

**NOTICE**

Shorter Notice is hereby given that an Extra-ordinary general meeting of the members of **AYE FINANCE PRIVATE LIMITED** ("Company") will be held on Tuesday, the 12th day of December, 2023 at 11:00 A.M. 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 create, offer, and issue and allot 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 on private placement and preferential basis (collectively referred to as "Issue").**

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

**"RESOLVED THAT** pursuant the provisions of memorandum and articles of association of the Company and Section 55, Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-Debt Instruments) Regulations Rules, 2019, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, the consent of members/shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, and issue and upon receipt of subscription money, allot 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**") as per the terms provided under Annexure A both aggregating to a total consideration of INR 3,09,99,99,975.04 (Indian Rupees Three Hundred Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Seventy Five and Four Paise only) and 9,49,376 (Nine Lakh Forty Nine Thousand Three Hundred and Seventy Six) warrants of the Company for a consideration of INR 94,93,760 (India Rupees Ninety Four Lakhs Ninety Three Thousand Seven Hundred Sixty only), and a total aggregate consideration of INR 310,09,49,351.04/- (Indian Rupees Three Hundred and Ten Crores Nine Lakhs Forty Nine Thousand Three Hundred and Fifty one decimal zero four only) for the Issue on private placement and preferential basis at a price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) per equity share and Series F CCPS, which includes a premium of INR 644.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per equity share and a premium of INR 634.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per Series F CCPS, and at an exercise price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) per warrant, of which an initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant would be payable at the time of allotment, to the following existing shareholders and/or subscribers on such terms and conditions in accordance with the provisions of the Companies Act, 2013 and in the manner set out in the share subscription agreement entered by and amongst British International Investment plc, A91 Emerging Fund I LLP, Waterfield Alternative Investments Fund I, the Company, Mr. Sanjay Sharma, Shvet Corporation LLP and Shankh Corporation LLP ("**Share Subscription Agreement**"), and the amended and restated shareholders' agreement entered by and amongst British International Investment plc, A91 Emerging Fund I LLP, Waterfield Alternative Investments Fund I, Elevation Capital V Limited, 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, the Company, Mr. Sanjay Sharma, Shvet Corporation LLP, Shankh Corporation LLP, persons listed in Part D of Schedule I (as identified in the restated shareholders' agreement) and Mrs. Namrata ("**Shareholders' Agreement**") and such other documents executed between *inter alia* the Company and the shareholders in connection with the Issue and are collectively referred to as the "**Transaction Documents**") (however, with an option to the concerned offeree, to round off the contribution, in respect of shares offered to it hereby, to any higher amount) as detailed herein below:

Sr. No.	Name of the Proposed Allottees (collectively referred to as "Proposed Allottees")	Address	No. of equity shares	No. of Series F CCPS	No. of warrants
1.	British International Investment plc	123 Victoria Street, London SW1E 6DE	10	38,21,977	-
2.	Waterfield Alternative Investments Fund I	142, 14 <sup>th</sup> Floor, Maker Chamber Vi, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai, Maharashtra, India	10	5,35,068	-
3.	A91 Emerging Fund I LLP	702, Orchid Tower A Wing, 251/252 Bellais Road, Mumbai Central, Mumbai 400008	-	3,82,199	-
4.	Sanjay Sharma	504/21 Heritage City, MG Road Gurgaon, 122002	-	-	9,49,376
<b>Total</b>			<b>20</b>	<b>47,39,244</b>	<b>9,49,376</b>

- a. Each Series F CCPS shall carry a preferential and cumulative dividend at the rate of 0.01% (zero decimal zero one percent) per annum payable till the conversion into equity shares, on the face value of each share of Series F CCPS held by the holders of Series F CCPS.
- b. Other terms and conditions of the Series F CCPS as to payment of dividend, priority with respect to payment of dividend, term, conversion, voting rights, redemption, liquidation preference, participation in the surplus funds, surplus assets, and profits on winding up shall be same as enumerated in **Annexure A**.
- c. Other Terms and conditions of warrants of the Company shall be the same as enumerated in **Annexure B**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company is hereby authorized to allot the equity shares, Series F CCPS and warrants to the Proposed Allottees upon receipt of the subscription amount and fulfilment of all necessary requirements under the Companies Act, 2013 and other applicable law, without requirement for any further consent from the shareholders, and to take all such actions as may be required to give effect to the Issue and this resolution.

**RESOLVED FURTHER THAT** the members/shareholders approve the draft Letter of Offer in PAS-4 to create, offer, issue and allot the said shares and warrants and authorize the Board to finalize, sign and send letter of offer to following Proposed Allottees, with any changes, modifications, amendments as may be required, and to undertake all other actions as may be required to give effect to this resolution, at any time and from time to time as may be permitted by the statutory provisions in this regard:

- i. British International Investment plc, a public limited company, incorporated in England and Wales with registered number 3877777 and having its registered office at 123 Victoria Street, London SW1E 6DE,
- ii. Waterfield Alternative Investments Fund I, a scheme of Waterfield Capital Trust registered with SEBI as an Alternate Investment Fund bearing Registration No. IN/AIF2/21-22/0876,
- iii. A91 Emerging Fund I LLP, a limited partnership, incorporated under the laws of India having its registered office at 702, Orchid Tower A Wing, 251/252 Bellais Road, Mumbai Central, Mumbai 400008 and
- iv. Sanjay Sharma, an Indian resident, residing at 504/21 Heritage City, MG Road Gurgaon, 122002.

**RESOLVED FURTHER THAT** pursuant to compliance of Section 42(6) of the Companies Act, 2013 and rules made thereunder amount of share application money for a sum of INR **310,09,49,351.04/-** (Indian Rupees Three Hundred and Ten Crores Nine Lakhs Forty Nine Thousand Three Hundred and Fifty one decimal zero four only) to be received 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**") at a price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) per equity share and CCPS, which includes a premium of INR 644.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per equity share and a premium of INR 634.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per Series F CCPS and 9,49,376 (Nine Lakh Forty Nine Thousand Three Hundred and Seventy Six) warrants having initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant to be kept in a separate Bank Account in a Schedule Bank namely HDFC Bank A/c No. 50200021789962 at Gurgaon branch.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above said resolutions, the directors of the Company, or their delegated attorney or Committee be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issue and allotment of the equity shares, Series F CCPS and warrants, to execute the necessary documents and enter into contracts, arrangements, agreements, documents and utilization of proceeds of the issue of equity shares, Series F CCPS and warrants and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of the equity shares, Series F CCPS and warrants including for the post issue formalities, without being required to seek any fresh approval of the members/shareholders of the Company and the decision of the Board shall be final and conclusive."

For Aye Finance Pvt Ltd

  
Tripti Pandey  
Company Secretary  
M No: 32760



Place: Gurugram

Date: 8<sup>th</sup> December 2023

**NOTES:**

- (a) 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.
- (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/proxies are requested to send their consent for holding meeting at shorter notice on or before the meeting.
- (d) Ministry of Corporate Affairs ("MCA") vide its General Circular No. 10/2022 Dated 28<sup>th</sup> December 2022, General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, 2/ 2021 dated 13<sup>th</sup> January, 2021, 21/ 2021 dated 14<sup>th</sup> December, 2021, 2/ 2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), EGM can be conducted via Video Conferencing (VC) (through Zoom Meeting)/ Other Audio Visual (OAVM), without the physical presence of the Shareholders at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013, the EGM of the Company will be held through Audio Visual Means (through Zoom meeting) or Other Audio-Visual Means (OAVM). The deemed venue for this meeting shall be the Corporate Office of the Company i.e. Unit No. -701-711, 7<sup>th</sup> Floor, Unitech Commercial Tower-2, Sector-45, Arya Samaj Road, Block B, Greenwood City, Gurgaon Haryana,122003.
- (e) 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.
- (f) 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-

**Join Zoom Meeting**

<https://us06web.zoom.us/j/86866268613?pwd=6Dj6RatFHjpFvsEuWARiQMwhjYM9bp.1>

**Meeting ID: 868 6626 8613**

**Passcode: 614228**

- (g) 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
- (h) The facility for joining the meeting shall be kept open at least 15 minutes before and close after 15 minutes of the scheduled time.
- (i) 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](mailto:Tripti.pandey@ayefin.com)  
Ph- +91-8826299069

- (j) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- (k) 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.
- (l) 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 8<sup>th</sup> December 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.

Accordingly, the Board considered to create, offer and issue 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 (Nine Lakh Forty Nine Thousand Three Hundred and Seventy Six) warrants on private placement and preferential allotment basis as permitted by Section 55, Section 52, Section 42 read with Section 62(1)I and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 for an aggregate amount (inclusive of premium) not of the Companies Act, 2013 and rules made thereunder amount of share application money for a sum of INR **310,09,49,351.04/-** (Indian Rupees Three Hundred and Ten Crores Nine Lakhs Forty Nine Thousand Three Hundred and Fifty one decimal zero four only) to be received 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 CCPS at a price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) per equity share and CCPS, which includes a premium of INR 644.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per equity share and a premium of INR 634.11/- (Indian Rupees Six Hundred and Forty Four decimal Eleven only) per Series F CCPS and 9,49,376 (Nine Lakh Forty Nine Thousand Three Hundred and Seventy Six) warrants having initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant and exercise price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) each to following existing members/shareholders/Investors and Subscribers, on such terms and conditions in accordance with the provisions of the Companies Act, 2013 and in the manner set out in the share subscription agreement entered by and amongst British International Investment plc, A91 Emerging Fund I LLP, Waterfield Alternative Investments Fund I, the Company, Mr. Sanjay Sharma, Shvet Corporation LLP and Shankh Corporation LLP (“**Share Subscription Agreement**”), and the amended and restated shareholders’ agreement entered by and amongst British International Investment plc, A91 Emerging Fund I LLP, Waterfield Alternative Investments Fund I, Elevation Capital V Limited, 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, the Company, Mr. Sanjay Sharma, Shvet Corporation LLP, Shankh Corporation LLP, persons listed in Part D of Schedule I (as identified in the restated shareholders’ agreement) and Mrs. Namrata (“**Shareholders’ Agreement**”) and such other documents executed between *inter alia* the Company and the shareholders in connection with the Issue and are collectively referred to as the “**Transaction Documents**”) (however, with an option to the concerned offeree, to round off the contribution, in respect of shares offered to it hereby, to any higher amount):

Sr. No.	Name of the Proposed Allottees	Address	No. of equity shares	No. of Series F CCPS	No. of warrants
1.	British International Investment plc	123 Victoria Street, London SW1E 6DE	10	38,21,977	-
2.	Waterfield Alternative Investments Fund I	142, 14 <sup>th</sup> Floor, Maker Chamber Vi, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai, Maharashtra, India	10	5,35,068	-

3.	A91 Emerging Fund I LLP.	702, Orchid Tower A Wing, 251/252 Bellais Road, Mumbai Central, Mumbai 400008	-	3,82,199	-
4.	Sanjay Sharma	504/21 Heritage City, MG Road Gurgaon, 122002	-	-	9,49,376
<b>Total</b>			<b>20</b>	<b>47,39,244</b>	<b>9,49,376</b>

The Series F CCPS will bear a dividend/cumulative dividend at the rate of 0.01% (zero decimal zero one percent) per annum payable from the date of allotment of Series F CCPS till the date of conversion into equity shares.

In this regard, the Board has undertaken the valuation exercise required as per FEMA regulations and section 62(1)(C) of the Companies Act, 2013 and rules made thereunder. The Chairman informed the members/shareholders that the salient terms with respect to create, offer and issue the Series F CCPS will be as per the provisions of the Articles of Association of the Company.

The Company is offering the Series F CCPS, equity shares and warrants only to the above said members/shareholders i.e. Proposed Allotees by sending an offer letter in Form PAS-4.

Pursuant to the provisions of Articles of Association of the Company, section 62(1)(c) and section 55 of the Companies Act, 2013, and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 approval of the members/shareholders is required for the proposed issue of Series F CCPS, equity shares and warrants. Accordingly, the consent of the members/shareholders is being sought. The proposed issue is in terms of the provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 the relevant disclosures / details are given below:

Sl. No.	Subject	Particulars
1.	Size of the issue	INR <b>310,09,49,351.04/-</b> (Indian Rupees Three Hundred and Ten Crores Nine Lakhs Forty Nine Thousand Three Hundred and Fifty one decimal zero four only)
2.	Number of securities to be issued	<ul style="list-style-type: none"> <li>20 (Twenty) equity shares,</li> <li>47,39,244 (Forty-Seven Lakhs Thirty-Nine Thousand Two Hundred and Forty-Four Only) Series F compulsorily convertible preference shares ("<b>Series F CCPS</b>") and</li> <li>9,49,376 (Nine Lakh Forty-Nine Thousand Three Hundred and Seventy-Six) warrants having initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant and exercise price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) each.</li> </ul>
3.	Nominal value	Equity shares - INR 10/- each (Indian Rupees Ten only) Compulsorily Convertible and Cumulative Preference Shares (CCPS)- INR 20/- each (Indian Rupees Twenty only) Warrants - initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant
4.	Nature of shares	Equity shares and Series F Fully, Compulsorily

		Convertible and Cumulative Preference Shares (“Series F CCPS”) Warrants with right to convert into equity shares of the Company as per the agreed terms.
5.	Objective of the issue	For expansion of business of the Company.
6.	Manner of issuance	Issuance under Section 42 read with Section 62(1)(c) of the Companies Act, 2013 and Articles of Association of the Company.
7.	Price of equity shares and Series F CCPS	INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only), which includes a premium of INR 644.11/- (Indian Rupees Six Hundred and Forty-Four decimal Eleven only) per equity shares and premium of INR 634.11/- (Indian Rupees Six Hundred and Thirty-Four decimal Eleven only) per Series F CCPS.
8.	The basis on which the price has been arrived at	Valuation report of Registered Valuer attached as <b>Annexure C.</b>
9.	Terms of issue of Series F CCPS	As per <b>Annexure A</b>
10.	Terms of redemption of Series F CCPS	As per <b>Annexure A</b>
11.	Terms of issue of warrants	As per <b>Annexure B</b>
12.	Manner and modes of redemption of “Series F CCPS”	Shares are fully and compulsorily convertible into equity shares.
13.	Current shareholding pattern of the Company (on diluted basis)	As per <b>Annexure D</b>
14.	Expected dilution in the equity share capital upon conversion of Series A, Series A1, Series B CCPS, Series C CCPS Series D CCPS, Series E CCPS and Series F CCPS	As per <b>Annexure E</b>

Issue of shares by private placement and preferential allotment could be made by complying with the provisions of Section 42 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014.

**Disclosure in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014**

i.	The objects of the issue	To augment business of the Company
ii.	The total number of shares or other securities to be issued	<ul style="list-style-type: none"> <li>• 20 (Twenty) equity shares,</li> <li>• 47,39,244 (Forty-Seven Lakhs Thirty-Nine Thousand Two Hundred and Forty-Four Only) Series F CCPS and</li> <li>• 9,49,376 (Nine Lakh Forty-Nine Thousand Three Hundred and Seventy-Six) warrants having initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant and exercise price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) each</li> </ul>

iii.	The price or price band at which the allotment is proposed	<ul style="list-style-type: none"> <li>• INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only), which includes a premium of INR 644.11/- (Indian Rupees Six Hundred and Forty-Four decimal Eleven only) per equity share and premium of INR 634.11/- (Indian Rupees Six Hundred and Thirty-Four decimal Eleven only) per Series F CCPS.</li> <li>• Warrants- initial warrant subscription amount of INR 1 (Indian Rupees One only) per warrant and exercise price of INR 654.11/- (Indian Rupees Six Hundred and Fifty-Four decimal Eleven only) each.</li> </ul>
iv.	Justification of the price	The price has been arrived by the Board based on the valuation arrived at by the registered valuer appointed by the Company pursuant to the requirement under Section 62 of the Companies Act, 2013.
v.	The relevant date based on which price has been arrived at;	September 30, 2023.
vi.	The class or classes of persons to whom the allotment is proposed to be made;	<p><b>Body Corporate incorporated outside India:</b></p> <ul style="list-style-type: none"> <li>i. British International Investment plc, a public limited company, incorporated in England and Wales with registered number 3877777 and having its registered office at 123 Victoria Street, London SW1E 6DE.</li> </ul> <p><b>Body Corporate incorporated in India:</b></p> <ul style="list-style-type: none"> <li>ii. Waterfield Alternative Investments Fund I, a scheme of Waterfield Capital Trust registered with SEBI as an Alternate Investment Fund bearing Registration No. IN/AIF2/21-22/0876 having registered office at 142, 14<sup>th</sup> Floor, Maker Chamber Vi, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai, Maharashtra, India.</li> <li>iii. A91 Emerging Fund I LLP, a limited partnership, incorporated under the laws of India having its registered office at 702, Orchid Tower A Wing, 251/252 Bellais Road, Mumbai Central, Mumbai 400008</li> </ul> <p><b>Individual:</b></p> <ul style="list-style-type: none"> <li>i. Mr. Sanjay Sharma, Managing Director of the Company.</li> </ul>
i.	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Mr. Sanjay Sharma, Managing Director will subscribe to 9,49,376 warrants of the Company.
ii.	The proposed time within which the allotment shall be completed	within 30 days from the acceptance of share application money.
iii.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As per <b>Annexure F</b> .

iv.	Change in control, if any in the Company that would occur consequent to the preferential offer	No change of Control will occur consequent to the preferential offer.
v.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	None
vi.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable, as the Issue is being made for cash.
vii.	Terms of issue for Series F CCPS	Attached herewith in <b>Annexure A</b>
viii.	Terms of issue for Warrants	Attached herewith in <b>Annexure B</b>
ix.	The pre and post issue shareholding pattern of the Company.	Attached herewith in <b>Annexure G</b>

Except for Mr. Sanjay Sharma, Managing Director, 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*

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



**Place: Gurugram**

**Date: 8<sup>th</sup> December 2023**

**Annexure A**

Capitalised terms used but not defined in this Annexure A will take their meaning from the Shareholders Agreement dated 6<sup>th</sup> December 2023.

**TERMS OF SERIES F CCPS**

The Series F CCPS are issued with the following characteristics, including certain rights vested in the holders thereof which are in addition to, and without prejudice to, the other rights of the Investors set out in the Transaction Documents.

**Equity Shares-** The number of Equity Shares to be issued to the holders of the Series F CCPS upon conversion shall, subject to the other terms and conditions set forth in the Shareholders' Agreement, be as set out in Paragraph 3 below.

- 1. Dividends-** The Series F CCPS shall carry a cumulative dividend rate of 0.01% per annum on an As If Converted Basis. Any dividend declared by the Company on any securities other than the Series F CCPS, pursuant to approval from the Investors, will be paid only after similar dividend, on an As If Converted Basis is simultaneously paid in full on the Series F CCPS. In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.01% per annum, the holders of the Series F CCPS shall be entitled to dividend at such higher rate. The dividend shall be payable, subject to cash flow solvency, in the event the Board declares any dividend for the relevant year and shall be paid to the holders of Series F CCPS along with Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS and Series E CCPS in priority to other classes of Shares.
- 2. Conversion-**
  - (a) The holders of the Series F CCPS may convert the Series F CCPS in whole or part into Equity Shares at any time before 19 (Nineteen) years from the date of issuance of the same subject to the adjustments provided in Paragraph 4, Paragraph 5 and Paragraph 6 of this Annexure and other terms and conditions of the Shareholders 'Agreement. In the event the conversion of Series F CCPS entitles the holder of Series F CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.
  - (b) The holders of Series F CCPS shall, at any time prior to 19 (Nineteen) years from the date of The holders of Series F CCPS shall, at any time prior to 19 (Nineteen) years from the date of issuance of the same, be entitled to call upon the Company to convert all or any of the Series F CCPS by issuing a Notice to the Company accompanied by a share certificate representing the Series F CCPS sought to be converted. Immediately and no later than 30 (Thirty) Business Days from the receipt of such Notice, the Company shall issue Equity Shares in respect of the Series F CCPS sought to be converted. The record date of conversion of the Series F CCPS shall be deemed to be the date on which the holder of such Series F CCPS issues a Notice of conversion to the Company. The Series F CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Shares to the public in connection with the occurrence of a Public Offer under Applicable Law, or (ii) on the day following the completion of 19 (Nineteen) years from the date of issuance of the same.

**(c) Valuation Adjustments-**

- (a) Subject to the adjustments provided in Paragraph 4, Paragraph 5 and Paragraph 6 of this Annexure initially each Series F CCPS shall convert into 1 (One) Equity Share ("**Initial Series F Conversion Ratio**"). The Initial Series F Conversion Ratio is on the assumption of pre-money valuation of the Company being equal to INR 20,70,00,00,000 (Indian Rupees Two Thousand Seventy Crores only) which is arrived as of September 30, 2023 ("**Initial Series F Valuation**"). No fractional Shares shall be issued upon conversion of Series F CCPS, and the number of Equity Shares to be issued shall be rounded up to the nearest whole number.
- (b) The Initial Series F Conversion Ratio shall be adjusted in the event the Company raises a subsequent round of financing of an amount equivalent to at least INR 250,00,00,000 (Indian Rupees Two Hundred and Fifty Crores only), within a period of 24 (twenty four) months from the Series F Closing Date ("**Additional Financing**"), and the pre-money valuation of such Additional Financing shows an INR IRR of more than 20% (twenty percent) per annum from the post-money valuation of the Company as on the Series F Closing Date ("**Series F Adjustment Event**"). Upon occurrence of a Series F Adjustment Event, the Initial Series F Conversion Ratio shall be adjusted such that the IRR (post such adjustment) on the revised post money valuation for Series F closing is at least 20% (twenty percent) per annum ("**Adjusted Series F Conversion Ratio**") subject to the Valuation Cap. For the purpose of clarity, the valuation adjustment workings in relation to the Series F CCPS is detailed in Schedule 14 of the Shareholders Agreement dated 6<sup>th</sup> December 2023.
- (c) **Valuation Cap-** For the purposes of calculating the Adjusted Series F Conversion Ratio, the pre-money valuation of the Series F investment round shall be deemed to be capped at INR 23,10,00,00,000 (Indian Rupees Two Thousand Three Hundred and Ten Crores only).
- (d) Subject to Applicable Law, if the Additional Financing does not occur, then the Initial Series F Conversion Ratio will remain unchanged.
- 3. Valuation Protection-** If the Company offers any Dilution Instruments to a new investor or a third party after the Series F Closing Date, at a price (the "**New Price**") less than the then effective conversion price of the Series F CCPS ("**Dilutive Issuance**") then the holders of Series F CCPS shall be entitled to a Full Ratchet anti-dilution protection as provided for in Part G of SCHEDULE 6 of the Shareholders Agreement dated 6<sup>th</sup> December, 2023 (the "**Valuation Protection Right**"). In such an event the Parties shall be bound to cooperate with the holders of Series F CCPS and the Company such that the Company forthwith takes all necessary steps as detailed in Part G of SCHEDULE 6 of the Shareholders Agreement dated 6<sup>th</sup> December, 2023. The Company shall Notify the holders of Series F CCPS of the impact of the Dilutive Issuance prior to such issuance and obtain confirmation from them that the same conforms to these terms of issue. These provisions shall not apply to any Exempted Issuances as provided under Clause 6.1 of the Shareholders' Agreement.

#### **4. Adjustments.**

- (a) If, whilst any Series F CCPS remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock splits) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Series F CCPS shall, subject to Applicable Law and receipt of requisite approvals, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Series F CCPS shall be proportionately decreased in the case of a consolidation (reverse stock split).

- (b) If, whilst any Series F CCPS remain capable of being converted into Equity Shares, the Company makes or issues a dividend or other distribution of Equity Shares to the holders of Equity Shares then the number of Equity Shares to be issued on any subsequent conversion of Series F CCPS shall, subject to Applicable Law and receipt of requisite approvals, be increased proportionately and without payment of additional consideration therefor by the holders of Series F CCPS.
- (c) If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Series F CCPS into Equity Shares shall thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Series F CCPS immediately prior to the record date of such re-classification or conversion.
- (d) The holders of Series F CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.
- 5. Liquidation and Participation Preference-** In case of occurrence of a Liquidation Event or a Shareholder Acquisition, the holders of Series F CCPS shall have such liquidation preference as provided under Clause 11 of the Shareholders Agreement dated 6<sup>th</sup> December 2023.
- 6. Senior Rights-** Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS and Series F CCPS shall rank pari-passu with each other but senior to all other instruments that are outstanding and/or which may be issued by the Company from time to time in all respects including but not limited to voting rights, dividends and liquidation. The holders of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS and Series F CCPS shall be entitled to all superior rights or other rights that may be given to any other investors, if any, in the future.
- 7. Additional Rights-** The Company shall not and/or Founders shall ensure that the Company does not grant any other current/potential investor any rights which are more favourable than those granted to the holders of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS and Series F CCPS. If the rights granted to any other investor are at variance with rights of the Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS and Series F CCPS, the holders of Series A CCPS, Series A1 CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series E CCPS and Series F CCPS shall be entitled to such favourable terms as are offered by the Company to the investor.
- 8. Registration rights-**The Investors shall receive typical and customary registration rights, where available, in all global market(s) where the Company lists the Shares. Termination of the Transaction Documents shall not affect the obligation of the Company to provide registration rights to the holders of Series F CCPS.
- 9. Meeting and Voting rights-** The holders of Series F CCPS shall be entitled to attend meetings of all Shareholders of the Company and will be entitled to such voting rights on an As If Converted Basis, as may be permissible under Applicable Law. Accordingly, but subject to adjustments as set forth herein, the holders of Series F CCPS shall be entitled to the same number of votes for each Series F CCPS as a holder of 1 (One) Equity Share, provided however that in the event of any adjustment in conversion the number of votes associated with each Series F CCPS will change accordingly. Subject

to Applicable Law, the holders of Series F CCPS shall be entitled to vote on all such matters which affect their rights.

**Part B – Full Ratchet Valuation Protection for Series F CCPS**

**1. Definitions**

For the purposes of this Part B of Annexure A and unless the context otherwise requires a different meaning the following terms have the meanings indicated.

- (a) **"Adjustment Shares"** shall have the meaning ascribed to it in Section **Error! Reference source not found.** of Part B of this Annexure A.
- (b) **"Series F Conversion Price"** for each Series F CCPS shall mean INR 654.11 (Indian Rupees Six Hundred and Fifty-Four and Eleven Paise) as adjusted from time to time in accordance with the provisions of Sections **Error! Reference source not found.**, **Error! Reference source not found.** and **Error! Reference source not found.** of Part B of this Annexure A.
- (c) **"Issue Date"** shall have the meaning ascribed to it in Section **Error! Reference source not found.** of Part B of this Annexure A.
- (d) **"Lowest Permissible Price"** in relation to a Ratchet Shareholder shall mean the lowest possible price at which a Share may be issued to that Ratchet Shareholder in accordance with Applicable Law.
- (e) **"New Issue Price"** shall have the meaning ascribed to it in Part B of Section **Error! Reference source not found.** of this Annexure A.
- (f) **"Ratchet Shareholder"** shall mean the holders of Series F CCPS.
- (g) **"Ratchet Shares"** shall mean.
  - (i) Series F CCPS (including the Equity Shares issued on conversion of the Series F CCPS) held by the Ratchet Shareholders at any given point of time; and
  - (ii) Series F CCPS (including the Equity Shares issued on conversion of the Series F CCPS) already issued to the Ratchet Shareholders under the terms of this Annexure A.
- (h) **"Ratchet Share Price"** shall immediately upon Series F Closing mean the Series F CCPS Price. The Ratchet Share Price shall thereafter stand adjusted from time to time, upon the occurrence of any stock split, change in par value of the Shares, a Transaction or any event that is dilutive of Share value or upon any price adjustment benefits provided to the Ratchet Shareholders pursuant to this Schedule.
- (i) **"Relevant Date"** shall have the meaning ascribed to it in Section **Error! Reference source not found.** of Part B of this Annexure A.

**2. Non-Dilution Protection**

- (a) **Issuance below Ratchet Share Price.**

- (i) **New Issues.** If the Company shall at any time or from time to time issue or sell any Dilution Instruments at a price per Dilution Instrument that is less than the Ratchet Share Price then in effect (the "**Relevant Date**") (treating the price per Dilution Instrument as equal to (x) the total sum paid for such Dilution Instruments divided by (y) the number of Shares initially underlying such Dilution Instruments) (the "**New Issue Price**"), other than Exempted Issuance then, and in each such case, the Ratchet Share Price then in effect shall be adjusted to equal the New Issue Price (as adjusted for any subdivisions or other events that are dilutive of Share value and for which no adjustment is otherwise made under this Schedule or any consolidations) in accordance with Section **Error! Reference source not found.** of Part B of this Annexure A.
- (ii) **Timing for New Issues.** Such adjustment shall be made whenever such Dilution Instruments are issued in accordance with Section **Error! Reference source not found.** (x) of Part B of this Annexure A in the case of an issuance to the Shareholders of the Company, as such, to a date immediately following the close of business on the record date for the determination of Shareholders entitled to receive such Dilution Instruments and (y) in all other cases, on the date (the "**Issue Date**") of such issuance; provided, however, that the determination as to whether an adjustment is required to be made pursuant to this Section **Error! Reference source not found.** shall be made immediately or simultaneously upon the issuance of such Dilution Instruments, and not upon the subsequent issuance of any security into which the Dilution Instruments convert, exchange or may be exercised.
- (iii) **Price Calculation for New Issues.** In case at any time any Dilution Instruments shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Company therefor, without deduction therefrom of any expenses incurred or any underwriting commissions or concessions or discounts paid or allowed by the Company in connection therewith. In case any Dilution Instruments shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Company shall be deemed to be the fair market value of such consideration, without deduction therefrom of any expenses incurred or any underwriting commissions paid or allowed by the Company in connection therewith, as determined mutually by the Board of Directors and the Ratchet Shareholders or, if the Board of Directors and the Ratchet Shareholders shall fail to agree, at the Company's expense by an independent appraiser chosen by the Board of Directors and reasonably acceptable to the Ratchet Shareholders.
- (iv) **Adjustment.** If the Ratchet Share Price of a Ratchet Shareholder is subject to an adjustment pursuant to an occurrence of any event described in Section **Error! Reference source not found.** such adjustment shall be effected through the reduction of that Ratchet Shareholder's Ratchet Share Price by calculating the number of additional Equity Shares that the Ratchet Shareholder is entitled to ("**Adjustment Shares**"), at a subscription price per Adjustment Share equal to the Lowest Permissible Price as calculated in accordance with the following formula:

$$AS = (RAS \times RSP/NIP) - RAS$$

Where:

AS = the aggregate number of Adjustment Shares to be issued to the Ratchet Shareholder.

RSP = the Ratchet Share Price

NIP = the New Issue Price.

RAS = the aggregate number of Ratchet Shares before the new issuance.

(v) **Reorganization, Reclassification:** In case of any reconstruction or consolidation of the **Company** or any capital reorganization, reclassification or other change of outstanding Shares or the Company declares a distribution (other than dividend for cash) on its Equity Shares or the Company authorizes the granting to the holders of its Equity Shares rights or warrants to subscribe for or purchase any Equity Shares of any class or of any other rights or warrants; or upon occurrence of any other similar transaction (each, a "**Transaction**"):

(1) then the Company shall mail to each holder of Ratchet Shares at such holder's address as it appears on the transfer books of the Company, as promptly as possible but in any event at least 10 (Ten) days prior to the applicable date hereinafter specified, a Notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or granting of rights or warrants or, if a record is not to be taken, the date as of which the holders of Equity Shares of record to be entitled to such dividend, distribution or granting of rights or warrants are to be determined. Notwithstanding the foregoing, in the case of any event to which Section 2(b) above is applicable, the Company shall also deliver the certificate described in Section 2(b) above to each holder of Ratchet Shares at least 20 (Twenty) Business Days' prior to effecting such reorganization or reclassification as aforesaid.

(2) the Company shall execute and deliver to each holder of Ratchet Shares at least 7 (Seven) Business Days prior to effecting such Transaction a certificate, signed by (i) the Chief Executive Officer of the Company and (ii) the Chief Financial Officer of the Company, stating that the holder of each Ratchet Share shall have the right to receive in such Transaction, in exchange for each such Equity Share or Preference Share, a security identical to (and not less favourable than) each such Equity Share or Preference Share and no less favourable than any security offered to any other Shareholders for or in relation to that Transaction, and provision shall be made therefor in the agreement, if any, relating to such Transaction.

**3. Mode of Giving Effect to Valuation Protection:** In the event that the Ratchet Shareholder(s) holds any Series F CCPS at the time when the Company is required under the provisions of this Annexure to adjust the Ratchet Share Price of the Series F CCPS, then the adjustment will be given effect to by an adjustment to the conversion ratio or conversion price of the Series F CCPS. Alternatively, the Ratchet Shareholder(s), shall have the option to require the Company to (a) Transfer Shares held by the Founders to the holders of Series F CCPS at lowest price permissible under Applicable Law; (b) buy back of Shares held by Founders and other Shareholders; (c) reduce the sale proceeds

receivable by the Founders; (d) issue of additional Shares to the Ratchet Shareholder at the lowest permissible price; or (e) the Company shall take such measures as may be necessary to ensure that the Ratchet Shareholder(s) become entitled to such Adjustment Shares in addition to the Ratchet Shares. Notwithstanding the foregoing, it is agreed and acknowledged that the obligation to give effect to the valuation protection will be on the Company and not solely on the Founders.

In the event that the Ratchet Shareholder(s) holds only Equity Shares at the time when the Company is required under the provisions of Part G of this Schedule to issue Adjustment Shares to the Ratchet Shareholder(s), then the Ratchet Shareholder(s), shall have the option to require the Company to issue Adjustment Shares to the Ratchet Shareholder(s), at the Lowest Permissible Price, so as to ensure that, upon issue of such Adjustment Shares, its holding in the Company is not diluted.

#### 4. Compliance with and Effectiveness of this Schedule

- (a) **Waiver.** If a Shareholder (other than the relevant Ratchet Shareholder) is entitled under any contract, requirement of Applicable Law or otherwise to participate in relation to any issue of Shares to the Ratchet Shareholder under this Schedule, then such Shareholder hereby waives all such rights and, to the extent it cannot waive such rights it agrees not to exercise them.
- (b) **Ensuring Economic Effect.** If for any reason any part of Section 2 of Part B of this Annexure A is not fully effected as a result of any change in Law (including a change in Law that affects the price at which that Ratchet Shareholder may sell or be issued Shares) then each Shareholder and the Company shall each use its best efforts to take all such actions (by corporate, director or shareholder action) as may be necessary to provide to each Ratchet Shareholder the same economic benefits as are contemplated by this Annexure A.
- (c) **Change in Law.** If there is a change in any Law that makes it possible to implement any part of Section 2 of Part B of this Annexure A so as to confer the economic benefits on the Ratchet Shareholders that are contemplated by this Schedule in a more effective manner then each Shareholder (other than the Ratchet Shareholders) and the Company shall cooperate and use its best efforts to implement Section 2 of Part B of this Annexure A in that more effective manner.
- (d) **Material Breach.** If a Shareholder (other than the relevant Ratchet Shareholder) breaches a provision of this Schedule or acts or omits to act in a particular manner and as a result of such breach, act or omission a Ratchet Shareholder is unable to be issued the number and percentage of Equity Shares or Equity Shares at a price contemplated by this Annexure then that Shareholder is deemed to have committed a material breach of the Shareholders' Agreement.
- (e) **Currency Exchange.** If in calculating a price or any other amount under this Annexure the relevant variables for that calculation are expressed in different currencies, then all such variables for the purposes of that calculation shall be converted to USD.

**Annexure B**

Capitalised terms used but not defined in this Annexure B will take their meaning from the Warrant Subscription Agreement dated 8<sup>th</sup> December 2023.

**Terms of issuance of warrants**

1. The Warrant Holder shall be entitled to exercise the Warrants by delivering a duly executed Warrant Exercise Notice to the Company in respect of any or all of the Warrants and by paying the Net Warrant Exercise Amount in relation to such number of Warrants being exercised, and the Company, upon receipt of the Warrant Exercise Notice and the Net Warrant Exercise Amount shall immediately be obligated to issue and allot such number of Equity Shares which are equivalent to the number of Warrants being exercised by the Warrant Holder.
2. Upon exercise of the Warrants, any adjustment to the number of Equity Shares shall be rounded to the nearest whole Equity Shares.
3. The Company shall bear all costs (including expenses, taxes, stamp duty etc.) associated with issuance and allotment of the Equity Shares pursuant to exercise of the Warrants.
4. The Company shall, no later than 30 (thirty) days from the receipt of the Warrant Exercise Notice, complete all necessary corporate actions and other formalities (including the passing of a Board's resolution and a Shareholders' resolution to approve issuance and allotment of Equity Shares) under the Applicable Laws to validly complete the issuance and allotment of the Equity Shares to the Warrant Holder.
5. The Company shall, no later than 2 (two) days from the date of issuance and allotment of the Equity Shares to the Warrant Holder, deliver duly stamped, sealed and executed certificates of the Equity Shares to the Warrant Holder.
6. The Equity Shares issued pursuant to conversion of the Warrants:
  - a. shall be credited as fully paid up;
  - b. shall have the rights set out in the Warrant Subscription Agreement read with this Agreement; and;
  - c. shall rank pari-passu in all respects with the existing Equity Shares in all respects.
7. Any 'notice' or 'waiver' by the Company or the Warrant Holder of any Terms of Warrants shall be delivered through registered post at the registered office address of the Company or the Warrant Holder (as applicable).
8. The Company and/or its Shareholders shall not, by amendment of the Articles or through any transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, with the sole objective to avoid or seek to avoid the observance or performance of any of the Terms of Warrants or terms of the Warrant Subscription Agreement to be observed or performed hereunder by the Company.
9. The Company shall, at all times, reserve and make available adequate authorised share capital for issuance and allotment of Equity Shares upon exercise of the Warrants. Further, if required, the Company shall pass the necessary shareholders' resolution and amend its Articles to effect increase in its authorised share capital and ensure availability of adequate authorised share capital for exercise of the Warrants.

10. The Warrant Holder shall be entitled to: (i) transfer the Warrants; and (ii) assign all the rights and obligations attached to the Warrants to Shvet Corporation LLP and Shankh Corporation LLP, without the prior approval of the Company.
11. If the Company, at any time, shall by subdivision, combination, reclassification of securities or otherwise, change the share capital into the same or a different number of Securities of any class or classes, the Warrants shall thereafter entitle the Warrant Holder to acquire such number of Equity Shares as would have been issuable in respect of the share capital as the result of such change if the Warrants had been exercised in full for cash immediately prior to such change.
2. h change.
  1. Upon exercise of the Warrants, the Warrant Holder shall have such rights and, obligations and transfer restrictions as may be prevalent for the Equity Shares held by the Founder, under the Shareholders' Agreement including the right of first offer and right of first refusal.
  2. The Terms of Warrants shall be legally binding on the Parties and their respective officers, directors, employees, consultants, agents, distributors, representatives, successors, administrators and permitted assigns (as applicable).

**Annexure -C**

**Valuation Report**

# Valuation Report: Aye Finance Private Limited

Fair Value: Equity Shares & CCPS

Valuation Date: September 30<sup>th</sup>, 2023



L&B | P&M | SFA | VALUERS

STRICTLY CONFIDENTIAL

**Date: December 4<sup>th</sup>, 2023**

To  
**The Board,**  
**Aye Finance Private Limited**  
Unitech Commercial Tower-2,  
701 to 711,7th Floor Sector-45,  
Arya Samaj Road, Block B,  
Gurugram, Haryana -122003

**Subject: Fair value of Equity Shares & CCPS of Aye Finance Private Limited**

This is in reference to our engagement wherein INMACS Valuers Private Limited (appointed registered valuer, hereinafter referred to as "We" or "Valuer") has been requested by Aye Finance Private Limited (hereinafter referred to as "the Company" or "Aye Finance") to determine the fair value of equity shares or convertible instruments as on the date of valuation for the purpose of fresh issue and/or allotment on preferential allotment/ private placement/ right issue basis in pursuance of section 62 and section 42 of the Companies Act, 2013 read with Companies (Share Capital and debentures) Rules, 2014 and provisions of Foreign Exchange Management Act, 1999.

The valuation has been carried out as on the agreed date of valuation i.e., **September 30<sup>th</sup>, 2023.**

INMACS Valuers is a registered valuer entity registered vide IBBI/RV-E/02/2021/141 with Insolvency and Bankruptcy Board of India (IBBI) providing valuation for following asset classes:

- (i) Securities and Financial Assets
- (ii) Land and Building
- (iii) Plant and Machinery

We are pleased to submit this report outlining the scope, procedures, significant considerations, short description of methodology used and the valuation analysis/results.

This report has been prepared only for the purpose stated herein and should not be relied for any other purpose.

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The valuation analysis is based on information provided by the Management or obtained from sources as indicated in the report. Our work did not constitute an audit or an examination of internal controls or other attestation or review services. Accordingly, we do not express an opinion on the information presented. Further, the report is based on projections prepared by the Management. We express no opinion as to how closely the actual results achieved will correspond to those predicted for the business and we shall not be responsible or liable for the achievement of predicted results.

By its very nature, valuation analysis cannot be regarded as an exact science and the conclusions arrived at are subject to individual judgement and, therefore, there is, no indisputable single value. Although the conclusions are in our opinion reasonable and defensible, others might wish to argue for different values.

The valuation methodologies and approaches adopted by us are widely recognised and used. They are in compliance with Valuation standards issued by The Institute of Chartered Accountants of India and International Valuation Standards issued by International Valuation Standards Council (IVSC) and are accepted across India and internationally.

We would also like to record appreciation for the courtesy and co-operation received during the course of our work and look forward to continuing professional association.

For **INMACS Valuers Private Limited**  
IBBI Reg. No: **IBBI/RV-E/02/2021/141**



**Vaibhav Jain**  
**Director – Securities and Financial Assets**  
**IBBI Reg No. - IBBI/RV/06/2018/10016**  
B.Com (Hons.), FCA, ACS, LLB, DISA (ICAI)  
MBF (ICAI), FAFD (ICAI), CCIDT (ICAI),  
CCCA (ICAI), ID (MCA-IICA),  
Registered Valuer (S&FA)  
**ICAI Membership No: 515700**  
**UDIN: 23515700BGVYDA3507**

**Valuation Reference No. (VRN):**  
**IOVRVF/IMV/2023-2024/2723**

**Date: December 4<sup>th</sup>, 2023**  
**Place: New Delhi**

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## 1. Background

**Aye Finance Private Limited** (hereinafter referred to as “the Company” or “AFPL”) is a private company incorporated under the provisions of the Companies Act, 1956, bearing **CIN U65921DL1993PTC283660** and having registered office at M-5, Magnum House-I Community Centre, Karampura, New Delhi-110015, India was incorporated on 12<sup>th</sup> August, 1993.

Aye is a private financial services company registered as a non-banking financial company (NBFC) with the Reserve Bank of India (RBI). AFPL has carved a niche by focusing on serving the MSMEs, which struggle to secure loans from traditional banks due to a lack of credit history and collateral. AFPL offer secured and unsecured small business loans for working capital requirements. Their business model revolves around innovative credit assessment, personalized lending, and technology integration to bridge this financial gap and empower MSMEs.

The composition of board of directors of the Company as on date of valuation is as follows:

Name	DIN
Sanjay Sharma	03337545
Vivek Kumar Mathur	03581311
Navroz Darius Udwadia	08355220
Kanika Tandon Bhal	06944916
Kartik Srivatsa	03559152
Kaushik Anand Kalyana Krishnan	07719742
Sanjaya Gupta	02939128
Govinda Rajulu Chintala	03622371

The share capital structure of the Company as on date of valuation is tabulated below:

Shareholder	Number of shares
Founder	26,79,000.00
Other individual shareholders	12,47,206.00
Existing Investors	2,65,26,448.00
ESOPs	11,93,211.00
<b>Total</b>	<b>3,16,45,865.00</b>

As on date of valuation, the Company has outstanding employee stock options for equity shares, Compulsory convertible preference shares. The total number of equity shares on a fully dilutive basis comes out to be **3,16,45,865**.



## 2. Purpose of valuation

---

We have been appointed by the Company as Registered Valuer for Securities and Financial Asset Class to determine fair value of its equity shares as on date of valuation for the purpose of issue of such equity shares or convertible instruments in pursuance of provisions of Section 62 and Section 42 of the Companies Act, 2013 read with Companies (Share Capital and debentures) Rules and provisions of Foreign Exchange Management Act, 1999.

Date of valuation for the abovementioned purpose shall be **September 30<sup>th</sup>, 2023**.

## 3. Sources of information

---

Our valuation exercise is based on the following information received from the Management:

- Audited Financial Statements for the year ended on March 31<sup>st</sup>, 2023
- Provisional Financial Statements for the period ended on September 30<sup>th</sup>, 2023.
- Management approved financial projections and business plans of the Company for an explicit period of five years i.e., from October 01<sup>st</sup>, 2023 to FY 2027-28.
- Report for the period ended on September 30<sup>th</sup>, 2023 filed with the RBI.
- Discussions with the Management on various issues relevant for the valuation.
- Information about the company available in public domain.
- Such other information and explanation as requested by us and as provided by the Management.

## 4. Pecuniary Interest Disclosure

---

The Valuer has no pecuniary interest in the said the company, holding, associates or any of its subsidiaries. The opinion expressed is free of any bias in this regard. The Valuer strictly follows the code of conduct of the Registered Valuation Organization of Insolvency and Bankruptcy Board of India (IBBI).



## 5. Methods of Valuation

---

There are various methods adopted for valuation of assets/instruments including financial assets/instruments. Certain methods are based on asset value while certain other methods are based on the earnings potential of the asset/ instrument.

It should be understood that the valuation of an entity or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we have made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of housing finance companies.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be strongly emphasized that a valuer can arrive only at one value for one purpose. We have chosen the usual and conventional methods of valuation, the ones which are adopted for transactions of a similar nature.

IVS 301 specifies that generally, following three approaches are used for Valuation of business/business ownership interest:

- a) Market approach
- b) Income approach
- c) Cost approach

Each one of the above approaches is discussed in the following paragraphs.

a) Market approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e. similar) assets, liabilities or a group of assets or a group of assets and liabilities, such as a business.

I. Market Price Method

The market price of an equity shares as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share, especially where the market values are fluctuating in a volatile capital market.

II. Comparable Companies Multiples method ('CCM')

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.



### III. Comparable Companies Transaction Multiples Method ('CTM')

This method involves valuing an asset based on transaction multiples of comparable companies.

#### b) Income Approach

Income Approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. An approach based on earnings is relevant in case of companies generating a steady stream of income.

##### I. Discounted Cash Flow ('DCF')

The DCF method values the asset by discounting the cash flows expected to be generated by the asset/instrument for the explicit forecast period and also the perpetuity value (or terminal value) in case of assets/instruments with indefinite life. This method involves discounting of future cash flows expected to be generated by an asset over its life using an appropriate discount rate to arrive at the present value.

The following are important inputs for the DCF method:

- Cash flows;
- Discount rate; and
- Terminal value

#### c) Cost Approach or Asset Approach

It is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). IVS 301 on Business Valuations and IVS 103 on Valuation Approaches and Methods specify that common methodologies for the Cost Approach are the Replacement Cost Method and the Reproduction Cost Method. These methods involve determining the value of the asset based on the cost that would have to be incurred to recreate/replicate the asset with substantially the same utility as that of the asset under Valuation. This approach involves determining the value per share based on the assets and liabilities of a Company.



## 6. Valuation Analysis

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As per **ICAI Valuation Standard- 301: Business Valuation:**

Enterprise Value: Enterprise Value is the value attributable to the equity shareholders plus the value of debt and debt like items, minority interest, preference share less the amount of non-operating cash and cash equivalents.

Business Value: Business value is the value of the business attributable to all its shareholders

Equity Value: Equity Value is the value of the business attributable to equity shareholders.  
As per International Valuation Standard **IVS 200 Businesses and Business Interests**

Enterprise value: Often described as the total value of the equity in a business plus the value of its debt or debt-related liabilities, minus any cash or cash equivalents available to meet those liabilities.

Total invested capital value: The total amount of money currently invested in a business, regardless of the source, often reflected as the value of total assets less current liabilities and cash.

Operating Value: The total value of the operations of the business, excluding the value of any non-operating assets and liabilities.

Equity value: The value of a business to all of its equity shareholders.

### 6.1 The Approach

After analysing the above-mentioned approaches and gaining understanding of the company and the management requirements, we derive that the company is to be valued at enterprise level as a going concern taking into consideration all the future aspects of the business. The company is not listed on any stock exchange. Thus, active market prices are not available for the equity shares of the company making it impractical to adopt market approach in this scenario.

Taking into consideration other observable inputs available and the fact that the company is not under liquidation or facing any kind of distress, the cost approach will not provide reliable value, hence we conclude that employing discounted cash flow method under income approach will be the most suitable method and approach in this case as it serves as an indicator of the prospective return that the business is able to generate in the future. The discounted cash flow method is very effective because it allows values to be determined even when cash flows are fluctuating.

The DCF method uses the future free cash flows of the firm holders discounted by the cost of capital to arrive at the present value. In general, the DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business. This method is based on future potential and is widely accepted.



## 6.2 Discounted Cash Flows Method: Critical Inputs

As discussed earlier, the following are important inputs for the DCF method:

- Cash flows;
- Discount rate; and
- Terminal value and growth rate.

### 6.2.1 Future Cash Flows

The management of the company has provided the financial projections of the Company for an explicit period from **October 1<sup>st</sup>, 2023 to March 31<sup>st</sup> 2028**, therefore we have referred the same for our analysis. Estimation of the net cash flows of the company to be in explicit period based on these financial projections.

The future free cash flows are derived considering, inter alia, the changes in the working capital and any capital expenditure. They are an aggregation of free cash flows of company during the explicit forecast period – prepared based on the business plan – and during the post explicit forecast period, estimated using an appropriate method, and are available to Company's shareholders.

Generally, in DCF there are two work-arounds for determining future free cash flows depending upon the valuation requirements, being:

- Free Cash Flow to Firm (FCFF)
- Free Cash Flow to Equity (FCFE)

We have opted free cash flows to equity for our valuation analysis.

### 6.2.2 Discount Rate

Cost of equity has been estimated based on the capital asset pricing model i.e., CAPM. This model calculates the cost of equity of a Company as the sum of the risk-free rate and a Company specific equity risk premium, the latter of which represents the risk of company in question as compared to the market risk premium

Calculation of Cost of Equity by employing CAPM:

$$\text{Cost of Equity} = R_f + \beta (R_m - R_f)$$

Where

$R_f$  = Risk Free Rate

$\beta$  = Beta – A measure of observed volatility of the company compared to the market

$(R_m - R_f)$  = It is Equity or Market Risk Premium



The following table chalks out the critical assumptions of employing this model to arrive at  $K_e$  for the Company:

Parameter	Abv	Figures	Remarks
Risk Free Rate	Rf	7.22%	10 year GOI bond yield Source: RBI Published Rates: September 29, 2023
Beta	Beta	0.35	<a href="https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/Betas.html">https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/Betas.html</a>
Equity Risk Premium	ERP (Rm - Rf)	8.33%	Forward looking implied equity risk premium - Country Risk Adjusted
Debt Equity Ratio	D/E	2.64	For our analysis we have considered industry 3 year average DE ratio for the comparables
Relevered Beta	Relevered Beta	1.04	
Company Specific Risk Premium		5%	
Cost of Equity	$K_e$	20.83%	Capital Asset Pricing Model

Equity Risk Premium			<a href="http://www.stern.nyu.edu/~adamodar/New_Home_Page/data.html">http://www.stern.nyu.edu/~adamodar/New_Home_Page/data.html</a>
Moody's sovereign rating	India	Baa3	<a href="http://www.moody.com">http://www.moody.com</a>
Country Risk Premium (Rating)	India	3.33%	
Country Risk Premium of mature equity market	US	5.00%	
<b>Equity Risk Premium (Rating)</b>		<b>8.33%</b>	

### 6.2.3 Terminal Value

Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life.

Since the business is considered to be a going concern with an indefinite life, thus we will calculate its terminal value till its perpetuity, here growth rate becomes critical, we have assumed long term growth rate of the Company at 4%, considering the growth rate of industry, and Indian economy over long term period and expected inflation.



### 6.3.1 DCF Valuation Analysis:

As per discounted cash flow method the fair value per equity share of the Company comes out to be ₹ 654.11 per equity share.

Cost of Equity (Ke)		20.83%						
Terminal Growth		4.00%						
₹ in Million								
Particulars		30-Sep-23	31-Mar-24	31-Mar-25	31-Mar-26	31-Mar-27	31-Mar-28	Terminal
PAT			1,006.87	3,324.70	5,294.88	7,419.23	9,455.97	
Add: Depreciation			51.67	214.59	343.45	321.21	273.94	
Capex			-3.65	-248.79	-308.43	-280.53	-280.29	
Provisioning Expenses			236.98	536.27	713.99	646.97	687.91	
CRAR			-2,294.09	-3,365.17	-3,418.22	-3,702.07	-3,946.72	
FCFE			-1,002.22	461.61	2,625.67	4,404.81	6,190.80	38,261.73
PV Factor			0.91	0.75	0.62	0.52	0.43	0.43
FCFE			-911.76	347.56	1,636.17	2,271.69	2,642.43	16,331.32
<b>Total Equity Value</b>		<b>22,317.39</b>						
Cash		6,643.30						
<b>Equity Value -Post Money</b>		<b>28,960.69</b>						
Equity Infused		8,100.00	3,100.00	-	5,000.00	-	-	
Less: Equity Infused Present Value		5,935.90	2,820.19	-	3,115.71	-	-	-
Equity Value -Pre Money		23,024.79						
DLOM + DLOC	10%	2,324.91						
<b>Total Value</b>		<b>20,699.88</b>						
Diluted No. of Shares		3,16,45,865.00						
<b>Value per share</b>		<b>654.11</b>						

Calculation of risk-weighted assets (as per the report filed with RBI) for the period ended on 30<sup>th</sup> September, 2023.

Particulars	Amount (₹ in Million)
Book Value of Total Assets	35,502.04
Cash	8,510.40
Total Non-cash Assets	26,991.64
Risk-weight Assets (₹)	26,954.94
Risk-weight Assets (%)	99.86%

Calculation of risk-weighted assets on the basis of percentage calculated above for future projected years.

Particulars	30-Sep-23	31-Mar-24	31-Mar-25	31-Mar-26	31-Mar-27	31-Mar-28
Regulatory CRAR as per RBI	15%	15%	15%	15%	15%	15%
Total Assets	35,502.04	49,102.62	71,383.11	95,717.19	1,22,121.00	1,55,328.86
Less: Cash and Bank balance	8,510.40	6,796.21	6,611.67	8,126.62	9,816.39	16,676.93
Total Non-Cash Assets	26,991.64	42,306.42	64,771.44	87,590.56	1,12,304.62	1,38,651.93
Risk Weights	99.86%	99.86%	99.86%	99.86%	99.86%	99.86%
Risk Weighted Assets	26,954.94	42,248.90	64,683.37	87,471.47	1,12,151.92	1,38,463.41
Increase in assets	-	15,293.96	22,434.47	22,788.10	24,680.45	26,311.49
Investment in regulatory capital	-	2,294.09	3,365.17	3,418.22	3,702.07	3,946.72



## 7. Opinion

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In the light of the aforesaid, and after taking into consideration the principles of valuation as propounded by various authorities that one would have to consider in the value of the enterprise, the present valuation exercise would have to proceed on a going concern basis and hence has to lay emphasis on earning capacity i.e., what the business is capable of earning in the future with asset value being of limited relevance and being relegated to the background. In this context the estimated or future maintainable profits / cash flows would have to be taken into consideration. For the reasons set out earlier in this report, we have valued the equity share on the basis of discounted cash flow method as per internationally accepted valuation methodology on arm's length basis.

On the basis of the above stated discussions, fair value of equity shares of Aye Finance determined as on date of valuation comes out to be **₹ 654.11 per equity share** (having face value of ₹10/- fully paid up).

We understand on the basis of the management representation that there is no material change in financial information subsequent to September 30<sup>th</sup>, 2023 up till date of issuance of this report which impacts the FMV of the share mentioned in this report. Events beyond the date of issuance of the report have not been considered.

For **INMACS Valuers Private Limited**  
IBBI Reg. No: **IBBI/RV-E/02/2021/141**



**Vaibhav Jain**  
**Director – Securities and Financial Assets**  
**IBBI Reg No. - IBBI/RV/06/2018/10016**  
B.Com (Hons.), FCA, ACS, LLB, DISA (ICAI)  
MBF (ICAI), FAFD (ICAI), CCIDT (ICAI),  
CCCA (ICAI), ID (MCA-IICA),  
Registered Valuer (S&FA)  
**ICAI Membership No: 515700**  
**UDIN: 23515700BGVYDA3507**

**Valuation Reference No. (VRN):**  
**IOVRVF/IMV/2023-2024/2723**

**Date: December 4<sup>th</sup>, 2023**  
**Place: New Delhi**

## 8. Limitations/ Disclaimer

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This report is subject to the limitations detailed hereinafter.

As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. This report is prepared with a limited purpose/ scope as identified and will be confidential being for use only to which it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals and regulatory filings required for this transaction.

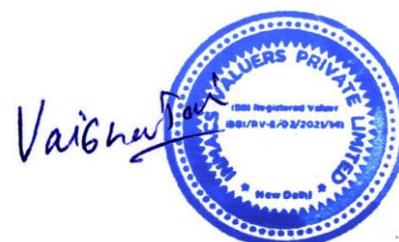
In other words, this report can be shared with advisors, group entities of the AFPL, tax and other regulatory authorities and as may be permitted / required under the applicable laws.

Valuation is not a precise science and the conclusions arrived at in many cases will, be of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.

Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

Our work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.



In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company. We assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

The decision to carry out the transaction (including consideration thereof) lies entirely with the Management / the Company and our work and our finding shall not constitute a recommendation as to whether or not the Management / the Company should carry out the transaction.

Our Report is meant for the purpose mentioned in Para 2 only and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.

Neither the firm nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. As such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.



**Annexure-D**

**Current Shareholding Pattern of M/s Aye Finance Private Limited (on diluted basis)**

Sr. No.	Name of Shareholders/Members	No. of Shares @ Rs.10/-	% holding
<b>(a)</b>	<b>Equity Shares</b>		
1.	Sanjay Sharma	9,79,750	3.10
2.	Vikram Jetley	6,31,000	1.99
3.	Shankh Corporation LLP	8,49,625	2.68
4.	Shvet Corporation LLP	8,49,625	2.68
5.	Sumant Misra	57,750	0.18
6.	Deepa Pandit	66,000	0.21
7.	Umesh Kumar Gupta and Gitika Gupta (Joint Holders)	82,500	0.26
8.	Ashok Prabhakar Nadkarni	82,500	0.26
9.	A91 Emerging Fund I LLP	65	0.00
10.	Elevation Capital V Limited	53,677	0.17
11.	Aye Finance Employee Welfare Trust	5,60,294	1.77
12.	New ESOP Pool	6,32,917	2.00
13.	LGT Capital Invest Mauritius PCC with Cell E/VP	33,093	0.10
14.	CapitalG LP	100	0.00
15.	Namrata Sharma	2,61,965	0.83
16.	Harleen Kaur Jetley	65,491	0.21
17.	MAJ INVEST FINANCIAL INCLUSION FUND II K/S	86,215	0.27
18.	Alpha Wave India I LP	1,70,850	0.54
	<b>SUB-TOTAL</b>	<b>54,63,417</b>	<b>17.26%</b>
<b>(b)</b>	<b>Preference Shares</b>		
1.	A91 Emerging Fund I LLP	32,00,565	10.11%
2.	Elevation Capital V Limited	61,59,852	19.46%
3.	LGT Capital Invest Mauritius PCC with Cell E/VP	53,90,925	17.04%

4.	CapitalG LP	39,37,237	12.44%
5.	CapitalG International LLC	11,56,897	3.66%
6.	MAJ INVEST FINANCIAL INCLUSION FUND II K/S	22,04,985	6.97%
7.	Alpha Wave India I LP	41,31,987	13.06%
	<b>SUB-TOTAL</b>	<b>2,61,82,448</b>	<b>82.74%</b>
	<b>TOTAL</b>	<b>3,16,45,865</b>	<b>100%</b>

**Annexure-E**
**Expected dilution in the equity share capital upon conversion of CCPS**

<b>S. No.</b>	<b>Name of the Shareholder</b>	<b>No. of shares Held</b>	<b>% of total holding</b>
1	Sanjay Sharma	9,79,750	2.6%
2	Vikram Jetley	6,31,000	1.7%
3	Shankh Corporation LLP	8,49,625	2.3%
4	Shvet Corporation LLP	8,49,625	2.3%
5	Sumant Misra	57,750	0.2%
6	Deepa Pandit	66,000	0.2%
7	Umesh Kumar Gupta and Gitika Gupta (Joint Holders)	82,500	0.2%
8	Ashok Prabhakar Nadkarni	82,500	0.2%
9	A91 Emerging Fund I LLP	35,82,829	9.5%
10	Elevation Capital V Limited	62,13,529	16.5%
11	AYE Finance Employee Welfare Trust	5,60,294	1.5%
12	ESOP – Option	9,49,376	2.5%
13	LGT Capital Invest Mauritius PCC with Cell E/VP	54,24,018	14.4%
14	CapitalG LP	39,37,337	10.5%
15	Namrata Sharma	2,61,965	0.7%
16	Harleen Kaur Jetley	65,491	0.2%
17	Maj Invest Financial Inclusion Fund II K/S	22,91,200	6.1%
18	Falcon Edge India I LP	43,02,837	11.4%
19	CapitalG International LLC	11,56,897	3.1%
20	British International Investment	38,21,987	10.2%
21	Waterfield Alternative Investments Fund I	5,35,078	1.4%
22	Founder Warrants	9,49,376	2.5%
	<b>TOTAL</b>	<b>3,76,50,964</b>	<b>100</b>

**Annexure-F**

**List of Proposed Allotees**

Name of Allottee	Occupation of Allottee	Address of Allottee	No. of Series F equity shares	No. of warrants	No. of Series F CCPS	Total amount paid (including premium) (in INR)	% holding post allotment
British International Investment plc	Business	123 Victoria Street, London SW1E 6DE	10 (Ten)	-	38,21,977 (Thirty-Eight Lakh Twenty-One Thousand Nine Hundred and Seventy-Seven)	249,99,99,916.57 (Indian Rupees Two Hundred and Forty-Nine Crores Ninety-Nine Lakhs Ninety-nine Thousand Nine Hundred and Sixteen Decimal Five Seven only)	10.20%
Waterfield Alternative Investments Fund I	Business	142, 14 <sup>th</sup> Floor, Maker Chamber Vi, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai, Maharashtra, India	10 (Ten)	-	5,35,068 (Five Lakhs Thirty-Five Thousand and Sixty-Eight)	34,99,99,870.58 (Indian Rupees Thirty-Four Crores Ninety-Nine Lakhs Ninety nine Thousand Eight Hundred and Seventy Decimal Five Eight only)	1.40%
A91 Emerging Fund I LLP	Business	702, Orchid Tower A Wing, 251/252 Bellais Road, Mumbai Central, Mumbai 400008	-	-	3,82,199 (Three Lakh Eighty-Two Thousand One hundred and Ninety-Nine)	25,00,00,187.89 (Indian Rupees Twenty-Five Crores One Hundred and Eighty-Seven Decimal Eight Nine only)	9.50%
Sanjay Sharma	Service	504/21 Heritage	-	9,49,376 (Nine Lakh	-	9,49,376.00 (Indian Rupees	2.50%

		City, MG Road Gurgaon, 122002		Forty-Nine Thousand Three Hundred and Seventy- Six)		Nine Lakh Forty- Nine Thousand Three Hundred and Seventy-Six only)	
		<b>Total</b>	<b>20</b>	<b>9,49,376</b>	<b>47,39,244</b>	<b>310,09,49,351.04</b>	

**Annexure-G**

**Pre and Post shareholding of the Company after issuance of Series F CCPS (on fully diluted basis)**

Sr. No.	Category	Nature of Shares	Pre-Issue		Post-Issue	
			No. of Shares	% holding	No. of Shares	% holding
<b>A.</b>	<b>Promoter's holding</b>					
	Indian:					
1.	Individual	Equity	0	0%	0	0%
2.	Bodies Corporate	Equity	0	0%	0	0%
	Sub-Total		0	0%	0	0%
3.	Foreign Promoters		0	0	0	0
	<b>Sub-Total (A)</b>	Equity	0	0%	0	0%
<b>B</b>	<b>Non-Promoter's holding:</b>					
1.	Institutional Investors		0	0	0	0
2.	Non- Institution:		0	0	0	0
3.	Private Corporate Bodies		0	0	0	0
4.	Trust/ESOP	Equity	11,93,211	3.8%	15,09,670	4.0%
5.	Directors and Relatives	Equity	12,41,715	3.9%	21,91,091	5.8%
6.	Indian Public	Equity	9,85,241	3.1%	9,85,241	2.6%
7.	Others (Indian LLPs)	Equity	48,99,880	15.5%	52,82,079	14.0%
8.	Investor as Private Equity Fund	CCPS and Equity	2,33,25,818	73.7%	2,76,82,883	73.5%
	<b>Sub-Total (B)</b>		<b>3,16,45,865</b>	<b>100.0%</b>	<b>3,76,50,964</b>	<b>100.0%</b>
	<b>Grand Total (A+B)</b>		<b>3,16,45,865</b>	<b>100.0%</b>	<b>3,76,50,964</b>	<b>100.0%</b>

For Aye Finance Pvt Ltd

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



Place: Gurugram

Date: 8<sup>th</sup> December 2023