

**NOTICE**

Shorter Notice is hereby given that an Extra-ordinary general meeting of the members of **AYE FINANCE PRIVATE LIMITED** will be held on Friday, the 12<sup>th</sup> day of January, 2024 at 4:00 P.M. (IST) through Video conferencing or Other Audio Visual Mode (OAVM) and shall be deemed to be held at the Corporate Office of the Company at 7th Floor, Unitech Commercial Tower 2, Sector-45, Gurgaon, Haryana to transact the following business: -

**SPECIAL BUSINESS:**


**To Amendment of Articles of Association of the Company to incorporate the terms of amended and restated shareholders' agreement dated 6 December 2023.**

**To consider and, if thought fit, to pass the following Resolution as a Special 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 members of the Company is hereby accorded to the proposed amendments to the Articles of Association of the Company pursuant to the amended and restated shareholders' agreement dated 6 December 2023 (**SHA**) among British International Investment plc, Waterfield Alternative Investments Fund I, Elevation Capital V Limited, A91 Emerging Fund I LLP, LGT Capital Invest Mauritius PCC with Cell E/VP, CapitalG LP, CapitalG International LLC, Alpha Wave India I LP, MAJ Invest Financial Inclusion Fund II K/S, Company, Sanjay Sharma, Shvet Corporation LLP, Shankh Corporation LLP, Angel Investors (as defined in the SHA) and Mrs. Namrata Sharma, as placed before the Board.

**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, 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."

For Aye Finance Pvt Ltd

  
Tripti Pandey  
Company Secretary  
M No: 32760



**Place: Gurugram**

**Date: 5th January 2024**

**NOTES:**

- (a) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business as stated above is annexed hereto.
- (b) Notice of the extra ordinary general meeting is being sent to all members/shareholders.
- (c) 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 are requested to send their consent for holding meeting at shorter notice on or before the meeting.
- (d) Restated Articles of Association of the Company is annexed herewith this notice of the meeting.
- (e) The business contained in this notice are of urgent nature and this Extra-ordinary general meeting (EGM) is being called via Video conferencing mode/ other audio visual mode (OAVM) as per relaxation provided to Companies by Ministry of Corporate Affairs due to COVID-19 in terms of the General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23,2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023.
- (f) As the meeting is conducted through Video Conferencing the members are requested to physically attend and vote at the meeting. They shall not be entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself.
- (g) The members can participate in the EGM by installing Zoom software in their computer systems (from the link given below) and dialling Meeting ID and Password-

**Meeting Link:**

<https://us06web.zoom.us/j/82717101642?pwd=Ra9tI6oaMW8uRslPgDjw2RTtojFxa.1>

**Meeting ID:** 827 1710 1642

**Passcode:** 068858

- (h) For any IT related issues, please contact:
  - 1. Name: Mr. Deepak Prajapati  
Ph. No- +91-9540981064
  - 2. Name: Mr. Prem Prakash  
Ph. No- +91-8448488790
- (i) The facility for joining the meeting shall be kept open at least 15 minutes before and close after 15 minutes of the scheduled time.

- (j) Members are requested to submit their queries in advance to below mentioned persons through mail:  
Name- Tripti Pandey  
Designation- Company Secretary  
Mail id- Tripti.pandey@ayefin.com  
Ph- +91-8826299069
- (k) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
- (l) Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the meeting.
- (m) The venue of the meeting as aforesaid shall be the place where all the recordings of the proceedings of the meeting will be made.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The Board of Directors at their meeting held on December 08, 2023 considered a capital raising proposal for the Company to meet the projected growth in loan disbursements and to augment the capital adequacy ratio (CAR) of the Company and for expansion/diversification of existing business operations, the Company has raised additional funds by issue of 20 (Twenty) equity shares and 47,39,244 (Forty-Seven Lakhs Thirty-Nine Thousand Two Hundred and Forty-Four Only) Series F compulsorily convertible preference shares ("Series F CCPS") and 9,49,376 warrants of the Company. In order of incorporate the terms of issue of the said shares, and the terms of the Shareholders' Agreement, the Articles of Association of the Company is required to re-stated/amended.

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 resolution for the approval of the Members/shareholders by way of a unanimous 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 in the Notice.

For Aye Finance Pvt Ltd

  
Tripti Pandey  
Company Secretary  
M No: 32760



**Place: Gurugram**

**Date: 5th January 2024**