

NOTICE

NOTICE is hereby given that EXTRA ORDINARY GENERAL MEETING of the members/shareholders of "AYE FINANCE PRIVATE LIMITED" will be held on Thursday, 20th day of February 2020 at 5.00 P.M. at Corporate Office of the Company situated at 809-812, 8th Floor, Vipul Square, Sushant Lok, Phase-I, Gurgaon, Haryana 122009, India to transact the following business:

SPECIAL BUSINESSES:

- 1. To appoint of Mr. Kartik Srivatsa as Director of the Company representing LGT Capital Invest Mauritius India PCC.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kartik Srivatsa holding DIN: 03559152 be and is hereby appointed as Non-Executive Director of the Company with effect from the conclusion of the relevant Extra-ordinary General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sanjay Sharma, Managing Director and Ms. Tripti Pandey, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, and updating the Company's statutory registers, as may be required from time to time".

- 2. Amendment of Articles of Association of the Company to incorporate the terms of Share Purchase Agreement (SPA) and dated January 03, 2020.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Unanimous Resolution:**

"RESOLVED THAT pursuant to Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, unanimous consent of the members be and are hereby accorded to the proposed amendments to the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and settle any or all questions/ matters arising with respect to the amendment of the Articles of Association and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, and to give, from time to time, such directions as may be necessary, expedient, usual or proper."

By Order of Board
For Aye Finance Pvt. Ltd.


(Tripti Pandey)
Company Secretary
M.No.32760



Date: 12-02-2020

Place: Gurugram

IMPORTANT NOTES:

1. 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.
2. A member/shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member/shareholder of the Company.
3. Notice of the extra ordinary general meeting is being sent to all members/shareholders.
4. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) up to and including the date of the extra ordinary general meeting of the Company.
5. Extra ordinary general meeting is being called at shorter notice pursuant to section 101 of the Companies Act, 2013 and rules made there under, members/shareholders/proxies are requested to send their consent for holding meeting at shorter notice on or before the meeting.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**1. To appoint of Mr. Kartik Srivatsa as Director of the Company representing LGT Capital Invest Mauritius India PCC.**

LGT Capital Invest Mauritius India PCC has proposed the name of Mr. Kartik Srivatsa to be appointed as Director of the Company in place of Mr. Rajat Arora who has resigned as Director from the company. Based on recommendation of the Nomination & Remuneration Committee of the Company and Board of Directors, the appointment of Mr. Kartik Srivatsa holding DIN: 03559152 as Non-Executive Director for the approval of members as an Ordinary Resolution.

Brief profile of the proposed appointee is given below-

Kartik is the Managing Partner of Lightstone Aspada and Fund advisor for the SONG Fund through Aspada Capital Advisors. Prior, he was with Lightspeed Venture Partners, a global venture capital firm with over \$2 billion under management, where he was a founding member of the India office. Earlier, Kartik was a management consultant with McKinsey and Company. He is a graduate of the Indian Institute of Technology (IIT), Madras. Kartik currently serves on the Boards of CapFloat, SV Agri, Xamcheck, Waycool, Ummeed and EM3.

In compliance of Section 152 and any other applicable provisions of the Companies Act, 2013, the Company states that following documents has been received from him-

- a) Consent to act as Director in DIR-2;
- b) Declaration stating that he is not disqualified to be appointed as Director of the Company in pursuance of Section 164 of the Companies Act, 2013 and
- c) Disclosure of Interest in MBP-1
- d) Fit & Proper declaration

Except Mr. Kartik Srivatsa a nominee of LGT Capital Invest Mauritius India PCC none of the Directors or Key Managerial personnel of the Company and their relatives, are concerned or interested in the resolution.

2. Amendment of Articles of Association of the Company to incorporate the terms of Share Purchase Agreement (SPA) and dated January 03, 2020.

The Board of Directors at their meeting held on February 07, 2020 approved the transfer of 65 (Sixty Five only) equity shares and 27,13,451 (Twenty Seven Lakh Thirteen Thousand Four Hundred and Fifty One only) Compulsory Convertible Preference Shares comprising of 10,27,504 (Ten Lakh Twenty Seven Thousand Five Hundred and Four only) Series A1 Compulsory Convertible Preference Shares and 16,85,947 (Sixteen Lakh Eighty Five Thousand Nine Hundred Forty Seven only) Series B Compulsory Convertible Preference Shares ("Sale Shares"), held in dematerialized form, at a total value of INR 552.4198/- each at a Premium of INR 542.4198/- each from Accion Africa-Asia Investment Company to A91 Emerging Fund I LLP and in order to incorporate the terms of Share Purchase Agreement (SPA) and dated January 03, 2020

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members/shareholders by passing special resolution for amendment of articles of association of the Company. However, the Board recommends the relevant resolutions for the approval of the Members/shareholders by way of a unanimous resolution.



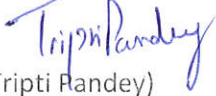
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AYE FINANCE (P) LTD.

CIN : U65921DL1993PTC283660

None of the Directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution no. 2. set out in the Notice.

**By Order of Board
For Aye Finance Pvt. Ltd.**



(Tripti Randey)
Company Secretary
M.No.32760



Corporate Office: 809 - 812, 8th Floor, Vipul Square, B-Block, Sushant Lok-1, Gurugram-122009 Haryana

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