

NOTICE

Notice is hereby given that the (01/2021-22) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) will be held on Thursday, December 02, 2021 at 1:00 P.M at a shorter notice through Video Conferencing facility, to inter-alia transact the following Special Businesses:

SPECIAL BUSINESS:

1. Increase in Authorized Share Capital of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 31,00,00,00,009/- (Rupees Three Thousand One Hundred Crores and Nine Only) divided into 2,20,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference Shares of Face Value of INR 11/- (Rupees Eleven Only) each to INR 54,00,00,00,009/- (Rupees Five Thousand Four Hundred Crores and Nine only) divided into 4,50,00,00,000 (Four Hundred Fifty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference shares of Face Value of INR 11/- (Rupees Eleven Only) each, by creation of 2,30,00,00,000 (Two Hundred Thirty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.”

“**RESOLVED FURTHER THAT** any Director of the Company or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to file the necessary e-forms etc., with the Registrar of Companies, Mumbai and any other statutory/regulatory authority, if required, and to complete all statutory procedures as may be required and to do all such acts, deeds and things including but not limited to signing of documents as may be necessary and incidental for giving effect to the aforesaid resolution.”

2. Alteration to the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of Members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following new clause:

V. The Authorized Share Capital of the Company is INR 54,00,00,00,009/- (Rupees Five Thousand Four Hundred Crores and Nine only) divided into 4,50,00,00,000 (Four Hundred Fifty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference Shares of Face Value of INR 11/- (Rupees Eleven Only).”

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

“RESOLVED FURTHER THAT any Director of the Company or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to file the necessary e-forms etc, with the Registrar of Companies, Mumbai and any other statutory/regulatory authority, if required, and to complete all statutory procedures as may be required and to do all such acts, deeds and things including but not limited to signing of documents as may be necessary and incidental for giving effect to the aforesaid resolution.”

3. Issuance of Non-Convertible Debentures on private placement basis

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, Section 179, Section 180 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (the “Act”) and such other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, the consent 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 thereof, for the time being exercising 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, so that the aggregate amount of such NCDs does not exceed INR 10,000 crores (Rupees Ten Thousand Crores only), during the period of one year from the date of passing this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement, including determining the terms and conditions of NCDs.”

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

**Karishma Jhaveri
Company Secretary**

Registered Office:

UTI Tower, GN Block,
4th Floor, Bandra Kurla Complex,
Mumbai- 400 051

Place: Mumbai

Date: December 2, 2021

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15th June, 2020 and Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 39/2020 dated 31st December, 2020, physical attendance of the Members to the Extra-Ordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, Body Corporates are entitled to appoint Authorised Representatives to attend the EGM through VC facility and participate thereat.
3. The Members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available on first come first served basis. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate members intending to allow their authorised representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. Corporate Members may send their request at info@aseeminfra.in.
5. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
6. Queries proposed to be raised at the Extra-Ordinary General Meeting (EGM) may be sent to the Company on the Company e-mail address: info@aseeminfra.in.
7. All the relevant documents referred to in this EGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available for inspection of the members at the EGM shall be made available to the members from whom request is received on the registered e-mail address of the Company. Members may send their request at info@aseeminfra.in.

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

1. Member 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 email.
2. Members are requested to click on the VC link and join meeting to participate in the meeting details of which will be provided separately.
3. Members are requested to join the Meeting through Laptop or tablet for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or tablet 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.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, mobile number at info@aseeminfra.in. The same will be replied by the Company suitably.
7. The shareholders shall reach out to the Company Secretary in case of any assistance with using the technology before or during the meeting.

Instructions for members for voting:

The Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made. Members can convey their vote by sending email on info@aseeminfra.in if poll is demanded by the member in accordance with section 109 of the Act.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WHICH FORMS PART OF THE NOTICE OF THE (01/2021-22) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ASEEM INFRASTRUCTURE FINANCE LIMITED (THE “COMPANY”) WHICH WILL BE HELD ON THURSDAY, DECEMBER 02, 2021, AT 01:00 P.M THROUGH VIDEO CONFERENCING FACILITIES

Item No. 1 & 2: Increase in Authorized Share Capital & Alteration to the Memorandum of Association:

Presently, the Authorized Share Capital of the Company is INR 31,00,00,00,009/- (Rupees Three Thousand One Hundred Crores and Nine Only) divided into 2,20,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference Shares of Face Value of INR 11/- (Rupees Eleven Only) each.

In view of the business strategy and business expansion, it is proposed to increase the Authorized Share Capital of the Company from existing INR 31,00,00,00,009/- (Rupees Three Thousand One Hundred crores and Nine Only) divided into 2,20,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference Shares of Face Value of INR 11/- (Rupees Eleven Only) each to INR 54,00,00,00,009/- (Rupees Five Thousand Four Hundred Crores and Nine only) divided into 4,50,00,00,000 (Four Hundred Fifty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each and 81,81,81,819 (Eighty-One Crore Eighty-One Lakh Eighty-One Thousand Eight Hundred and Nineteen) Preference Shares of Face Value of INR 11/- (Rupees Eleven Only) each, by creation of 2,30,00,00,000 (Two Hundred Thirty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2300 Crores (Rupees Two Thousand Three Hundred crores only).

Pursuant to the provisions of Section 13, read with Section 61 and Section 64 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company at a general meeting is required for amending the Memorandum of Association of the Company.

Your directors recommend the passing of the Resolutions at Item Nos. 1 & 2 as Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 1 & 2 of the Notice.

Item No. 3:

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCD 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:

Particulars of the offer including the date of passing the resolution	12 th January, 2021
Kind of securities offered	Non-Convertible Debentures

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Price at which the security is being offered and basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions
Name and address of valuer who performed Valuation	Not applicable
Amount which the company intends to raise by way of such securities	Not exceeding INR 10,000 crore on private placement basis, in one or more tranches
Material terms of raising such securities	Material terms of each offer/issuance of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Proposed time schedule	Time schedule of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Purpose or objects of offer	Purpose or objects of each offer/issue of non-convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	Principle terms of assets being charged as securities for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)

It may be noted that the previous Special Resolution was passed by the members at Extraordinary General Meeting held on January 12, 2021, and the period of one year expires on January 11, 2022.

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 qualified institutional buyers to subscribe to NCD on a private placement basis up to an amount not exceeding INR 10,000 crore in one or more tranches for a period of one year from the date of passing of this resolution.

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None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the resolution set out at item no. 3 of the Notice of EGM.

**By the Order of the Board of Directors
For Assem Infrastructure Finance Limited**

**Karishma Jhaveri
Company Secretary**

Registered Office:

UTI Tower, GN Block,
4th Floor, Bandra Kurla Complex,
Mumbai- 400 051

Place: Mumbai

Date: December 2, 2021