

NOTICE is hereby given that EXTRA ORDINARY GENERAL MEETING of the members/shareholders of "AYE FINANCE PRIVATE LIMITED" will be held on Tuesday, 30th day of April, 2019 at 5.30 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 BUSINESS:

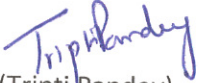
To appoint of Mr. Abhishek Agrawal as Director of the Company representing Accion Africa-Asia Investment company.

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. Abhishek Agrawal holding DIN: 06760344 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".

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


(Tripti Pandey)
Company Secretary
M.No.32760



Date: 24-04-2019

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.

To appoint of Mr. Abhishek Agrawal as Director of the Company representing Accion Africa-Asia Investment Company.

Accion Africa-Asia Investment Company has proposed the name of Mr. Abhishek Agrawal to be appointed as Director of the Company in place of Mr. Vikas Raj who has resigned as Director w.e.f. April 24, 2019. Based on recommendation of the Nomination & Remuneration Committee of the Company and Board of Directors, the appointment of Mr. Abhishek Agrawal holding DIN: 06760344 as Non-Executive Director for the approval of members as an Ordinary Resolution.

Brief profile of the proposed appointee is given below-

Abhishek Agrawal is Accion's Chief Regional Officer for South Asia, based out of India, and is responsible for overseeing Accion's operations in the region. A key region for Accion in its mission to advance financial inclusion, several features of the region and countries within it – such as an enabling regulatory environment, startup ecosystem, and entrepreneurial culture – make it a prime market for inclusive fintech innovation.

As an Accion representative, Abhishek serves on the boards of SubK, DVARA – KGFS, Vindhya E-Infomedia, and Saija Finance. Abhishek also served as CFO for more than 12 years in several countries, including at Swadhaar Microfinance starting in 2010, in his capacity as global staff for Accion. He comes with extensive experience in financial management, strategy and business planning, and microfinance operations.

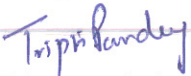
In earlier roles, Abhishek worked with FINCA International as CFO in different affiliates. Prior to that, he acted as an advisor to the Institute of Chartered Accountants (ICAI), where he worked on number of projects in Municipal reforms and financial management for local municipal bodies. Abhishek has a Ph.D. in municipal financial reforms and Chartered Accountant (FCA) from ICAI. He did his MBA with a specialization in finance at Rai International University.

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. Abhishek Agrawal a nominee of Accion Africa-Asia Investment Company, none of the Directors or Key Managerial personnel of the Company and their relatives, are concerned or interested in the resolution.

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


(Tripti Pandey)
Company Secretary
M.No.32760

