

## **NOTICE**

Shorter Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of **AYE FINANCE LIMITED (FORMERLY KNOWN AS AYE FINANCE PRIVATE LIMITED)** will be held on **Friday, January 30, 2026 at 5:30 P.M. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Mode (“OAVM”) and shall be deemed to be held at the Corporate Office of the Company at Unit No. 701-711, 7<sup>th</sup> Floor, Unitech Commercial Tower-2, Sector-45, Arya Samaj Road, Gurugram-122003, Haryana, India to transact the following businesses:

### **SPECIAL BUSINESSES:**

#### **1. APPROVAL FOR AMENDMENT IN THE AYE FINANCE EMPLOYEE STOCK OPTION PLAN 2020**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to other approvals, permissions and sanctions as may be necessary and on recommendation of Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the shareholders be and is hereby accorded to amend the Aye Finance Employee Stock Option Plan 2020 (“**ESOP 2020**”) by incorporating/amending clause related to maximum number of options to be granted including such other consequential, clarificatory and ancillary amendments as may be necessary to fully align ESOP 2020 with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”).

**RESOLVED FURTHER THAT** all grants made under ESOP 2020 prior to the date of this resolution shall be deemed to have been made under Clause 3.2 (as substituted) and shall stand ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the “**Board**”, which term shall deemed to include the Nomination and Remuneration Committee authorized by the Board to exercise its powers) and such other persons as may be authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters, and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/applications with the regulatory authorities to give effect to this resolution.”

#### **2. APPROVAL FOR AMENDMENT IN THE AYE FINANCE EMPLOYEE STOCK OPTION PLAN 2024**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to other approvals, permissions and sanctions as may be necessary and on recommendation of Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the shareholders be and is hereby accorded to amend the Aye Finance Employee Stock Option Plan 2024 (“**ESOP 2024**”) by incorporating/amending clause related to maximum number of options to be granted including such other consequential, clarificatory and ancillary amendments as may be necessary to fully align ESOP 2024 with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”).

**RESOLVED FURTHER THAT** all grants made under ESOP 2024 prior to the date of this resolution shall be deemed to have been made under Clause 3.2 (as substituted) and shall stand ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the “**Board**”, which term shall deemed to include the Nomination and Remuneration Committee authorized by the Board to exercise its powers) and such other persons as may be authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters, and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/applications with the regulatory authorities to give effect to this resolution.”

### **3. APPROVAL FOR DISCONTINUATION OF FURTHER TRANSFERS OF LAPSED OPTIONS FROM ESOP 2016 TO ESOP 2020**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to other approvals, permissions and sanctions as may be necessary and in partial modification to the shareholders approval dated December 11, 2024 and on recommendation of Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for discontinuation of any further transfer of lapsed/ungranted options from Aye Finance Employee Stock Option Plan 2016 (“**ESOP 2016**”) to Aye Finance Employee Stock Option Plan 2020 (“**ESOP 2020**”).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the “**Board**”, which term shall deemed to include the Nomination and Remuneration Committee authorized by the Board to exercise its powers) and such other persons as may be authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters, and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/applications with the regulatory authorities to give effect to this resolution.”

### **4. APPROVAL FOR EXTENSION THE BENEFITS OF ‘AYE FINANCE LIMITED EMPLOYEE STOCK OPTION PLAN 2024’ TO THE ELIGIBLE EMPLOYEES OF FOUNDATION FOR ADVANCEMENT OF MICRO ENTERPRISES, WHOLLY-OWNED SUBSIDIARY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions & sanctions and based on the recommendations of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Company in their respective meetings held on January 29, 2026 & January 30, 2026, the consent of the members of the Company be and is hereby accorded by a special resolution to extend the benefits of ‘Aye Finance Employee Stock Option Plan 2024’ (“**ESOP 2024**”) in all respects (*including grant of options, issue/transfer of equity shares adjustments pursuant to corporate actions*) to the employees / director of Foundation for Advancement of Micro Enterprises, Wholly-Owned Subsidiary, as permitted under the applicable laws and the ESOP 2024 on such terms and in such manner as the Board of Directors of the Company (the “**Board**”, which term shall deemed to include the Nomination and Remuneration Committee authorized by the Board to exercise its powers) may decide in accordance with the provisions of applicable laws and the provisions of the ESOP 2024.

**RESOLVED FURTHER THAT** the new equity Shares to be issued, allotted or transferred by the Company upon exercise of options shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the ESOP 2024 on the Stock Exchanges where the equity shares of the Company will be listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB) Regulations**”) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to NRC of the Board, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.”

**By order of the Board  
For Aye Finance Limited  
(Formerly Known as Aye Finance Private Limited)**

**Place: Gurugram  
Date: January 30, 2026**

**Sd/-  
(Vipul Sharma)  
Company Secretary, Compliance Officer  
& Chief Compliance Officer**

**NOTES:**

- (a) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“**Act**”), in respect of the special businesses as stated above is annexed hereto.
- (b) EGM Notice *inter-alia* indicating the process and manner of attending the EGM through VC are being sent by email to the Members, Debenture Trustees, Auditors, Directors of the Company and to all other persons so entitled whose email IDs have been made available to the Company / Registrar and Transfer Agent (“**RTA**”) i.e. Kfin Technologies Limited or with Depository Participants (“**DP**”).
- (c) The businesses contained in this notice are of urgent nature and this EGM is being called via VC/ OAVM as per relaxation provided to Companies by Ministry of Corporate Affairs in terms of the General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23,2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and the latest being No. 03/2025 dated September 22, 2025.
- (d) As the meeting is conducted through Video Conferencing, physical attendance of Members has been dispensed with and the members are requested to virtually attend and vote at the EGM. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- (e) Members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (f) The members can participate in the EGM by installing Zoom software in their computer systems (from the link given below) and dialling Meeting ID and Password-

**Meeting Link:** <https://us06web.zoom.us/j/89331337357?pwd=NM7lmTZuohZbZ7bAKb14LSYqOMDSka.1>

**Meeting ID:** 893 3133 7357

**Passcode:** 621476

- (g) For any **IT related issues**, please contact Mr. Deepak Prajapati (Ph. No- +91-9540981064)
- (h) The facility for joining the meeting shall be kept open at least 15 minutes before and close after 15 minutes of the scheduled time.
- (i) Members are requested to submit their queries in advance to below mentioned person through mail:  
  
Name: Mr. Vipul Sharma  
Designation: Company Secretary, Compliance Officer & Chief Compliance Officer  
Mail id: [secretarial@ayefin.com](mailto:secretarial@ayefin.com)  
Mob.: 0124-4844000
- (j) Corporate members intending to authorise their representatives to attend and vote at the EGM are advised to send a duly certified copy of the relevant board resolution/Authority letter before attending EGM authorizing their representatives.
- (k) The venue of the EGM as aforesaid shall be the place where all the recordings of the proceedings of the EGM will be made.
- (l) All the material documents referred to in the EGM Notice and Explanatory Statement annexed to the EGM Notice shall be available for inspection at the Registered & Corporate Office of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

The Shareholders had approved the Aye Finance Employee Stock Option Plan 2024 (“**ESOP 2024**”) in their Extraordinary General Meeting held on June 26, 2024 (as amended from time to time), with the objective of attracting, retaining and incentivizing employees by granting them equity-based rewards aligned with the long-term goals of the Company.

Upon review of the ESOP 2024, inconsistencies were noted with the requirements under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”).

In light of the SEBI (SBEB & SE) Regulations, 2021 and on the recommendation of Nomination and Remuneration Committee, the Board proposes to incorporate consequential, clarificatory and ancillary amendments to align the ESOP 2024 with the SEBI (SBEB & SE) Regulations.

The proposed amendments do not alter the aggregate pool of Options earlier approved by the Members under ESOP 2024 and do not, by themselves, affect the Company’s capital structure beyond what was originally authorized. Vesting schedules, exercise price methodology, treatment upon cessation and other key terms remain unchanged, save and except for the specific amendments such as aligning clause related to maximum number of options to be granted with SEBI (SBEB & SE) Regulations and those set out in the enclosed Note of Changes / mark-up as Annexure I.

It is further clarified that all Options granted under ESOP 2024 prior to this amendment shall be deemed to have been granted under Clause 3.2 (as substituted) and shall stand ratified confirmed.

The above amendments are not prejudicial to the interest of option grantees.

A copy of both existing and draft amended ESOP 2024, together with Annexure I (Note of Changes / mark-up) will be available for inspection by the Shareholders, without any fee, during business hours on any working day at the Registered/ Corporate Office up to the date of the meeting and during the continuance of meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out at Item No. 1 of the Notice for approval by the Shareholders of the Company as a Special Resolution.

**Item No. 2**

The Shareholders had approved the Aye Finance Employee Stock Option Plan 2020 (“**ESOP 2020**”) in their Extraordinary General Meeting held on November 10, 2020 (as amended from time to time), with the objective of attracting, retaining and incentivizing employees by granting them equity-based rewards aligned with the long-term goals of the Company.

Upon review of the ESOP 2020, inconsistencies were noted with the requirements under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”).

In light of the SEBI (SBEB & SE) Regulations, 2021 and on the recommendation of Nomination and Remuneration Committee, the Board proposes to incorporate consequential, clarificatory and ancillary amendments to align the ESOP 2020 with the SEBI (SBEB & SE) Regulations.

The proposed amendments do not alter the aggregate pool of Options earlier approved by the Members under ESOP 2020 and do not, by themselves, affect the Company’s capital structure beyond what was originally authorized.

Vesting schedules, exercise price methodology, treatment upon cessation and other key terms remain unchanged, save and except for the specific amendments such as aligning clause related to maximum number of options to be granted with SEBI (SBEB & SE) Regulations and those set out in the enclosed Note of Changes / mark-up as Annexure II.

It is clarified that all Options granted under ESOP 2020 prior to this amendment shall be deemed to have been granted under Clause 3.2 (as substituted) and shall stand ratified confirmed.

The above amendments are not prejudicial to the interest of option grantees.

A copy of both existing and draft amended ESOP 2020, together with Annexure II (Note of Changes / mark-up) will be available for inspection by the Shareholders, without any fee, during business hours on any working day at the Registered/ Corporate Office up to the date of the meeting and during the continuance of meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out at Item No. 2 of the Notice for approval by the Shareholders of the Company as a Special Resolution.

### **Item No. 3**

The Shareholders, in their Extraordinary General Meeting (“EGM”) held on November 10, 2020, approved the transfer of 1,15,751 ungranted options from the Aye Finance Employee Stock Option Plan 2016 (“ESOP 2016”) to the Aye Finance Employee Stock Option Plan 2020 (“ESOP 2020”).

Further, the Shareholders, in their EGM held on December 11, 2024, ratified the transfer of 1,17,032 options (including the previously transferred 1,15,751 options and an additional 1,281 options) from ESOP 2016 to ESOP 2020. The notice for the said EGM also specified that all lapsed options from October 19, 2020 (i.e., the date of the meeting of Nomination and Remuneration Committee in which the transfer of 1,15,751 options was proposed) shall be brought under ESOP 2020, and such options shall be granted from ESOP 2020.

Post the EGM dated December 11, 2024, a total of 5,60,500 options lapsed under ESOP 2016 and were accordingly transferred to ESOP 2020. Pursuant to the said transfer of options, the updated option pool under the ESOP 2020, stands to 43,10,250 (Forty-Three Lakh Ten Thousand Two Hundred and Fifty).

Further, the Company is in the process of its initial public offering (“IPO”). Post-listing, the Company will be required to seek in-principle approval from the stock exchange(s) for the equity shares arising under ESOP 2020. Under the shareholders’ approval dated December 11, 2024, options that lapse under ESOP 2016 are automatically transferred to the ESOP 2020, as a result of which the no. of options in ESOP 2020 pool will never be fixed due to dependency on lapse number in ESOP 2016. Accordingly, it is proposed to discontinue the automatic transfer of lapsed options from ESOP 2016 to ESOP 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval by the Shareholders of the Company as a Special Resolution.

### **Item No. 4**

The Company has implemented employee stock option plans namely ‘Aye Finance Employee Stock Option Plan 2020’ (“ESOP 2024”). The Company’s management intends to extend the benefits of ESOP 2024 to the eligible employees/directors of Foundation for Advancement of Micro Enterprises, Wholly-Owned Subsidiary (“Subsidiary Company”) as eligible under Section 62(1)(b) of Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and as determined under the ESOP 2024.



The objective of the ESOP 2024 is to reward key Employees for their performance and their association with the Company as well as to attract, retain and reward them to contribute to the corporate growth and profitability. The Company intends to use the Plan to attract and retain key talents in the organization. The Company views Employee Stock Option as an instrument that would enable the Employees to get a share in the value they create for the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC) & the Board at their respective meetings held on January 29, 2026 & January 30, 2026 has approved the extension for benefits of ESOP 2024 to the eligible employees/ directors of the subsidiary company, subject to the approval of Members, as eligible in accordance with the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations, if any.

**Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:**

**a) Total number of Stock Options to be granted**

The total number of stock options available that can be granted under ESOP 2024 is 55,82,295 and NRC of the Company can decide such number of options at its own discretion.

Each option when exercised would be converted into one equity share of face value of Rs. 2/- (Two) each fully paid-up.

If any options expires, lapses or becomes un-exercisable due to any reason, the said Options would be available for being re-granted at a future date under the ESOP Plans.

**b) Identification of classes of Employees entitled to participate in the Schemes**

All the person eligible for Grant by the Company under the Companies Act read with relevant rules issued thereunder from time to time are being identified to participate in the ESOP 2024.

Accordingly, following classes are eligible:

- (a) a permanent employee of the company who has been working in India or outside India; or
- (b) a director of the company, whether a whole-time director or not but excluding an independent director; or
- (c) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company but does not include-
  - (i) an employee who is a promoter or a person belonging to the promoter group; or
  - (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company.

However, post listing following classes shall be eligible in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021("SEBI (SBEB) Regulations")

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group; or
- (iii) an employee as defined in sub clause (i) or (ii), of a Subsidiary Company in India or outside India, or of a Holding Company of the company,

but does not include

- a. an employee who is a Promoter or a person belonging to the Promoter Group; or
- b. a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or
- c. an Independent Director.

**c) Appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme**

The Options shall be granted to the employees as per eligibility criteria based on attributes including the designation, grade/rating, period of service, work performance, Company's overall performance, merit, contribution, conduct, future potential of the employees and such other criteria as determined by the NRC, from time to time.

**d) Requirements of vesting and period of vesting**

The Options granted shall vest so long as the employee continues to be in the employment of the Company / Subsidiary Company, as the case may be. Further, the NRC may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest would be specified at the time of grant.

Options granted under Plan shall vest not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of Grant. The exact proportion in which and the exact period over which the Options would vest would be determined by the NRC, subject to the minimum vesting period of one year from the date of grant of Options.

The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant.

**e) Maximum period within which the Stock Options shall be vested**

All the options granted under the ESOP 2024 shall vest on such dates and such proportions as maybe determined by the NRC. However, the Options granted shall vest in not more than 4 (four) years from the date of grant of such Options.

**f) The Exercise price or pricing formula**

The exercise price for the Options shall be determined by the NRC at the time of grant of such Options and shall be set out in the grant letter to be issued to eligible employees. The Exercise Price shall be based on Fair Market Value unless otherwise determined. The exercise price per Option shall not be less than the face value of the shares of the Company as on date of grant. Employee shall bear all tax liability in relation to grant of option.

**g) The exercise period and process of exercise**

All vested Options can be exercised upon or in connection with a liquidity event and within such period and manner as notified under the ESOP 2024. Further, post listing, All the Vested Options can be exercised within the Exercise Period of 5 years from the date of (i) Vesting, or (ii) Listing, whichever is later.

The vested Options will be exercisable by the employees by making a written application to the Company or by any other means as may be prescribed, to exercise the Options in such manner, and on execution of such documents, as may be prescribed by the NRC, as the case may be, from time to time. The Options will lapse if not exercised within the specified exercise period.

**h) Lock-in period, if any**

The Shares arising out of exercise of Vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.

**i) Maximum number of Options to be granted per Employee and in aggregate**

In case Grant of Options to any Employee equal to or exceeds 1% (One percent) of issued capital (excluding outstanding warrants and conversions) in any year or in aggregate, the Company shall obtain prior approval of shareholders in compliance with applicable laws.



**j) Method of Option valuation**

To calculate the compensation cost for options, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

**k) Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct**

The vested Options, *Inter-alia*, shall lapse in case of termination of employment due to misconduct (the term “**Misconduct**” has been defined in the ESOP 2024). Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

**l) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee**

In case of resignation/ termination of an employee, all vested Options as on the date of submission of resignation shall be allowed for exercise only in connection with or upon happening of liquidity event or may be allowed for exercise 3 months from the date of resignation/ termination, unless settled by way of cash payment as may be notified by the NRC.

In the case of termination of employment (i) due to death of the employee all vested Options may be exercised by the Option grantee’s nominees or legal heirs and (ii) due to permanent incapacity, all vested Options may be exercised by the Option grantee, only in connection with or upon happening of liquidity events and/ or within such period as may be notified by the NRC, unless vested Options are settled by way of cash payment upon request of the legal heirs/ nominee of deceased employee or employee, as the case may be.

**m) Compliance of Disclosure and Accounting Policies and applicable accounting standards**

The Company shall follow the rules/regulations/laws applicable to accounting and disclosures related to employee stock options including but not limited to the Indian accounting standards or the Guidance Note on Accounting for Share-based Payments as prescribed by the Institute of Chartered Accountants of India or any other accounting principle as may be replaced from time to time.

A copy of ESOP 2024 shall be available for inspection at the Company’s Registered Office as well as Corporate Office during official hours on all working days till the date of conclusion of the general meeting.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution, except to the extent of the options that may be offered to them under the ESOP Plans.

The Board of Directors of the Company recommends the resolution set-out at Item 4 of the Notice for approval by the Members as a Special Resolution.

**By order of the Board  
For Aye Finance Limited  
(Formerly Known as Aye Finance Private Limited)**

**Place: Gurugram  
Date: January 30, 2026**

**Sd/-  
(Vipul Sharma)  
Company Secretary, Compliance Officer  
& Chief Compliance Officer**