

## ASEEM INFRASTRUCTURE FINANCE LIMITED

**Registered Office:** Hindustan Times House, 3<sup>rd</sup> Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001

**Corporate Office:** 907, 9<sup>th</sup> Floor, Godrej BKC, Avenue 3, G Block,  
Bandra Kurla Complex, Bandra East, Mumbai - 400051

**CIN:** U65990DL2019PLC437821 | **Website:** www.aseeminfra.in

**E-mail:** secretarial@aseeminfra.in | **Phone:** +91 22 69631000

### Notice of 6<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 6<sup>th</sup> Annual General Meeting ("AGM") of the Members of **Aseem Infrastructure Finance Limited** ("the Company") will be held **on Wednesday, September 17, 2025, at 11:30 a.m. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following:

#### ORDINARY BUSINESS:

##### 1. Adoption of Annual Audited Financial Statements and Reports thereon

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted;

**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Statutory Auditors thereon be and are hereby received, considered and adopted."

##### 2. Declaration of Dividend on Equity Shares

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

**"RESOLVED THAT** as recommended by the Board of Directors, a dividend at the rate of Rs. 0.05 per Equity Share of the Company for the financial year ended March 31, 2025, be and is hereby declared and the said dividend be paid out of the profits of the Company to the eligible Members."

##### 3. Re-appointment of Mr. Nilesh Shrivastava (DIN: 09632942), who retires by rotation as a Director

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, Mr. Nilesh Shrivastava (DIN: 09632942) who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive, Nominee Director of the Company, liable to retire by rotation."

##### 4. Appointment of M/s. Singhi & Co., Chartered Accountants (FRN: 302049E) as the Joint Statutory Auditors of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by Reserve Bank of India and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) (including any statutory modifications or re-enactments in any of the above for the time being in force) and pursuant to Company's Policy on Appointment of Statutory Auditors and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Singhi & Co., Chartered Accountants (FRN: 302049E) be and is

hereby appointed as the Joint Statutory Auditors of the Company to hold the office for a continuous period of 3 years from the conclusion of this 6<sup>th</sup> Annual General Meeting until the conclusion of the 9<sup>th</sup> Annual General Meeting of the Company, at such remuneration, taxes and out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted or to be constituted to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

**5. Appointment of M/s. V. C. Shah & Co., Chartered Accountants (FRN: 109818W) as the Joint Statutory Auditors of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by Reserve Bank of India and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) (including any statutory modifications or re-enactments in any of the above for the time being in force) and pursuant to Company’s Policy on Appointment of Statutory Auditors and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. V. C. Shah & Co., Chartered Accountants (FRN: 109818W) be and is hereby appointed as the Joint Statutory Auditors of the Company to hold office for a continuous period of 3 years from the conclusion of this 6<sup>th</sup> Annual General Meeting until the conclusion of the 9<sup>th</sup> Annual General Meeting of the Company, at such remuneration, taxes and out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted or to be constituted to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

**SPECIAL BUSINESS:**

**6. Appointment of Dr. Ashima Goyal (DIN: 00233635) as an Independent Director of the Company and approval for payment of remuneration in the form of commission to her**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Ashima Goyal (DIN: 00233635) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 15, 2025 in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof), the appointment of Dr. Ashima Goyal (DIN: 00233635) as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 consecutive years from September 15, 2025 to September 14, 2028, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of Sections 149, 197, 198 and other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI Listing Regulations, and

other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) read with the Remuneration Policy and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Dr. Ashima Goyal from September 15, 2025, onwards, for her tenure as Independent Director of the Company;

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted or to be constituted to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

**7. Increase in Borrowing Limits from the existing Rs. 20,000 Crore to Rs. 30,000 Crore 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** in supersession of the special resolution passed by the Members of the Company at the Extra-ordinary general meeting held on June 8, 2022 and pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Rules framed thereunder, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) (including any statutory modifications or re-enactments in any of the above for the time being in force), the approval 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 constituted or to be constituted, to exercise the powers conferred on the Board 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, sub-ordinated 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 financial companies, mutual funds, corporates, foreign body corporates, multilateral financial institutions, foreign financial institutions, or any entities or persons etc., on such terms and conditions as the Board at its sole discretion may deem fit, upto a limit not exceeding an aggregate of outstanding amount of Rs. 30,000 Crore (Rupees Thirty Thousand Crore only) (excluding any interest/ additional interest/default interest on such borrowings) notwithstanding that the amount of 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) and remaining outstanding may exceed, at any time, the aggregate 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 be and is hereby severally authorised to approve, finalise, modify, settle and execute such deeds, writings, papers, agreements or any other documents, 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 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 the Company or to any Director(s) or officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

## **8. 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** in supersession of the special resolution passed by the Members of the Company at the Extra-ordinary general meeting held on June 8, 2022 and pursuant to the provisions of Section 180 (1)(a) of the Companies Act 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Rules framed thereunder, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other applicable laws, if any, including the rules, directions, guidelines, issued by regulator(s) (including any statutory modifications or re-enactments in any of the above for the time being in force), the approval 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 constituted or to be constituted, to exercise the powers conferred on the Board by this Resolution) to hypothecate/ mortgage/pledge and/or create charge (including creation / perfection / modification thereof) and/or creating security interest of any nature and kind whatsoever and in such form and manner and on such terms and at such time(s) as the Board may deem fit, on all or any of the immovable and/or movable properties of the Company including receivables, 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 or their subsidiaries, Public Sector Banks, Private Sector Banks, Mutual Funds, trustees for the holders of Debentures / Bonds/ other instruments / securities whereby fully or partly paid, or any other companies or bodies corporate or persons or investors or lenders (hereinafter referred to as ‘lending agencies’), to secure any amount of any nature whatsoever including any amount borrowed by the Company or any third party from time to time including 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, not exceeding Rs. 30,000 Crore (Rupees Thirty Thousand Crore only);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorised to approve, finalise, modify, settle and execute such deeds, writings, papers, agreements or any other documents, 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 any action be undertaken by the Company pursuant to the above resolution;

**RESOLVED FURTHER THAT** the Board 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 the Company or to any Director(s) or officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

**Naveen Manghani  
Company Secretary &  
SVP - Compliance**

Place: Mumbai  
Date: August 25, 2025



**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 June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021, dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023, dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, SEBI by Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars, if any (collectively, the "said Circulars") has permitted the holding of AGM without physical attendance of the Members wherein venue is not required and AGM can be held through VC/OAVM. Hence, Members can attend and participate in this AGM through VC/OAVM. The deemed venue for the AGM shall be the Corporate Office of the Company.
2. Notice and the Annual Report for the financial year 2024-25 have been uploaded on the website of the Company at [www.aseeminfra.in](http://www.aseeminfra.in).
3. Since this AGM is being held pursuant to the said Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Accordingly, the Route Map is also not annexed in this Notice.
4. Facility for joining AGM shall be made available from 11:15 a.m. (15 minutes prior to AGM) and shall remain open up to 11:45 a.m. (15 minutes after commencement). The Members can join the AGM through VC/OAVM by following the procedure mentioned in this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
6. Body Corporate, a Member of the Company, is entitled to appoint its authorised representatives to attend the AGM through VC/OAVM. Accordingly, Corporate Members are requested to e-mail a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the AGM to [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) from their registered e-mail ID.
7. The record date for the purpose of payment of dividend will be September 12, 2025 ("Record Date").
8. The dividend, if declared at the AGM, will be paid within 30 days of the date of the AGM.
9. The Explanatory Statement required to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith. It also includes brief profile along with requisite information of the directors seeking appointment / re-appointment at this AGM, as required under the Secretarial Standard-2 and other applicable laws.
10. Queries proposed to be raised at the AGM may be sent to the Company via e-mail on [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in). This will enable the Company to compile the relevant information to reply the same in the AGM.
11. All the relevant documents referred to in this AGM Notice and Explanatory Statement including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and other documents shall be made available to the Members from whom request is received on [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) through their e-mail ID registered with the Company.
12. If voting by Poll is demanded, Members are requested to communicate their vote to [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) from their e-mail ID registered with the Company.

**Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC via Microsoft Teams Meeting. The link for VC will be shared by the Company via e-mail.
2. Members are requested to click on the VC link and join and participate in the Meeting, details of which will be provided separately.
3. Members are encouraged to join the Meeting through laptop for better experience.
4. Members will be required to switch on their camera and use internet with a good speed to avoid any disturbance during the Meeting.

5. Please note that participants connecting through mobile data may experience audio/video loss due to fluctuation or low bandwidth in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any kind of aforesaid glitches.
6. In case of any assistance required before or during the Meeting, you may contact the Company Secretary, Mr. Naveen Manghani at [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) or at +91 22 69631000.

**Instructions for Members for voting:**

The Chairperson may decide to conduct voting at AGM by show of hands, unless a demand for poll is made at the Meeting. Members can convey their vote by sending e-mail on [secretarial@aseeminfra.in](mailto:secretarial@aseeminfra.in) if poll is demanded by any Member in accordance with the provisions of Section 109 of the Act.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 4 and 5**

The Members are hereby informed that M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration Number (FRN): 105146W/W100621) ("KKC"), had tendered their resignation and ceased to be as the Statutory Auditors of the Company effective from the close of business hours on August 07, 2025. To fill the resultant casual vacancy, the Members at the Extra-ordinary General Meeting ("EGM") held on June 10, 2025, had approved the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E) ("M/s. Singhi & Co.") as the Statutory Auditors of the Company effective from August 08, 2025 until the conclusion of this 6<sup>th</sup> Annual General Meeting (AGM) of the Company.

As the asset size of the Company has exceeded Rs. 15,000 Crore as at the end of FY 2024-25, pursuant to the RBI's 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated April 27, 2021 (the "RBI Guidelines"), the Company is required to appoint Joint Statutory Auditors.

In view of the above and based on the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on May 09, 2025, it is proposed to appoint M/s. Singhi & Co. and M/s. V. C. Shah & Co., Chartered Accountants (Firm Registration Number: 109818W) ("M/s. V. C. Shah & Co.") as the Joint Statutory Auditors of the Company for a continuous period of 3 (three) years, commencing from the conclusion of this 6<sup>th</sup> AGM until the conclusion of the 9<sup>th</sup> AGM of the Company, at such remuneration, taxes and out-of-pocket expenses, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time.

M/s. Singhi & Co is the Indian member of Moore Global, one of the world's leading networks of independently owned and managed accounting and business advisory firms, committed to provide exceptional client service. They are also registered with Public Company Accounting Oversight Boards, USA and are a member of the Forum of Firms for Audit Quality. For the last eight decades, they have been consistently providing high quality services in the fields of assurance, corporate finance, valuation, risk and internal audit, insolvency and bankruptcy code, forensics, outsourcing and management consulting, tax and cross border advisory and ESG.

M/s. V. C. Shah & Co. is a Chartered Accountant Firm established in 1969 by Mr. V. C. Shah. They have been serving clients for over five decades. Presently led by around six partners, supported by approximately more than 30 qualified professionals along with a cohort of articles and other staff. They offer a comprehensive suite of services, including Audit & Assurance, Advisory, Consultancy, Taxation (Direct & Indirect), System Audits and specialized corporate services. M/s V. C. Shah & Co. has catered to various reputed banks and NBFCs as statutory auditors currently and in the past. They are also empanelled with various regulatory bodies. They have an established client base in various BFSI segment, serving both private and public sector entities across industries such as banking, Broking, PSU, Finance companies, Manufacturing, IT, Real Estate, etc.

The requisite consent and eligibility certificates, as required under the provisions of the Companies Act, 2013, Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and the RBI Guidelines with regard to the aforesaid appointments have been received from M/s. Singhi & Co and M/s. V. C. Shah & Co., respectively.

Accordingly, the Board of Directors of the Company, recommends the Ordinary Resolutions as set out at Item Nos. 4 and 5 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Persons or their relatives, are in any way concerned or interested, financially or otherwise in the resolutions set out at Item nos. 4 and 5 of this Notice.

**Item No. 6**

Based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on August 25, 2025, appointed Dr. Ashima Goyal (DIN: 00233635) as an Additional Director in the category of Independent Director of the Company with effect from September 15, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Dr. Ashima Goyal (DIN: 00233635) for the office of Director of the Company. Dr. Goyal has conveyed her consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Dr. Goyal.

The Board of Directors at its meeting held on August 25, 2025, as per the recommendations of the NRC also appointed Dr. Ashima Goyal as an Independent Director, not liable to retire by rotation, for a period of 3 consecutive years from September 15, 2025 to September 14, 2028, subject to the approval by the Members of the Company. She has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, the appointment of Dr. Ashima Goyal as an Independent Director of the Company would be in the interest of the Company taking into consideration her knowledge, background and vast experience. Dr. Ashima Goyal also fulfils the identified core skills / expertise / competencies required for appointment as a Director of the Company and is independent of the management.

A brief profile of Dr. Ashima Goyal (DIN: 00233635) along with requisite information as required under the Secretarial Standard-2 and other applicable laws is annexed hereto, and forms a part of this Notice.

Copies of the documents furnished by Dr. Ashima Goyal (DIN: 00233635) in connection with her appointment as an Independent Director of the Company including the draft appointment letter are available for inspection of Members till the date of ensuing AGM of the Company.

As per the provisions of the Act and SEBI Listing Regulations, the approval of the Members is being sought for the appointment of Dr. Ashima Goyal as a Director and Independent Director of the Company.

Further, based on the recommendation of the NRC and the Board of Directors of the Company, it is proposed to pay remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Dr. Ashima Goyal for her tenure as Independent Director of the Company, in addition to the sitting fees payable by the Company for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings. Pursuant to the provisions of SEBI Listing Regulations and other applicable laws, approval of the Members of the Company is required for payment of the above proposed commission to the Independent Director.

Accordingly, the Board of Directors of the Company, recommends the Special Resolution as set out at Item No. 6 of this Notice, for the approval of the Members.

Except Dr. Ashima Goyal, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item no. 6 of this Notice.



**Item Nos. 7 and 8**

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 as well as the limits for creation of charge/security on the assets of the Company etc. from the present limit of Rs. 20,000 Crore to Rs. 30,000 Crore. In this regard, the Board of Directors at its Meeting held on August 07, 2025, had approved the above proposed increase in the limits, subject to the approval of the Members of the Company under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("the Act").

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), in the excess of the paid-up capital and free reserves of the Company, only if the same is approved by the Members of the Company by way of a Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Act, the Board of Directors can 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, only with the consent of the Members of the Company.

In view of the above, the approval of the Members is being sought by means of Special Resolutions as set out at Item Nos. 7 and 8 of this Notice. Both the resolutions at Item Nos. 7 and 8 of this Notice are accordingly recommended by the Board of Directors of the Company for the approval of the Members by way of Special Resolutions.

None of the Directors, Key Managerial Persons or their relatives, are in any way concerned or interested, financially or otherwise in the resolutions set out at Item nos. 7 and 8 of this Notice.

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

**Naveen Manghani  
Company Secretary &  
SVP - Compliance**

Place: Mumbai  
Date: August 25, 2025

**Additional Information with respect to Item Nos. 3 and 6 pursuant to Secretarial Standard - 2**

Name	<b>Mr. Nilesh Shrivastava (DIN: 09632942)</b>	<b>Dr. Ashima Goyal (DIN: 00233635)</b>
Date of Birth	October 01, 1973	August 13, 1955
Age	51 years	70 years
Date of first appointment on the Board	February 02, 2024	September 15, 2025
Qualifications	MBA (Indian Institute of Management, Kolkata), B. Tech. (Comp. Sc & Engineering - Lucknow University), Chartered Associate IIB (CAIIB)	M.A., M. Phil and Ph.D.
Experience / Expertise in specific functional areas	<p>Mr. Nilesh Shrivastava has an extensive experience of over 25 years in financial services sector investing and working with several banks and NBFCs in India as well as several other South Asian countries. Specifically for infrastructure financing, have been an investor and lender to multiple infrastructure financing companies in India.</p> <p>He started his journey with International Finance Corporation (IFC), the private sector investing arm of World Bank Group, in the financial institutions group where he led investments in India, Sri Lanka and Bangladesh for close to 14 years. He then moved to be the Portfolio Manager for IFC where he was responsible for leading the financial sector investments portfolio of over USD 4 billion in the South Asia market. With expertise in large scale transformations of microfinance companies into small finance banks, early forays in affordable housing finance and working with infrastructure finance companies. He has worked on investments across early stage and mature banks, NBFCs and other financial institutions during his tenure at IFC. Prior to joining IFC in 2005, Nilesh worked with HSBC, India in different roles including in corporate and retail banking.</p>	<p>Dr. Ashima Goyal is an M.A. and M. Phil from Delhi School of Economics and has a Ph.D. from Bombay University with a thesis titled 'The Short-Run Behaviour of the Indian Economy and its Implications for Long-run growth'. Professor Emeritus at Indira Gandhi Institute of Development Research, she is widely published in institutional and open economy macroeconomics, international finance and governance. Dr. Goyal is active in the Indian policy debate; and has served on several government committees including the Prime Minister's Economic Advisory Council, India's Monetary Policy Committee and the RBI technical advisory committee for monetary policy, boards of journals and educational and financial institutions. She was a visiting fellow at the Economic Growth Centre, Yale University, USA, and a Fulbright Senior Research Fellow at Claremont Graduate University, USA. Her research has received national and international awards.</p>

Terms and conditions of appointment	The Members of the Company at their Extraordinary General Meeting held on March 27, 2024, approved the appointment of Mr. Nilesh Shrivastava as a Non-Executive, Nominee Director of the Company. He is liable to retire by rotation under the provisions of the Companies Act, 2013.	Not liable to retire by rotation
Remuneration sought to be paid	Nil	Remuneration in the form of commission of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum to Dr. Ashima Goyal for her tenure as Independent Director of the Company, in addition to the sitting fees payable by the Company for attending the meetings of the Board or Committees thereof as approved by the Board of Directors from time to time and reimbursement of expenses, if any incurred for attending the Board or Committee meetings.
Remuneration last drawn (FY 2024-25)	Nil	Not Applicable
List of other companies in which he/she holds Directorship	NIIF Infrastructure Finance Limited	Procter & Gamble Hygiene and Health Care Limited, SBI General Insurance Company Limited, Edelweiss Financial Services Limited and Edelweiss Asset Management Limited
Chairperson/ Member of Committees of the Board of other companies in which he/she is a director	<u>NIIF Infrastructure Finance Limited</u> <ul style="list-style-type: none"> <li>• Risk Management Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Member</li> </ul>	<u>Edelweiss Financial Services Limited</u> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> <u>SBI General Insurance Company Limited</u> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee - Chairperson</li> <li>• Corporate Social Responsibility - Chairperson</li> <li>• Audit Committee - Member</li> <li>• Risk Management Committee - Member</li> <li>• Investment Committee - Member</li> </ul>
No. of Board Meetings attended during FY 2024-25	7/8	Not Applicable
Relationship with other Director/s, Manager and Key Managerial Personnel (KMP)	Nil	Nil
Equity shares held in the Company (as on 31/03/2025)	Nil	Nil