

TRANSCRIPT OF THE 2ND ANNUAL GENERAL MEETING

HELD ON TUESDAY, SEPTEMBER 28, 2021 AT 12 NOON (IST) TO 12:14 P.M. (IST)

PRESENT

Mr. V. Chandrasekaran - Independent Director
Ms. Rosemary Sebastian – Independent Director
Ms. Sona Mutha - Authorised Representative of NIIF Fund II, Member - Mumbai
Ms. Ekta Agarwal - nominee of National Investment and Infrastructure Fund II – Delhi
Ms. Ritika Khanna - nominee of National Investment and Infrastructure Fund II - Mumbai
Mr. Saurabh Suneja – nominee of National Investment and Infrastructure Fund II - Delhi
Ms. Cynthia D'souza - nominee of National Investment and Infrastructure Fund II – Mumbai

INVITEE:

Mr. Virender Pankaj – Chief Executive Officer
Mr. Nilesh Sampat – Chief Financial Officer
Mr. Srinivas Upadhyayula – Head Legal & Compliance
Ms. Karishma Jhaveri – Company Secretary
Mr. Ankit Shah - Representative of S. R. Batliboi & Co. LLP, Statutory Auditors
Ms. Aditi Patnaik – Representative of M/s. Mehta & Mehta, Secretarial Auditors

WELCOME ADDRESS BY COMPANY SECRETARY

Good afternoon all, I Ms. Karishma Jhaveri, Company Secretary, on behalf of Aseem Infrastructure Finance Limited, welcome all of you to the Second Annual General Meeting of the Company.

I introduce you to the members of the Board Mr. V. Chandrasekaran and Ms. Rosemary Sebastian, Independent Directors.

Mr. Virender Pankaj, Chief Executive Officer, Mr. Nilesh Sampat, Chief Financial Officer & Mr. Srinivas Upadhyayula, Head Legal & Compliance Officer of the Company are also present at the Meeting.

Secretarial Auditors and Statutory Auditors are also present at the meeting. The Internal Auditors expressed their inability to attend the Meeting and Members granted exemptions to the Internal Auditors from attending the Meeting.

Mr. V. Chandrasekaran is unanimously elected as the Chairman thereafter requested Ms. Karishma Jhaveri to conduct the proceedings of the meeting.

I confirm that the Meeting is duly constituted in accordance with the Companies Act, 2013, including the rules framed thereunder as well as the Secretarial Standards issued by the Institute of Company Secretaries of India, and the Articles of Association of the Company.

May I request the attendance of all the attendees.

Mr. V. Chandrasekaran - Independent Director

Good afternoon Mr. V Chandrasekaran, attending the meeting from Mumbai

Ms. Rosemary Sebastian – Independent Director

Good afternoon Ms. Rosemary Sebastian, attending the meeting from Thane

Ms. Sona Mutha - Authorised Representative of NIIF Fund II, Member – Mumbai

Good afternoon- Ms. Sona Mutha, attending the meeting from Mumbai

Ms. Ekta Agarwal - nominee of National Investment and Infrastructure Fund II – Delhi

Good afternoon, Ms. Ekta Agarwal attending the meeting from Delhi

Ms. Ritika Khanna - nominee of National Investment and Infrastructure Fund II – Mumbai

Hello, Ms. Ritika Khanna, attending the meeting from Mumbai

Mr. Saurabh Suneja – nominee of National Investment and Infrastructure Fund II – Delhi

Good afternoon, Mr Saurabh Suneja attending the meeting from Delhi.

Ms. Cynthia D'souza - nominee of National Investment and Infrastructure Fund II – Mumbai

Ms. Cynthia D'souza attending the meeting from Mumbai

Mr. Virender Pankaj – Chief Executive Officer

Good afternoon Mr. Virendra Pankaj, attending the meeting from Mumbai

Mr. Nilesh Sampat – Chief Financial Officer

Mr. Nilesh Sampat, attending the meeting from Mumbai

Mr. Srinivas Upadhyayula – Head Legal & Compliance

Mr. Srinivas Upadhyayula, attending the meeting from Mumbai

Ms. Karishma Jhaveri – Company Secretary

Ms. Karishma Jhaveri, attending the meeting from Mumbai

Mr. Ankit Shah - Representative of S. R. Batliboi & Co. LLP, Statutory Auditors

Mr. Ankit Shah, attending the meeting from Mumbai

Ms. Aditi Patnaik – Representative of M/s. Mehta & Mehta, Secretarial Auditors

Ms. Aditi Patnaik, attending the meeting from Mumbai.

Ms. Karishma Jhaveri

I hereby inform Members that the Register of Members, Register of Directors' Shareholding with other Statutory Registers were kept open for inspection by the Shareholders through electronic mode during the continuance of the Meeting.

The Notice along with the Annual Report for the financial period from 1st April, 2020 to 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith along with Notice of this AGM had been sent to the Members on their respective e-mail id registered with the Company through electronic means.

I hereby with the permission of the Members, would take the Notice of convening the Annual General Meeting as read.

The Company circulated the Audited Standalone and Consolidated Financial Statements of the Company for the financial year 31st March, 2021 as per the requirements under the Companies Act, 2013.

The Auditors' Report on the Financial Statements is free from any qualification, so with the permission of Members present it was taken as read.

I hereby invite Members to express their views or ask questions pertaining to the performance of the Company during the period under review or the resolutions placed for approval of Members.

Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2021, comprising of audited Balance Sheet as at that date, audited Profit & Loss Accounts and Cash Flow Statement for the period from 1st April, 2020 to 31st March, 2021 and the schedules, Annexure and Notes thereto together with the Reports of the Auditors (standalone and consolidated) and Board's Report thereon, as an Ordinary Resolution

- a) **RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, comprising of Audited Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and Cash Flow Statement for the financial year from April 1, 2020 to March 31, 2021 including its Schedules and the Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted.
- b) **RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, comprising of Audited Consolidated Balance Sheet as at March 31, 2021, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year from April 1, 2020 to March 31, 2021 including its Schedules and the Notes attached thereto and forming part thereof and the report of the Statutory Auditors thereon be and are hereby received, considered and adopted.

Ms. Sona Mutha

I propose the resolution

Ms. Ekta Agarwal

I second it.

Company Secretary

Resolution of adoption of Annual Accounts is proposed and seconded, now I would like to put the resolution to vote by show of hands. All those in favour may show their hands and say “Yes”. Those who are against the resolution may say “NO”

Ms. Sona Mutha - Yes
Ms. Ekta Agarwal - Yes
Ms. Ritika Khanna - Yes
Mr. Saurabh Suneja – Yes
Ms. Cynthia D’souza - Yes

Company Secretary

All are in favour, hence I declare the resolution approved unanimously

Notice item No. 2

I now take up the resolution with respect to re-appointment of Mr. Surya Prakash Rao Pendyala (DIN 02888802), who is liable to retire by rotation as an Ordinary resolution:

The resolution is

“RESOLVED THAT Mr. Surya Prakash Rao Pendyala (DIN 02888802) who retires under section 152 of the Companies Act, 2013, being eligible, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Ms. Sona Mutha

I propose the resolution

Mr. Saurabh Suneja

I second it

Company Secretary

Resolution with respect to re-appointment of Mr. Surya Prakash Rao Pendyala (DIN 02888802), who is liable to retire by rotation is proposed and seconded, now I would like to put the resolution to vote by show of hands. All those in favour may show their hands and say “Yes”. Those who are against the resolution may say “NO”

Ms. Sona Mutha - Yes
Ms. Ekta Agarwal - Yes
Ms. Ritika Khanna - Yes
Mr. Saurabh Suneja – Yes
Ms. Cynthia D’souza - Yes

Company Secretary

All are in favour, hence I declare the resolution approved unanimously

Notice item No. 3

Resolution for appointment of M/s. B. K. Khare & Co., Chartered Accountants, having FRN 105102W, as the Statutory Auditors of the Company to hold office upto conclusion of the 5th Annual General Meeting as an Ordinary Resolution

The Resolution is :

“**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.”

Ms. Sona Mutha

I propose the resolution

Ms. Ekta Agarwal

I second it.

Company Secretary

Resolution with respect to resolution for appointment of M/s. B. K. Khare & Co., Chartered Accountants, having FRN 105102W, as the Statutory Auditors of the Company to hold office upto conclusion of the 5th Annual General Meeting is proposed and seconded, now I would like to put the resolution to vote by show of hands. All those in favour may show their hands and say “Yes”. Those who are against the resolution may say “NO”

Ms. Sona Mutha - Yes
Ms. Ekta Agarwal - Yes
Ms. Ritika Khanna - Yes
Mr. Saurabh Suneja – Yes
Ms. Cynthia D’souza - Yes

Company Secretary

All are in favour, hence I declare the resolution approved unanimously

May I request any other items that member may like to discuss, Is there any point/other issue on which members may like to ask.

Since there is no other issue raised. I thank you all for your continues support of the Company and for the approving all the business covered in the notice dated August 26, 2021 and look forward to your continued support in future as well. I hereby declare the meeting to be concluded.

Thankyou all

Ms. Jhaveri

I would like to thank all the Directors and Members for attending the meeting and also thank Chairman Sir for presiding over the meeting.