

December 16, 2024

To,

**The Board of Directors,
Aye Finance Limited**
M-5, Magnum House-I,
Community Centre, Karampura,
West Delhi, New Delhi-110015, India

Re: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares" and such offering, the "Offer") of Aye Finance Limited (the "Company")

Dear Sir/Madam,

I, **Vipul Sharma, Company Secretary and Compliance Officer**, hereby give my consent to act as the Company Secretary and Compliance Officer of the Company and to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of the Company in the Draft Red Herring Prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant Stock Exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana (the "RoC") and thereafter filed with the SEBI and the Stock Exchange(s), as well as in other documents in relation to the Offer (the "Offer Documents").

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the Book Running Lead Managers ("BRLMs") in connection with the Offer.

I am an Associate Member of the Institute of Company Secretaries of India, holding membership number A27737.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Equity Shares of the Company on the Stock Exchange(s). The following details with respect to me may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: Vipul Sharma

Designation: Company Secretary and Compliance Officer

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

Telephone Number: 0124-4844000

Email: secretarial@ayefin.com

I further confirm that the above information in relation to me is true and correct in all material respects and is not misleading in any material respect.

I confirm that I will immediately communicate any changes in writing in the above information to the Company, BRLMs until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchange(s). In the absence of any such communication from me, BRLMs and the legal counsels, each to the Company and the BRLMs, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchange(s) pursuant to the Offer.

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of

the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,



Name: Vipul Sharma

Designation: Company Secretary and Compliance Officer

CC:

Axis Capital Limited

1st Floor, Axis House
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg, Prabhadevi
Mumbai - 400 025,
Maharashtra, India

Nuvama Wealth Management Limited

801-804, Wing A, Building No 3
Inspire BKC, G Block Bandra Kurla Complex
Bandra East, Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront

Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Amarchand Towers,

216 Okhla Industrial Estate, Phase III,

New Delhi 110 020, India