

**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, December 13, 2024 at 11:00 A.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 business:

**SPECIAL BUSINESS:****1. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

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 Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, the listing requirements of the stock exchange(s) and the requirements prescribed by the Securities and Exchange Board of India where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law, the consent of the members of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Sanjay Sharma, Managing Director, Mr. Krishan Gopal, Chief Financial Officer and Mr. Vipul Sharma, Company Secretary, Compliance Officer & Chief Compliance Officer of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana and do all such acts, deeds, matters & things and settle any or all questions/ matters with respect to the adoption of new articles of association of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have been given their approval thereto expressly by the authority of this resolution.

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

**Place: Gurugram  
Date: December 12, 2024**

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

**NOTES:**

- (a) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, 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. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024.
- (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 Companies Act, 2013.
- (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-

**Join Zoom Meeting:** <https://us06web.zoom.us/j/88455707337?pwd=ZbRfVAX7IyaE7uDCq8l5SKutT0u9ew.1>

**Meeting ID:** 884 5570 7337

**Passcode:** 058413

- (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 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**

In order to undertake the Initial Public Offer, the Company is required to adopt amended Articles of Association to comply with the provisions applicable on the Listed Companies prescribed by Securities and Exchange Board of India including amendment thereto.

The Board of Directors of the Company had approved this proposal on December 12, 2024 which is subject to approval of members of the Company.

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

The Board recommends the resolution set out at item no. 1 of the notice for approval by the members of the Company as a Special Resolution.

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

**Place: Gurugram  
Date: December 12, 2024**

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