

NOTICE

Shorter Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of **AYE FINANCE PRIVATE LIMITED** will be held on **Thursday, October 17, 2024 at 3:00 P.M. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Mode (“OAVM”) and shall be deemed to be held at the Corporate Office of the Company at Unit No. 701-711, 7th Floor, Unitech Commercial Tower-2, Sector-45, Arya Samaj Road, Gurugram-122003, Haryana, India to transact the following businesses:

SPECIAL BUSINESSES:**1. APPROVAL FOR THE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), Memorandum and Articles of Association of the Company, all rules, regulations, circulars, guidelines, notifications etc. issued in this regard by applicable regulatory/statutory authority, consent of the members be and is hereby accorded to re-classify the existing authorised share capital of the Company from INR 82,00,00,000 (Indian Rupees Eighty Two Crores only) comprising of 4,34,20,000 (Four Crores Thirty Four Lakhs Twenty Thousand) Equity Shares of INR 10 (Indian Rupees Ten only) each, 2,91,00,000 (Two Crores Ninety One Lakhs) preference shares of INR 10 (Indian Rupees Ten only) each and 47,40,000 (Forty Seven Lakhs Forty Thousand) preference shares of INR 20 (Indian Rupees Twenty only) each to INR 82,00,00,000 (Indian Rupees Eighty Two Crore only) comprising of 8,20,00,000 (Eight Crore Twenty Lakhs) Equity Shares of INR 10 (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is INR 82,00,00,000/- (Indian Rupees Eighty Two Crores only) comprising of 8,20,00,000 (Eight Crores Twenty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only).

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and such other persons as may be authorized by the Board, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, make relevant filings and payment of fees to relevant statutory or regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

2. APPROVAL FOR THE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- PER SHARE TO INR 2/- PER SHARE AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) including the rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), all other applicable provisions, rules and guidelines, if any issued by SEBI, RBI or any other applicable authority from time to time, enabling provisions of articles of association of the Company & subject to any other approvals, consents, permissions and sanctions, if any, required from any competent authority and lenders (as applicable), consent of the members be and is hereby accorded to sub-divide each of the fully paid up equity shares having a face value of INR 10 (Indian Rupees Ten Only) each in the capital of the Company, into equity shares having a face value of INR 2 (Indian Rupees Two only) each fully paid up and all the fully paid up equity shares of INR 10 (Indian Rupees Ten Only) each of the Company, be sub-divided accordingly with effect from the Record Date being October 15, 2024 (“Record Date”).

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the authorized, issued, subscribed and paid up Equity Shares of the Company having a face value of INR 10 (Indian Rupees Ten Only) each, existing as on the Record Date shall stand sub-divided into Equity Shares of the company having a face value INR 2 (Indian Rupees Two only) each, fully paid up.

RESOLVED FURTHER THAT Equity Shares allotted upon sub-division shall rank *pari-passu* in all respects with and carry the same rights as the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in accordance with the aforesaid sub-division & pursuant to the provisions of Section 13 and other applicable provisions, if any of the Act, the consent of the members be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following:

“V. The Authorised Share Capital of the Company is INR 82,00,00,000/- (Indian Rupees Eighty Two Crores only) comprising of 41,00,00,000 (Forty One Crores) Equity Shares of INR 2/- (Indian Rupees Two only) each.”

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the **“Board”**, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and such other persons as may be authorized by the Board, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, make relevant filings and payment of fees to relevant statutory or regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

3. APPROVAL FOR THE CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED AND CONSEQUENT ALTERATION IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14, 18 and any other applicable provisions of the Companies Act, 2013 read with Rule 33 of Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Lenders of the Company and concerned Registrar of Companies/ Registrar of the Central Processing Centre and/or any other regulatory or statutory authority as may be necessary or required, the consent of the members be and is hereby accorded for conversion of the Company into a Public Limited Company and consequently the name of the Company be and is hereby changed from **“AYE FINANCE PRIVATE LIMITED”** to **“AYE FINANCE LIMITED”** by deletion of the word **“Private”** from the name of the Company.

RESOLVED FURTHER THAT the word **“Private”** wherever appearing in the memorandum of association and articles of association of the Company be and hereby deleted including clause I of the memorandum of association by following clause:

1. **“The Name of the Company is **“AYE FINANCE LIMITED”**”**

RESOLVED FURTHER THAT new set of memorandum of association of the Company, be and is hereby approved and adopted in substitution, and to the entire exclusion of the existing memorandum of association of the Company.

RESOLVED FURTHER THAT new set of articles of association of the Company, be and is hereby approved and adopted in substitution, and to the entire exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the **“Board”**, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and such other persons as may be authorized by the Board, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, make relevant filings and payment of fees to relevant statutory or regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

4. APPROVAL FOR THE APPOINTMENT OF MS. PADMAJA NAIR (DIN: 06841868), AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 164 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 & Schedule IV and other applicable provisions of the Companies Act, 2013 (**“Act”**), Regulations 16, 17(1A), 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), applicable provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force), all applicable regulations or

guidelines issued by the governmental/statutory authorities from time to time and subject to such regulatory approvals as may be necessary, in accordance with Nomination and Remuneration Policy of the Company, Policy for ascertaining the 'Fit and Proper' status of Directors of the Company, terms & conditions of appointment of Independent Directors, in terms of enabling provisions of the Articles of Association of the Company & based on the recommendation of Nomination and Remuneration Committee & Board, consent of the members be and is hereby accorded to appoint Ms. Padmaja Nair (DIN: 06841868) as Non-Executive & Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, for a term of 5 (five) consecutive years effective from the date of this General Meeting and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations, consent of the members be and is hereby also accorded for the continuation of Ms. Padmaja Nair, as Non-Executive & Independent Director of the Company, on account of her attaining the age of 75 years on July 8, 2028.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**", which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and such other persons as may be authorized by the Board, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, make relevant filings and payment of fees to relevant statutory or regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

**By order of the Board
For Aye Finance Private Limited**

**Place: Gurugram
Date: October 16, 2024**

**Sd/-
(Vipul Sharma)
Company Secretary, Compliance Officer
& Chief Compliance Officer**

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) EGM Notice *inter-alia* indicating the process and manner of attending the EGM through VC are being sent by email to the Members, Debenture Trustees, Auditors, Directors of the Company and to all other persons so entitled whose email IDs have been made available to the Company / Registrar and Transfer Agent (“RTA”) i.e. Kfin Technologies Limited or with Depository Participants (“DP”).
- (c) The businesses contained in this notice are of urgent nature and this EGM is being called via VC/ OAVM as per relaxation provided to Companies by Ministry of Corporate Affairs 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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024.
- (d) As the meeting is conducted through Video Conferencing, physical attendance of Members has been dispensed with and the members are requested to virtually attend and vote at the EGM. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- (e) Members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (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/87295823177?pwd=G849LbiSnoOEIANyQoT796kMXdam0.1>

Meeting ID: 872 9582 3177

Passcode: 619916

- (g) For any **IT related issues**, please contact Mr. Deepak Prajapati (Ph. No- +91-9540981064)
- (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: Mr. Vipul Sharma
 Designation: Company Secretary, Compliance Officer & Chief Compliance Officer
 Mail id: secretarial@ayefin.com
 Mob.: - 0124-4844000
- (j) Corporate members intending to authorise their representatives to attend and vote at the EGM are advised to send a duly certified copy of the relevant board resolution/Authority letter before attending EGM authorizing their representatives.
- (k) The venue of the EGM as aforesaid shall be the place where all the recordings of the proceedings of the EGM will be made.
- (l) All the documents referred to in the EGM Notice and Explanatory Statement annexed to the EGM Notice shall be available for inspection at the Registered & Corporate Office of the Company on working days between 11:00 A.M. to 1:00 P.M. from the date of circulation of this Notice up to the date of the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

In order to augment the long-term funds through further issuance of equity shares of INR 10 (Indian Rupees Ten only) each (“**Equity Share**”) to meet its growth objectives and to strengthen capital structure of the Company, it is necessary to increase the component of Equity Share Capital in the existing Authorised Equity Share Capital by re-classifying the unused Preference Share Capital comprised in the existing Authorised Share Capital of the company into Equity Share Capital.

It is therefore deemed appropriate to re-classify the Authorised Share Capital of the company and for that purpose, the Memorandum of Association of the company is proposed to be altered in the manner specified in resolution at Item no. 1 of the notice.

The provisions of Companies Act, 2013 require the Company to seek an approval of its members for reclassification of Authorised Share Capital and consequent modification of the Capital Clause of Memorandum of Association.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 1 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 2

With a view to increase the liquidity of the Company’s Shares, it is recommended for sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the Company from 1 (One) equity share of INR 10 (Indian Rupees Ten only) each into 5 (Five) equity shares of INR 2 (Indian Rupees Two only) each.

The aforesaid sub-division of equity shares of INR 10 (Indian Rupees Ten only) each into equity shares of INR 2 (Indian Rupees Two only) each would require amendment to existing Capital Clause V of the memorandum of association.

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

Further, Articles of association empowers the Company to sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum of Association.

For the purposes as stated hereinabove, it is recommended by the Board subject to the consent of members and lenders (as applicable) of the Company that each fully paid up equity share of the face value of INR 10 (Indian Rupees Ten Only) each in the capital of the Company be sub-divided into Equity Shares having a face value of INR 2 (Indian Rupees Two only) each fully paid up with effect from the record date being October 15, 2024.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 2 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 3

The members may note that considering the future plans of the Company, it is proposed to convert the status of the Company from private to public. Consequent to the said conversion, the name of the Company will be changed from “Aye Finance Private Limited” to “Aye Finance Limited”.

Further, the name of the Company wherever appearing in any document including in the Memorandum and Articles of Association of the Company will be changed to “Aye Finance Limited”.

The said conversion will be subject to prior approval of members of the Company, lenders of the Company and will also be subject to approval of Registrar of Companies, NCT of Delhi & Haryana.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 3 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 4

To optimize Board & Committees effectiveness and to comply with SEBI Listing Regulations, the Company proposes to appoint one more Women Independent Director with specialized domain knowledge which will enhance the outlook of the Board as a Professional Board.

Nomination and Remuneration Committee & Board of Directors has approved the appointment of Ms. Padmaja Nair (DIN: 06841868) for a term of 5 (five) consecutive years subject to the approval of Members of the Company.

The Company has received consent from Ms. Nair to act as an Independent Director and the requisite declaration that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations and Fit and Proper criteria prescribed by the Reserve Bank of India (“RBI”) and other applicable guidelines/circulars issued from time to time. After assessing the same, the Board is of the opinion that Ms. Nair fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management and also meets the Fit and Proper criteria as specified by the RBI Directions.

Ms. Nair has confirmed that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and is also not debarred from holding the office of director by virtue of any order from SEBI or any such authority and are in compliance with Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, in accordance with the Regulation 17(1A) of the SEBI Listing Regulations, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. As Ms. Nair will attain the age of 75 years during her tenure on July 8, 2028, hence approval of the Members is being also sought to continue her directorship thereafter in the Company.

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.

Copy of the draft letter of appointment of Ms. Padmaja Nair as an Independent Director setting out the terms and conditions are available for inspection by the Members.

The Board of Directors of the Company recommends the resolution set-out at Item No. 4 of the Notice for approval by the Members as a Special Resolution.

Brief profile of Ms. Nair and other information pursuant to the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is furnished as **Annexure-1** to this Notice and form part of this Notice.

**By order of the Board
For Aye Finance Private Limited**

**Place: Gurugram
Date: October 16, 2024**

**Sd/-
(Vipul Sharma)
Company Secretary, Compliance Officer
& Chief Compliance Officer**

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Sr. No.	Particulars	Details
1.	Name of the Director	Ms. Padmaja Nair
2.	Age	71 years
3.	Date of Birth	08.07.1953
4.	Date of first appointment on the Board	First time appointment
5.	Qualifications	B.A. (Hons.), M.A.
6.	Experience	<p>Padmaja Nair has 36 years of retail and corporate banking experience working with India’s premier bank, State Bank of India. She has extensive experience in credit and risk assessment of large corporates as well as SMEs.</p> <p>In her 36 years of tenure with SBI she led various high-impact programs for the Bank and delivered exceptional value for all stakeholders. In her role as Senior Vice President (Bangalore and Chennai) of SBI’s investment banking arm, SBICAPS, Padmaja led various initiatives raising capital through public issues, debt syndication, raising private equity, and restructuring of debt. As General Manager - Financial Institutions Business Unit she was responsible for conceptualizing and designing products for the Financial Institutions with focus on their cash management and treasury requirements.</p> <p>She also led the CSR strategy for the Bank and designed and implemented interventions that aligned with the Bank’s values, expertise, products, stakeholder expectations, and long-term vision. Under her leadership, the Bank launched multiple social initiatives that created impact for the targeted beneficiaries. She played a key role in setting up the Centre of Excellence for PwDs (persons with disability) in the SBI Foundation and was an Advisor to the COE till December 2019. She also conceptualized and advised Project SAMEIP, a collaboration between SBI Foundation and Microsoft India to attempt to mainstream the hiring of PwDs.</p> <p>Padmaja advises multiple Boards and committees. She is an Independent Director and Chairman of the Credit Committee of UC Inclusive Credit Pvt. (UCIC) Ltd an impact-focused NBFC incubated by Unitus Capital. She is on the Board of Trustees of Buzz India Trust, an NGO that aims to bring transformation within reach of women by enabling them to ignite their personal and collective power. She is also part of the Governance Board of a venture debt fund, Valuable since 2023.</p> <p>She is an alumna of Lady Shri Ram College and is a post-graduate in History from Delhi University.</p>
7.	Terms & Conditions of appointment/ re- appointment	As per resolution of this Notice read with explanatory statement thereto.
8.	Number of shares held in the Company	Nil
9.	List of the directorships held in other companies	UC Inclusive Credit Private Limited

Sr. No.	Particulars	Details
10.	Number of Board Meetings attended during the FY 24-25	N.A.
11.	Chairman/ Membership of Committees in other companies in which position of Director is held [#]	Nil
12.	Relationships with other Directors, Managers and Other Key Managerial Personnel of the Company	None
13.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer explanatory statement for item no. 4.
14.	Remuneration last drawn during the FY 24-25	NA
15.	Remuneration sought to be paid	She will be entitled to a sitting fee for each Board Meeting attended & Committee Meeting attended as a member, as approved by the Nomination and Remuneration Committee and Board from time to time.

[#]Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee of public company have been considered.