

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF AYE FINANCE LIMITED (FORMERLY KNOWN AS AYE FINANCE PRIVATE LIMITED) ("COMPANY") HELD ON WEDNESDAY, FEBRUARY 11, 2026 AT CORPORATE OFFICE OF THE COMPANY**

**APPROVED AND ADOPTED THE PROSPECTUS OF THE COMPANY**

**"RESOLVED THAT** the prospectus dated February 11, 2026 ("**Prospectus**") in respect of the initial public offer of equity shares of face value of ₹ 2 each ("**Equity Shares**") of the Company comprising fresh issue of 55,038,759 Equity Shares and an offer for sale of 23,255,812 Equity Shares (collectively referred to as the "**Offer**") and containing requisite information as prescribed under applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 read with the rules made thereunder or any statutory modification(s) or re-enactment(s) thereof, as amended and other applicable laws and regulations, if any, as placed before the Board, be and is hereby approved and Mr. Sanjay Sharma, Managing Director, Mr. Sovan Satyaprakash, Interim Chief Financial Officer & Mr. Vipul Sharma, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to date and deliver the same to the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and such other authorities or persons as may be required.

**RESOLVED FURTHER THAT** the international wrap dated February 11, 2026, as placed before the Board, in respect of the Offer, be and is hereby approved.

**RESOLVED FURTHER THAT** any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the international wrap and to the Prospectus that may be filed with the RoC, the SEBI, the Stock Exchanges or any other regulatory authority be and is hereby approved in accordance with applicable laws.

**RESOLVED FURTHER THAT** each of the Directors and Interim Chief Financial Officer of the Company be and are hereby severally authorized to sign the Prospectus for and on behalf of the Company and to file the same with the RoC, the SEBI, the Stock Exchanges and such other authorities as required under applicable laws.

**RESOLVED FURTHER THAT** Mr. Sanjay Sharma, Managing Director, Mr. Sovan Satyaprakash, Interim Chief Financial Officer, Mr. Gaurav Seth, Head of Investor Relations and Mr. Vipul Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to undertake necessary steps to implement the above resolutions and execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions, including any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the international wrap and Prospectus that may be filed with the RoC, the SEBI, the stock exchanges or any other regulatory authority, as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the book running lead managers appointed in this respect.

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any Director or Interim Chief Financial Officer or Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

For Aye Finance Limited  
(formerly known as Aye Finance Private Limited)

**VIPUL SHARMA**

Digitally signed by VIPUL  
SHARMA  
Date: 2026.02.12 02:24:42  
+05'30'



(Vipul Sharma)  
Company Secretary, Compliance Officer and CCO  
M. No.-A27737

Address: Unit No. -701-711, 7<sup>th</sup> Floor, Unitech Commercial Tower-2, Sector-45,  
Arya Samaj Road, Gurugram – 122003, Haryana, India