

NOTICE

Notice is hereby given that the (01/2023-24) Extra-ordinary General Meeting of the Members of Aseem Infrastructure Finance Limited (“the Company”) is scheduled to be held on Tuesday, June 06, 2023, at 11:30 A.M. (IST) through Video Conferencing facility, to transact the following Special Businesses:

SPECIAL BUSINESS:

1. **Re-appointment of Mr. V. Chandrasekaran as an Independent Director of the Company for second term of 3 (three) consecutive years commencing from July 22, 2023 to July 21, 2026:**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board, Mr. V. Chandrasekaran (DIN: 03126243), who holds office of Independent Director up to 21st July, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. V. Chandrasekaran’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years commencing from July 22, 2023 to July 21, 2026.

RESOLVED FURTHER THAT any one of the Director or Mr. Virender Pankaj, Chief Executive Officer or Mr. Nilesh Sampat, Chief Financial Officer or Ms. Karishma Jhaveri, Company Secretary of the Company be and hereby severally authorized do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to this resolution.”

2. **Approval for issuance and allotment of secured, unsecured rated, listed/unlisted, non-convertible debentures of the Company within the Board approved borrowing limits of INR 20,000 crore by one year**

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, 71, 179, 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, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other (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,

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

utilization of issue proceeds and all other matters connected therewith and incidental thereto, so that the aggregate amount of such NCDs does not exceed the borrowing limits of 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 of Directors 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.”

3. To approve Related Party Transactions with NIIF Infrastructure Finance Limited for FY 2023-24

To consider, and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, including any amendments, modifications, variations or re-enactments thereof and the Company’s Policy for Related Party Transactions and pursuant to the consent of Audit Committee and Board of Directors, the members do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered at arm’s length basis and in ordinary course of business of the Company), whether by way of contribution(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as for loan transactions including but not limited to buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees, notwithstanding the fact, that all such transactions during the financial year 2023-24, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company’s last audited financial statements or ₹1,000 Crore, whichever is lower, or any other material threshold as may be applicable under law/ regulations from time to time.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company 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 them in the best interest of the Company including filing of necessary E-Forms with Registrar of Companies, Maharashtra, Mumbai in this regard.”

4. To approve Related Party Transactions with Sumitomo Mitsui Banking Corporation for FY 2023-24

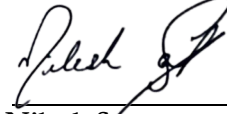
To consider, and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, and the Company’s Policy for Related Party Transactions and pursuant to the consent of Audit Committee and Board of Directors the members do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions entered / to be entered at arm’s length basis and in ordinary course of business of the Company), whether by way of contribution(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as for loan transactions including but not limited to

buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees, notwithstanding the fact, that all such transactions during the financial year 2023-24 with Sumitomo Mitsui Banking Corporation, being related party whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements or ₹1,000 Crore, whichever is lower, or any other material threshold as may be applicable under law/ regulations from time to time.

RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company 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 them in the best interest of the Company including filing of necessary E-Forms with Registrar of Companies, Maharashtra, Mumbai in this regard.”

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



**Nilesh Sampat
Chief Financial Officer**

**Place: Mumbai
Date: 16.05.2023**

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

NOTES:

1. The Ministry of Corporate Affairs has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, General Circular no.10/2021 dated 23rd June, 2021, General Circular no. 20/2021, dated 08.12.2021, General Circular no.11/2022 dated 28.12.2022 read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and such other circulars (collectively, the “said Circulars”) permitted the holding of Extra-Ordinary General Meeting (EGM) without physical attendance of the Members wherein venue is not required and EGM can 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. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circulars 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, Corporate Members are entitled to appoint authorised representatives to attend the EGM through VC facility and participate thereat and cast their votes through show of hands, unless a poll is demanded. Corporate Members may accordingly, send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting to secretarial@aseeminfra.in from their e-mail ID registered with the Company. Accordingly, proxy form and attendance slip are not annexed to this notice.
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 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. 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.
5. Queries proposed to be raised at the EGM may be sent to the Company on secretarial@aseeminfra.in. This will enable the management to compile the relevant information to reply the same in the meeting.
6. 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, Register of Contracts or Arrangements in which Directors are interested is 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 secretarial@aseeminfra.in through their e-mail address registered with the Company.
7. 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 secretarial@aseeminfra.in from their e-mail ID registered with the Company. 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.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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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 secretarial@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 secretarial@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

Item no. 1

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation and shall hold office for a term up to 5 consecutive years on the Board of a Company and shall be eligible for re-appointment for 2nd term of 5 years upon passing of a special resolution.

The re-appointment of Mr. V. Chandrasekaran as an Independent Director for the 1st term of 3 years as mentioned in resolution set out at Item no. 1 was approved by the members of the Company.

The Directors of the Company, based on the recommendation of Nomination and Remuneration Committee had on May 05, 2023, approved the re-appointment of Mr. V. Chandrasekaran as an Independent Director for a 2nd term of 3 years, in succession of his 1st term of 3 years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. V. Chandrasekaran for the office of the Independent Director. Mr. Chandrasekaran has also given a declaration stating that he meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the said Director fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

Copy of draft letters of appointment of Mr. V. Chandrasekaran setting out the terms and conditions of re-appointment are available for inspection by the members at the registered office of the Company during business hours on all working days upto the date of meeting. A brief profile of Mr. V. Chandrasekaran is attached as an exhibit to this notice.

In the opinion of the Board, Mr. Chandrasekaran is a person of integrity, possesses the relevant expertise / experience, fulfils the conditions specified in the Act and the Rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended from time to time, for appointment as Independent Director and that she is independent of the Management of the Company.

The Board recommends the Resolution at Item No. 1 of the Notice for approval by the Members.

Except Mr. V. Chandrasekaran, none of the other 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. 1 of the Notice.

A brief profile of Mr. V. Chandrasekaran along with details as required under the Secretarial Standards - 2 issued by the Institute of the Company Secretaries of India are furnished in exhibit which forms a part of this notice.

Item no. 2

In view of the overall leverage programme of the Company, it is proposed to raise funding through the issuance of secured/unsecured non-convertible debentures (“NCD”) of the Company on a private placement basis upto an amount not exceeding the borrowing limits of 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:

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Particulars of the offer including the date of passing the Board resolution	May 05, 2023
Kinds of securities offered and price at which security is being offered	Non-Convertible Debentures. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the 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).

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It may be noted that the previous Special Resolution was passed by the members at Extraordinary General Meeting held on June 08, 2022, and the period of one year expires on June 07, 2023.

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 the borrowing limits of 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. 2 of the Notice of EGM.

Item no. 3

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”), “Material Related Party Transaction” means any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“Material Related Party Limit”).

Further pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Regulation 23 of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the members of the Company through the Ordinary Resolution.

All material related party transactions shall require prior approval of the shareholders and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. No shareholders’ approval is required for the related party transactions that are not exceeding the limits specified as per the SEBI Listing Regulations with regard to the material related party transactions and can be undertaken with the approval of the Audit Committee.

SEBI vide its circular dated November 22, 2021 read with March 30, 2022 and April 8,2022 had prescribed the information to be placed before the audit committee and the shareholders for consideration for material RPTs. The required disclosures are as under:

Particulars	FY 2023-24
Name of the Related Party	NIIF Infrastructure Finance Limited
Name of the Director or Key Managerial Personnel who is related, if any;	Except Mr. Prakash Rao and Mr. Rajiv Dhar, none of the Directors, KMP and / or their relatives, is / are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned to the extent of their shareholding in the Company (as per definition of RBI).
Nature of Relationship;	Investee Company

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Nature, material terms, monetary value and particulars of the contract or arrangements;	Loan transactions in ordinary course of business at arm's length with related party including but not limited to buying of loan assets, sale of loan assets, joint participation, syndication and sharing of processing fees. Price and terms as approved by the Credit Committee during sanction/approval of loan for cumulative transaction value of up to INR. 3,000 Crore (Rupees Three Thousand Crores only).
Tenure of the proposed transaction (particular tenure shall be specified).	In terms of omnibus approval obtained from the Audit Committee, the said transaction may be undertaken in FY 2023-24
Justification for why the proposed transaction is in the interest of the Company	To provide total financing solution to borrowers by joint participation by both entities.
Details of source of funds in connection with the proposed transaction	Market Borrowings.
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable.
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security	Transactions proposed to be entered will be at arm's length basis and in the ordinary course of business.
If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the listed entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered email address of the shareholders;	Purchase or sale of loan assets between entities will happen at arm's length basis at prevalent market practice of such transactions.
Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable, as the amounts cannot be determined.

Your Board of Directors recommends passing of the resolution contained in Item No. 3 of the accompanying Notice as an ordinary resolution.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution except Mr. Prakash Rao and Mr. Rajiv Dhar.

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The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transaction or not), shall not vote to approve resolution under this Item.

Item No. 4

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”), “Material Related Party Transaction” means any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“Material Related Party Limit”). The Company being high value debt listed entity mandates Regulation 23 of SEBI LODR as applicable for the Company.

Further pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Regulation 23 of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the members of the Company through the Ordinary Resolution.

All material related party transactions shall require prior approval of the shareholders and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. No shareholders’ approval is required for the related party transactions that are not exceeding the limits specified as per the SEBI Listing Regulations with regard to the material related party transactions and can be undertaken with the approval of the Audit Committee.

SEBI vide its circular dated November 22, 2021 read with March 30, 2022 and April 8,2022 had prescribed the information to be placed before the audit committee and the shareholders for consideration for material RPTs. The required disclosures are as under:

Particulars	FY 2023-24
Name of the Related Party	Sumitomo Mitsui Banking Corporation
Name of the Director or Key Managerial Personnel who is related, if any;	None of the Directors, KMP and / or their relatives, is / are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned to the extent of their shareholding in the company (as per definition of RBI).
Nature of Relationship;	Shareholder
Nature, material terms, monetary value and particulars of the contract or arrangements;	Loan transactions in ordinary course of business at arm’s length with related party including but not limited to buying/ sale of loan assets, joint participation and syndication. Pricing and terms at arm’s length as approved by the Credit Committee during sanction / approval of loan for a cumulative transaction value upto Rs. 1,500 crores (Rupees One Thousand Five Hundred crores).

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	<p>Borrowing Transactions in ordinary course of business at arm's length with related party including non-fund-based facilities and working capital exposures.</p> <p>Pricing and terms at arm's length as approved by the Board / Board Committee/ Shareholders during sanction / approval of loan for a cumulative transaction value upto Rs. 1000 crores (Rupees One Thousand crores).</p>
	<p>Maintaining fixed deposits with related party in ordinary course of business at arm's length and within the limit allowed under Investment Policy.</p> <p>Pricing and terms at arm's length as approved by the Board / Board Committee/ Shareholders during approval of investment in fixed deposits for a maximum outstanding value upto Rs. 250 crores (Rupees Two Hundred and Fifty crores).</p>
Tenure of the proposed transaction (particular tenure shall be specified).	In terms of omnibus approval obtained from the Audit Committee, the said transaction may be undertaken in FY 2023-24
Justification for why the proposed transaction is in the interest of the Company	To provide total financing solution to borrowers by joint participation by both entities.
Details of source of funds in connection with the proposed transaction	Market Borrowings
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable.
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, nature of security	Transactions proposed to be entered will be at arm's length basis and in the ordinary course of business.
If the transaction relates to any loans, intercorporate deposits, advances, or investments made or given by the listed entity or its subsidiary, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be through the registered email address of the shareholders;	The proposed transactions between entities will happen at arm's length basis at prevalent market practice of such transactions.
Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable, as the amounts cannot be determined.

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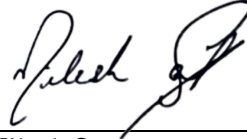
Your Board of Directors recommends passing of the resolution contained in Item No. 4 of the accompanying Notice as an ordinary resolution.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transaction or not), shall not vote to approve resolution under this Item.

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



Nilesh Sampat
Chief Financial Officer

Place: Mumbai
Date: 16.05.2023

Disclosure pertaining to Director proposed to be re-appointed at the forthcoming Extra-ordinary General Meeting:

Name	Mr. V. Chandrasekaran
Date of Birth	10/11/1957
Age	65 years
Date of first appointment on the Board	22/07/2020
Qualification	Qualified Chartered Accountant
Expertise in specific functional areas	Has more than 3 decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment, with adequate exposure to a gamut of Investments and involved in Investment Monitoring & Accounting and Investment Research and Risk Management. The 3 decades of managerial experience is supported by academic and professional background as a Fellow Member of Institute of Chartered Accountants of India.
Terms and conditions of Re-appointment	Not liable to retire by rotation
Remuneration sought to be Paid	*NIL
Remuneration last drawn (FY22-23)	\$NIL
List of other Companies in which he holds Directorship	<ol style="list-style-type: none"> 1. Tamilnadu Newsprint & Papers Limited 2. CARE Ratings Limited 3. Tata Investment Corporation Limited 4. Aditya Birla Renewables SPV 1 Limited 5. Aditya Birla Housing Finance Limited 6. Life Insurance Corporation (International) B S C Bahrain 7. Waacox Energy Private Limited 8. Grasim Industries Limited 9. HDFC Capital Advisors Limited
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a director	<ol style="list-style-type: none"> 1. <u>Tamilnadu Newsprint & Papers Limited</u> <ul style="list-style-type: none"> • Audit Committee – Chairman 2. <u>Aditya Birla Housing Finance Limited</u> <ul style="list-style-type: none"> • Audit Committee – Chairman 3. <u>Aditya Birla Renewables SPV 1 Limited</u> <ul style="list-style-type: none"> • Audit Committee – Chairman 4. <u>Tata Investment Corporation Limited</u> <ul style="list-style-type: none"> • Stakeholders Relationship Committee – Member 5. <u>Grasim Industries Ltd</u> <ul style="list-style-type: none"> • Audit Committee – Member 6. <u>Life Insurance Corporation (International) B S C Bahrain</u> <ul style="list-style-type: none"> • Audit Committee – Member

ASEEM INFRASTRUCTURE FINANCE LIMITED

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CIN: U65990MH2019PLC325794 | **Phone:** +91- 022 68591350 | **Website:** www.aseeminfra.in

#No. of Meetings attended during FY2022-23	5/5
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 31/03/2023)	NIL

* Except Sitting fees, no other remuneration is sought to be paid to the Independent Director.

\$ Sitting fees amounting to INR 9,00,000/- was paid to the Independent Director during the FY 2022-23.

#No. of Board Meetings attended during the FY 2022-23.

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