

April 19, 2022

To,

The National Stock Exchange of India Limited

Listing Department, Wholesale Debt Market
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai- 400 051

Subject: Submission of Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the quarterly, financial & half year ended Compliance Report on Corporate Governance in the format prescribed by SEBI - Annexure I, II & IV - respectively for the fourth quarter and financial year ended March 31, 2022.

Request you to take this information on your records.

For Aseem Infrastructure Finance Limited

Karishma
Pranav
Jhaveri

Digitally signed
by Karishma
Pranav Jhaveri

Karishma Jhaveri
Company Secretary

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

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Aseem Infrastructure Finance Limited
2. Quarter ending March 2022

I. Composition of Board of Directors												
T i t l e (M r ./ M s)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appoi nt ment	Date of Re- app oint me nt	D a t e o f C e s s a t i o n	T e n u r e *	Date of Birth	No. Of directo rship in listed entities includ ing this listed entity [in referen ce to Regula tion 17A(1)]	No of Indepen dent Directors hip in listed entities includ ing this listed entity [in referenc e to proviso to regul ation 17A(1)]	Number of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surya Prakash Rao Pendyala	DIN: 02888802	Non- Executive Director- Chairperson	23.05.2019	23.05.2019	-	-	23.11.1958	0	0	2	0
Mr.	Rajiv Dhar	DIN: 00073997	Non- Executive Director	23.05.2019	23.05.2019	-	-	18.08.1961	0	0	3	0
Mr.	Saurabh Jain	DIN: 02052518	Non- Executive Director	23.05.2019	23.05.2019	-	-	24.07.1976	0	0	1	0
Mr.	Venkatadri Chandrasekaran	DIN: 03126243	Non- Executive - Independent -Director	22.07.2020	30.09.2020	-	21	11.10.1957	4	3	5	6
Ms.	Rosemary Sebastian	DIN: 07938489	Non- Executive - Independent	16.09.2020	30.09.2020	-	19	05.05.1959	0	0	2	1

			Director									
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO - No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee*	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	12.01.2021	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Saurabh Jain	Non-Executive Director	16.09.2020	-
*Mr. V Chandrasekaran was appointed as the Chairperson of the Committee as on 12.01.2021, prior to which the Committee was chaired by Ms. Rosemary Sebastian.					
2. Nomination & Remuneration Committee	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	16.09.2020	-
		Ms. Rosemary Sebastian	Non-Executive - Independent Director	16.09.2020	-
		Mr. Prakash Rao	Non-Executive Director	16.09.2020	-
		Mr. Rajiv Dhar	Non-Executive Director	16.09.2020	-
3. Risk Management Committee*	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	26.08.2021	-
		Mr. Rajiv Dhar	Non-Executive Director	24.03.2020	-
		Mr. Prakash Rao	Non-Executive Director	24.03.2020	-
*Mr. V Chandrasekaran was appointed as the Chairperson of the Committee as on 26.08.2021, prior to which the Committee was chaired by Mr. Prakash Rao.					

4. Stakeholders Relationship Committee'	Yes	Mr. V Chandrasekaran	Non-Executive - Independent Director-Chairperson	04.02.2022	-
		Mr. Rajiv Dhar	Non-Executive Director	04.02.2022	-
		Mr. Prakash Rao	Non-Executive Director	04.02.2022	-

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
		Yes / No			
16.11.2021	-	Yes	5	2	0
02.12.2021	-	Yes	5	2	17
-	04.02.2022	Yes	5	2	65
-	25.02.2022	Yes	5	2	22
-	28.03.2022	Yes	5	2	32

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes / No				

Audit Committee

-	Yes	3	2	15.11.2021	0
04.02.2022	Yes	3	2	-	82

Risk Management Committee

-	-	3	1	23.12.2021	0
31.03.2022	Yes	3	1	-	99

Stakeholders Relationship Committee	
NIL	
Nomination & Remuneration Committee	
NIL	
<p>* <i>This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> **<i>to be filled in only for the current quarter meetings</i></p>	
V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	refer note below Yes

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 1. *The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. \$Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015. 4. #The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. 	
<p>Notes:</p> <p>*\$# The Company became a high value debt listed entity on January 05, 2022, and therefore the Company needs to comply with regulations 16 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) by July 04, 2022.</p> <p>Hence, the Company shall ensure compliance with regulations 16 to 27 of SEBI Regulations by July 04, 2022</p>	
<p>Name of Signatory: Karishma Jhaveri</p> <p><small>Karishma Jhaveri Digitally signed by Karishma Pranav Jhaveri</small></p>	
<p>Designation of person: Company Secretary</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	NA	Regulation 46(2) is not applicable to high value debt listed entity.
b) Terms and conditions of appointment of independent directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
c) Composition of various committees of board of directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
d) Code of conduct of board of directors and senior management personnel	NA	Regulation 46(2) is not applicable to high value debt listed entity.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	NA	Regulation 46(2) is not applicable to high value debt listed entity.
f) Criteria of making payments to non-executive directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
g) Policy on dealing with related party transactions	NA	Regulation 46(2) is not applicable to high value debt listed entity.
h) Policy for determining 'material' subsidiaries	NA	Regulation 46(2) is not applicable to high value debt listed entity.
i) Details of familiarization programmes imparted to independent directors	NA	Regulation 46(2) is not applicable to high value debt listed entity.
j) Email address for grievance redressal and other relevant details	NA	Regulation 46(2) is not applicable to high value debt listed entity.
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NA	Regulation 46(2) is not applicable to high value debt listed entity.
l) Financial results	NA	Regulation 46(2) is not applicable to high value debt listed entity.
m) Shareholding pattern	NA	Regulation 46(2) is not

		applicable to high value debt listed entity.
n) Details of agreements entered into with the media companies and/or their associates	NA	Regulation 46(2) is not applicable to high value debt listed entity.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Regulation 46(2) is not applicable to high value debt listed entity.
p) New name and the old name of the listed entity	NA	Regulation 46(2) is not applicable to high value debt listed entity.
q) Advertisements as per regulation 47 (1)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	Regulation 46(2) is not applicable to high value debt listed entity.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Regulation 46(2) is not applicable to high value debt listed entity.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	Regulation 46(2) is not applicable to high value debt listed entity.
b) Materiality Policy as per Regulation 30	NA	Regulation 30 is not applicable to high value debt listed entity.
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43(A) is not applicable to high value debt listed entity.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	*NA
<i>Meeting of board of directors</i>	<i>17(2)</i>	Yes
<i>Quorum of board meeting</i>	<i>17(2A)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for Appointments</i>	<i>17(4)</i>	*NA
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes
<i>Recommendation of board</i>	<i>17(11)</i>	Yes
<i>Maximum number of directorship</i>	<i>17A</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of Nomination & Remuneration Committee</i>	<i>19(1) & (2)</i>	*NA
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	<i>19(3A)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	<i>20 (3A)</i>	*NA

<i>Composition and role of Risk Management Committee</i>	<i>21(1),(2),(3),(4)</i>	Yes
<i>Meeting of Risk Management Committee</i>	<i>21(3A)</i>	Yes
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) & (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes
<i>Approval for material related party Transactions</i>	<i>23(4)</i>	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	#NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	#NA
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Yes
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	*NA
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes
<i>Directors and Officers insurance</i>	<i>25(10)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Omitted
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes
<p># The Company does not have any subsidiary. * The Company became a High value debt listed entity on January 05, 2022 and therefore the Company needs to comply with regulations 16 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) by July 04, 2022. Hence, the Company shall ensure compliance with regulations 16 to 27 of SEBI Regulations by July 04, 2022.</p>		

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **Not Applicable**

Name of Signatory: Karishma Jhaveri

Karishma
Pranav
Jhaveri

Digitally signed
By Karishma
Pranav Jhaveri

Designation of person: Company Secretary

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. ^{refer note below}			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL

KMPs or any other entity controlled by them	NA	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

Name: Nilesh Sampat

NILESH
TULSIDAS
SAMPAT

Digitally signed by NILESH
TULSIDAS SAMPAT
Date: 2022.04.19 16:26:43
+05'30'

Designation: CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..



National Stock Exchange Of India Limited

Date of

19-Apr-2022

NSE Acknowledgement

Symbol:-	
Name of the Company: -	Aseem Infrastructure Finance Limited
Submission Type:-	Announcements
Short Description:-	Updates
Date of Submission:-	19-Apr-2022 05:23:41 PM
NEAPS App. No:-	2022/Apr/1277/1277

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