

NOTICE

Notice is hereby given that the (01/2022-23) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) will be held at a shorter consent on Wednesday, June 08, 2022, at 3:00 P.M (IST) through Video Conferencing facility, to transact the following Special Businesses:

SPECIAL BUSINESS:

1. **Increase in Borrowing Limits from the existing Rs. 10000 Crores to Rs. 20,000 Crores under Section 180(1)(c) of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the (i) provisions of Sections 180 (1)(c) of the Companies Act 2013 read with the rules framed thereunder (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) (the “Act”); (ii) such other rules, regulations, guidelines and acts, as may be applicable, from time to time; and (iii) provisions of the Memorandum of Association and the Articles of Association of the Company; 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 of the Board of Directors thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner including but not limited to cash credit, working capital loans, term loans (rupee/foreign currency), debentures/bonds, commercial papers, subordinated debt/perpetual debt, external commercial borrowings etc., whether secured or unsecured with tenor and rate(fixed or floating) to be decided on a case to case basis etc., from banks, term lenders, financial institutions, non-banking finance companies, mutual funds, corporates, foreign body corporates, multilateral financial institutions, foreign financial institutions etc., as the Board may think fit, for the purpose of the Company’s business, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided however, the total amount so borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time (excluding any interest/additional interest/default interest on such borrowings), a sum equivalent to INR 20,000 crores (Rupees Twenty Thousand crore only), over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board by this Resolution), be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents / deeds/writings/papers/agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

“**RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

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

2. Creation of charge/security on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecating and/or charging of all the immovable and/or movable properties of the Company, wherever situated, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in favour of any public or private financial institutions, investment institutions and their subsidiaries, Public Sector Banks, Private Sector Banks, Mutual Funds, any other companies or bodies corporate, investors and any other lenders (hereinafter referred to as ‘lending agencies’) to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings not exceeding Rs. 20,000 Crores (Rupees Twenty Thousand Crores only) or the aggregate of paid-up share capital, free reserves and securities premium whichever is higher.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper and expedient to give effect to this 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 20,000 crores (Rupees Twenty Thousand crore 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
Pranav
Jhaveri

Digitally
signed by
Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

Registered Office:

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

Place: Mumbai

Date: May 11, 2022

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, Circular No. 39/2020 dated 31stDecember, 2020, Circular no. 10/2021 dated 23-06-2021, issued by the Ministry of Corporate Affairs followed by, General Circular no. 20/2021, dated, 8-12-2021, 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 and cast their votes through e-voting.
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.
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.
4. 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 at least seven days prior to the date of Extra-Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
5. 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.

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

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 Company shall also provide a helpline number through technology provider or otherwise, for those shareholders who need 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WHICH FORMS PART OF THE NOTICE OF THE (01/2022-23) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ASEEM INFRASTRUCTURE FINANCE LIMITED (THE “COMPANY”) WHICH WILL BE HELD ON [-] AT [-] A.M./ P.M (IST) THROUGH VIDEO CONFERENCING FACILITIES

Item No. 1 & 2

The Members are requested to note that in view of the budgeted business growth and current leverage programme, it is proposed to increase the overall borrowing limits of the Company from Rs. 10,000 Crore to INR 20,000 crore. In this regard, the Board of Directors at their Meeting held on May 11, 2022, has approved the above proposed increase in overall borrowing limits, subject to the approval by the members of the Company at a general meeting.

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company (except the temporary loans obtained from the Companies banker in ordinary course of business), beyond the paid up capital and free reserve of the Company, only if the same is approved by the members of the Company by way of Special Resolution at a general meeting. In view of the above, it is proposed to seek approval of the members of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, the Board of Directors shall not create charge/security on the assets of the Company for securing its loans/borrowings, which could amount to sale/lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Company accorded in the General Meeting.

Therefore, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors to create charge/security on the assets of the Company to secure its loans/borrowings upto an amount not exceeding Rs. 20,000 Crores (Rupees Twenty Thousand Crores only).

The resolutions at Item Nos. 1 & 2 of the Notice are accordingly recommended for the approval by the Members by way of as a Special Resolutions.

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 nos.1 & 2 of the Notice of EGM.

Item No. 3:

In view of the overall leverage programme of the Company, it is proposed to enhance the limits for the issuance of secured/unsecured non-convertible debentures (“NCD”) of the Company on a private placement basis upto an amount not exceeding INR 20,000 crore, in one or more tranches.

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 | May 11, 2022 |
| Kinds of securities offered | Non-Convertible Debentures |
| 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 20,000 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 of 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 December 02, 2021, and the period of one year expires on December 01, 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 subscribe to NCD on a private placement basis upto an amount not exceeding INR 20,000 crore in one or more tranches for a period of one year from the date of passing of this resolution.

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 Aseem Infrastructure Finance Limited**

Karishma
Pranav
Jhaveri

Digitally
signed by
Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

Registered Office:

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

Place: Mumbai

Date: May 11, 2022