

**NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

NOTICE is hereby given that 26<sup>th</sup> ANNUAL GENERAL MEETING of the members of "AYE FINANCE PRIVATE LIMITED" will be held on Monday, 30<sup>th</sup> day of September, 2019 at 3:00 P.M. at Registered office of the Company situated at M-5, Magnum House-I, Community Centre, Karampura New Delhi West Delhi-110015 to transact the following businesses at shorter notice:

**ORDINARY BUSINESSES:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Directors' and Auditors' and Secretarial Auditors' thereon.

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

"RESOLVED THAT the audited financial statements for the year ended 31st March, 2019 together with the Reports of the Directors; Auditor and Secretarial Auditors' thereon be and are hereby considered, approved and adopted."

2. To ratify the appointment of Auditors and to fix their Remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any amendment thereto or modification thereof and pursuant to the recommendation made by the Audit Committee and the Board of Directors, appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and is hereby ratified as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Managing Director be and is hereby authorised to fix such remuneration as may be determined in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

**SPECIAL BUSINESSES:**

3. To consider, discuss and approve the issuance of Non-convertible Debentures amounting upto Rupees 1900 crores.

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

"RESOLVED THAT in supersession to any resolution passed by the shareholders of the Company under Section 42 of the Companies Act, 2013 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the memorandum of association and the articles of



association of the Company, the approval and consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the "Board") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (as may be determined)) ("NCDs")/bonds and other instruments, on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding amount at any time during the period shall not exceed INR 1900,00,00,000/- (Indian Rupees One Thousand Nine Hundred Crores only) within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.

**RESOLVED FURTHER THAT** the aforesaid resolutions shall come into effect immediately and copies of the foregoing Resolution certified to be true copies by any of the Directors may be furnished to such parties as may be deemed necessary for their information and records".

#### 4. Increase in ESOP pool under Aye Finance Employee Stock Option Plan 2016

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

**"RESOLVED THAT** in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this resolution) to utilize and grant from time to time up to 5,60,294 (Five Lakhs Sixty Thousand Two Hundred and Ninety Four) Options that are currently held in the name of Aye Finance Employee Welfare Trust (ESOP Trust) to the permanent employees, existing and future, including the Whole-time Directors of the Company, as may be decided solely by the Board under the Plan, exercisable into not more than 5,60,294 (Five Lakhs Sixty Thousand Two Hundred and Ninety Four) Equity Shares of face value of Rs. 10/- each fully paid up, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the law.

**RESOLVED FURTHER THAT** the Company shall transfer Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with existing ESOP Plan 2016 and that it may also envisage for providing of any financial assistance to the Trust to enable the Trust to acquire, purchase or subscribe to the Equity Shares of the Company for the implementation of the Plan as per applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are required to be issued by



the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of Equity Shares as approved above shall be deemed to increase to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted/transferred and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees/transferees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Plan from time to time including but not limited to suspend, withdraw, terminate or revise the ESOP 2016 as it may deem fit at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, any Rules issued in this behalf, the Memorandum and Articles of Association of the Company and any other applicable laws.

**RESOLVED FURTHER THAT** the any other acts or things done in this regard be and is hereby ratified by members of the Company.

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



**Tripti Pandey  
Company Secretary  
M. No.: 32760**



**Date: 26-09-2019**

**Place: Gurugram**

**IMPORTANT NOTES:**

1. A MEMBER/SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER/SHAREHOLDER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company situated at M-5, Magnum House-I, Mezzanine floor, Community Centre Karampura, Opp. Milan Cinema, New Delhi -110015, not less than forty-eight hours before the commencement of the AGM i.e. by 2.00 p.m. on 30th September, 2019.
3. Corporate Members are required to send along with Proxy form a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 or as per the laws applicable on them, authorising their representatives to attend and vote at the AGM.
4. Annual 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.

5. Copy of the Annual Report for financial year 2018-2019 is being sent to all the members/shareholders and Debenture Trustees.
6. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 and Register of Contracts or Arrangements in Which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. 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.
8. 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) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



Item No. 3

**To consider, discuss and approve the issuance of Non-convertible Debentures amounting upto Indian Rupees 1900 crores.**

In order to enable the Company to raise additional long-term finance, the Company proposes to raise funds by issuing non-convertible debentures ("NCDs") on a private placement basis, from time to time.

Pursuant to Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain the prior approval of its members by means of a Special Resolution.

Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of NCDs exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of one year from the date of passing of the aforementioned special resolution.

In order to meet the financial needs of business in a prudent manner, the Company may offer or invite subscription for securities which may comprise of secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs and/or other debt securities to any other body corporate, fund, trust, institution, firm, society, individual or person, in 1 (one) or more tranches on private placement basis, upto a maximum limit of INR 1900,00,00,000/- (Indian Rupees One Thousand Nine Hundred Crores) for a period of 1 (One) year from the date of passing of the resolution on such terms and conditions including the price, coupon, premium/discount, tenor etc. as may be determined by the Board of Directors ("Board") (or any person authorized by the Board), at the prevailing market condition.

The Disclosures required under The Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

**(a) particulars of the offer including date of passing of Board resolution-**

Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.

In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.



Non-convertible debt securities/NCDs.

The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.

**(c) basis or justification for the price (including premium, if any) at which the offer or invitation is being made-**

Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).

**(d) name and address of valuer who performed valuation-**

Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.

**(e) amount which the company intends to raise by way of such securities-**

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed INR 1900,00,00,000/- (Indian Rupees One Thousand Nine Hundred Crores only) within the overall borrowing limits of the Company .

**(f) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities-**

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of the afore mentioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

The Board recommend the Resolution of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

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 set out at item No. 3 of the Notice.

**Item No. 4**

**Increase in ESOP pool under Aye Finance Employee Stock Option Plan 2016**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme/ plan.



Your Company believes in rewarding its employees including the Directors for their continuous hard work, dedication and support, which has led the Company on the growth path. The objective of the ESOP 2016 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the corporate growth and profitability.

The Disclosures required under The Companies (Share Capital and Debenture) Rules, 2014 are as under:

**a. Total number of Options to be granted:**

5,60,294 Options exercisable into equal number of Equity Shares in the Company of face value of Rs. 10/- each fully paid-up, would be available for grant to the eligible employees of the Company under ESOP 2016, in one or more tranches.

Any options lapsed as per ESOP Plan 2016 would again be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2016.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted.

Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

**b. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):**

Following classes of employees are entitled to participate in the ESOP 2016:

- a. Permanent employees of the Company working in India or out of India;
- b. Directors including Whole-time Directors of the Company.

Following persons are not eligible:

- a. an Employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

**c. Appraisal process for determining the eligibility of employees under ESOP 2016:**

The Options shall be granted to the employees as per performance appraisal system of the Company.

**d. Requirements of vesting and period of vesting:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.



e. **Maximum period within which the Options shall be vested:**  
Options granted under ESOP 2016 would vest subject to maximum period of 4 years from the date of grant of such Options.

f. **Exercise price or pricing formula:**

The Exercise Price shall be such price as determined by the Board being not less than the face value of an Equity Share of the Company as on date of grant of Options.

g. **Exercise period and the process of exercise:**

The vested Options shall be eligible for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 5 years from the date of vesting of such Options.

The vested Option shall be exercisable by the Employees by a written application to the Company/ Board or any Trust formed in this behalf expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the specified exercise period.

In case of cashless system of exercise of vested Options, the Board shall be entitled to specify such procedures and/or mechanisms for the Shares to be issued/transferred thereon as may be necessary and the same shall be binding on the all the Option grantees.

h. **Lock-in period, if any:**

There shall not be any lock-in period post exercise of Options except such restrictions as may apply under the Applicable Laws.

i. **Maximum number of Options to be issued/transferred per employee and in aggregate:**

The number of Options that may be granted to any specific employee under the Plan shall be as per ESOP Plan 2016 or as may be decided by Board of Directors from time to time.

j. **Method of Option valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method or such other method as the Nomination & Remuneration Committee of the Company deems appropriate.

k. **Conditions under which Vested Options may lapse:**

Vested Options shall lapse in case of (i) abandonment of employment, and (ii) termination of employment due to misconduct or due to breach of Company policies/ terms of employment.

l. **Exercise period in case of proposed termination of employment or resignation of employee:**

In case of resignation or termination (other than due to misconduct or breach of Company policies/ terms of employment), the Vested Options can be exercised by the employee within 3 months from the date of his/her last working day with the Company. In case of termination on account of misconduct or due to breach of Company policies or the terms of employment, the Vested Options cannot be exercised which otherwise would lapse.

m. **Adherence to applicable Accounting Standards:**

The Company shall comply with the applicable Accounting Standards from time to time.





As ESOP 2016 contemplates issue of Shares to persons other than existing Shareholders of the Company, consent of the members is being sought pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

A copy of the Plan shall be kept for inspection by the members at the Registered Office during business hours.

None of the Directors, Key Managerial Personnel and/or their relatives of the Company are in any way, concerned or interested in the resolution, except to the extent of the Shares that may be offered to them under the ESOP 2016.

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



**Tripti Pandey  
Company Secretary  
M. No.: 32760**



**Date: 26-09-2019  
Place: Gurugram**