

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF AYE FINANCE LIMITED (FORMERLY KNOWN AS AYE FINANCE PRIVATE LIMITED) HELD ON FEBRUARY 3, 2026 AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT UNIT NO. – 701-711, 7TH FLOOR, UNITECH COMMERCIAL TOWER-2, SECTOR-45, ARYA SAMAJ ROAD, GURUGRAM-122003, HARYANA, INDIA

APPROVED AND ADOPTED THE RED HERRING PROSPECTUS IN RELATION TO THE PROPOSED INITIAL PUBLIC OFFER BY THE COMPANY

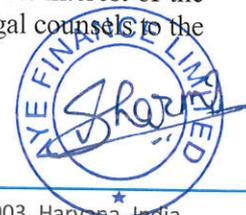
“RESOLVED THAT in furtherance of the resolution of the Board dated December 16, 2024, approving the draft red herring prospectus dated December 16, 2024 (“**DRHP**”), the addendum to the DRHP dated September 11, 2025 (“**Addendum**”) and updated DRHP dated November 30, 2025 and the revised updated DRHP January 16, 2026, respectively, the ‘in-principle’ approvals each dated March 5, 2025 received from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and the Securities and Exchange Board of India (“**SEBI**”) letter dated December 10, 2025 and January 29, 2026 noting changes made to the Draft Red Herring Prospectus, the Red Herring Prospectus of the Company (“**RHP**”), as placed during the meeting and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of Equity Shares of face value of ₹ 2 each of the Company, for filing with the Registrar of Companies, National Capital Territory of Delhi and Haryana (“**Registrar of Companies**”), the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT the preliminary international wrap dated February 3, 2026 (“**Preliminary International Wrap**”) which is placed before the Board in respect of the Offer, be and is hereby approved.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, 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 & Compliance Officer of the Company, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP and/or the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the proposed initial public offering and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the Directors of the Company and Interim Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

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 & Compliance Officer of the Company, be and are hereby severally authorized to 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 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 all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or Interim Chief Financial Officer/ 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)

Company Secretary, Compliance Officer & CCO

M. No. A27737

Address: Unit No. - 701-711, 7th floor, Unitech Commercial Tower – 2,
Sector-45, Arya Samaj Road, Gurugram-122003, Haryana



Date: February 3, 2026