

May 30, 2025

To,
The General Manager
Department of Corporate Services
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2025 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 62M (corresponding to Regulation 24A) of SEBI Listing Regulations, as amended, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2025, issued by M/s. Sanjay Grover & Associates, Company Secretaries.

This is for your information, records and appropriate dissemination.

Thanking You.

Yours faithfully,
For **Aye Finance Limited**
(formerly known as Aye Finance Private Limited)

(Vipul Sharma)
Company Secretary, Compliance Officer & CCO
M. No.: A27737

Encl.: a/a

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Secretarial Compliance Report of Aye Finance Limited for the financial year ended 31st March, 2025

I, Neeraj Arora, Partner of M/s Sanjay Grover & Associates, a firm of Company Secretaries, have examined:

- all the documents and records made available to me and explanation provided by **Aye Finance Limited (Formerly Known as Aye Finance Private Limited)** (“the listed entity” or “the Company”)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March, 2025** (“**Review Period**”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (“**SEBI LODR Regulations, 2015**”)
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 {**Not applicable during the Review Period**};
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 {**Not applicable during the Review Period**};
- SEBI (Buyback of Securities) Regulations, 2018 {**Not applicable during the Review Period**};
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {**Not applicable during the Review Period**};
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable on Listed Non-Convertible Debentures;
- SEBI (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of the Act and dealing with client to the extent of securities issued; and
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



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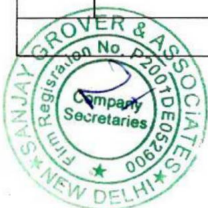
and circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	Regulation 60(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 60(2)	1 day Delay in intimating BSE regarding the record date for the month of April 2024 for 1 ISIN	BSE Limited vide its email dated May 30, 2024	Fine	Delay in intimating BSE regarding the record date for the month of April 2024	INR 11,800 (incl GST)	We advised the Company to comply with applicable regulations in future.	The Company has paid the fine and has submitted details of such payment to BSE Ltd.	NA

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
None						



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(c) I hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> a) Identification of material subsidiary companies. b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes NA	The Company does not have any material subsidiary during the review period. None
6.	<u>Preservation of Documents:</u>	Yes	None



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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>a) The Company has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</p>	Yes NA	None
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	NA	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under</p>	No actions were taken against the Company or its directors or subsidiaries. Except, BSE Limited has imposed a fine of	No actions were taken against the Company or its directors or subsidiaries. Except, BSE Limited has imposed a fine of



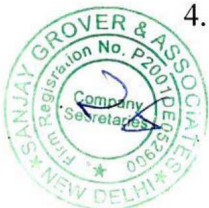
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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	<p>the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the Company/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>₹11,800 (inclusive of applicable GST) on the Company, as outlined in Table (a) above.</p> <p>Furthermore, the Company does not have any promoter.</p>	<p>₹11,800 (inclusive of applicable GST) on the Company, as outlined in Table (a) above.</p> <p>Furthermore, the Company does not have any promoter.</p>
12.	<p><u>Resignation of statutory auditors from the Company or its material subsidiaries</u></p> <p>In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities.</p>	NA	<p>The Company does not have any material subsidiary.</p> <p>Also, there were no instances of resignation of statutory auditors of the Company during the review period.</p>
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.</p>	NA	None

Disclosure in respect of Para No. 11 of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 pertaining to disclosure of employee benefit scheme documents - **Not Applicable**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 62M of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future



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viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900
Peer Review Certificate No.: 6311/2024



New Delhi
May 27, 2025


Neeraj Arora

Partner
CP No.: 16186 / Mem. No. F10781
UDIN: F010781G000459988