member of the Company, entitled to appoint their 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 representative to attend and vote on their behalf at the Meeting to karishma.jhaveri@aseeminfra.in from their e-mail ID registered with the Company.
6. Explanatory Statement in respect of Resolution No. 3 and details of the Director seeking re-appointment is annexed with this Notice pursuant to the requirement of Secretarial Standard on General Meeting ("SS-2") as **Exhibit** to the Notice.
7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company on karishma.jhaveri@aseeminfra.in. This will enable the management to compile the relevant information to reply the same in the meeting.
8. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., 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 Companies Act, 2013 and other documents shall be made available to the members from whom request is received on karishma.jhaveri@aseeminfra.in through their e-mail address registered with the Company.
9. In the event if a Poll for any specific agenda item(s) of the Notice is demanded, members are requested to communicate their vote to karishma.jhaveri@aseeminfra.in from their e-mail ID registered with the Company.
10. Since the numbers of Members in the Company is less than 50, in case any poll is required during the meeting, it would be done through show of hands.

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Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through google team's link. The link for VC/OAVM will be shared by the company via email.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. A member may also approach on e-mail address karishma.jhaveri@aseeminfra.in, for any assistance with using the technology before or during the meeting.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 26, 2021

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.3:

S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: 301003E/E300005) were appointed as the Statutory Auditors of the Company for a period of 4 years from the conclusion of the First Annual General Meeting until the conclusion of the Fifth Annual General Meeting of the Company at the Annual General Meeting of the Shareholders held on September 30, 2020. However, they tendered their resignation as the Statutory Auditors of the Company vide their resignation letter dated August 26, 2021 and they shall continue as the Statutory Auditors until the conclusion of the ensuing Annual General Meeting.

Since the current Statutory Auditors shall hold office till the conclusion of the ensuing Annual General meeting, it is proposed to appoint M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W) as the Statutory Auditors of the Company for a period of 3 years from the conclusion of the ensuing Second Annual Meeting until the conclusion of the Fifth Annual General Meeting. The Company has received the certificate pursuant to Section 139(1) of the Companies Act, 2013 from the new Auditors to the effect that their appointment, if made, will be within the limits specified under Section 139 of the said Act.

In view of the above, M/s. B. K. Khare & Co., Chartered Accountants, are eligible for appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at their meetings held on August 20, 2021 & August 26, 2021 respectively, proposed the appointment of M/s. B. K. Khare & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of three years to hold office from the conclusion of the ensuing Second Annual Meeting until the conclusion of the Fifth Annual General Meeting.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are, in any way, concerned or interested financially or otherwise in the Resolution at Item No. 3 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ASEEM INFRASTRUCTURE FINANCE LIMITED**

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: August 26, 2021

Disclosure pertaining to Directors proposed to be re-appointed at the forthcoming Annual General Meeting:

Name	Mr. Surya Prakash Rao Pendyala
Date of Birth	November 23,1958
Age	62 years
Date of appointment on the Board	May 23, 2019
Qualification	Cost and Management Accountant, passed with a Merit Certificate, and holds a Diploma in Business Finance.
Expertise in specific functional areas	Mr. Surya Prakash Rao Pendyala is Executive Director- Investments in [NIIFL]. He has over three decades of experience in the Indian financial system, in areas including corporate finance, project finance, infrastructure lending, infrastructure investments, and credit risk management. In his most recent role before joining [NIIFL], Mr. Surya Prakash Rao Pendyala was the Chief General Manager at State Bank of India (SBI). He was also the Deputy CEO of SBI Macquarie Infrastructure Fund (USD 1.2 billion), where he was instrumental in the fund's investments into airports, telecom towers, thermal power, small hydro, and transportation sectors.
Terms and conditions of appointment	Liable to retire by rotation
Remuneration sought to be paid	NIL
Remuneration last drawn (FY20-21)	NIL
List of other Companies in which he holds Directorship	NIIF Infrastructure Finance Limited
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a Director	<u>NIIF Infrastructure Finance Limited</u> 1. Nomination & Remuneration Committee – Member 2. Corporate Social Responsibility Committee – Member
No. of Meetings attended during FY2020-21	9/9
Relationship with other Director/s, Manager and Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Equity Shares held in the Company (as on 31/03/2021)	NIL

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