

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

Shorter Notice is hereby given that 28<sup>th</sup> ANNUAL GENERAL MEETING of the members of "AYE FINANCE PRIVATE LIMITED" will be held on **Tuesday, 12<sup>th</sup> day of October, 2021** at 4:00 P.M. deemed to be called at the Registered office of the Company situated at M-5, Magnum House-I, Community Centre, Karampura New Delhi West Delhi-110015 through Video conferencing or Other Audio Visual Mode (OAVM) to transact the following businesses at shorter notice:

**ORDINARY BUSINESSES:**

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Directors' and Auditors' and Secretarial Auditors' thereon.**

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

"RESOLVED THAT the audited financial statements for the year ended 31st March, 2021 together with the Reports of the Directors; Auditor and Secretarial Auditors' thereon be and are hereby considered, approved and adopted."

**SPECIAL BUSINESS:**

- 2. To consider, discuss and approve the issuance of Non-convertible Debentures amounting upto Rupees 2500 crores.**

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

"RESOLVED THAT in supersession to any resolution passed by the shareholders of the Company under Section 42 of the Companies Act, 2013 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the "Board") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (as may be determined)) ("NCDs")/bonds and other instruments, on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding amount at any time during the period shall not exceed INR 2500,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores only) within the overall borrowing limits of the Company.

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

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

For Aye Finance Pvt Ltd

  
Tripti Pandey  
Company Secretary  
M No: 32760



**Date: 27-09-2021**

**Place: Gurugram**

**Enclosures:**

1. Attendance slip.

**IMPORTANT NOTES:**

1. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the annual general meeting
2. Notice of the 28<sup>th</sup> Annual general meeting is being sent to all members/shareholders
3. Annual general meeting (AGM) is being called via Video conferencing mode/ other audio visual mode (OAVM) as per relaxation provided to Companies by Ministry of Corporate Affairs due to COVID-19 in terms of the General Circular no.20/2020 dated. 05-05-2020 read with General Circulars 14/2020 dated 08-04-2020 and 17/2020 dated 13-04-2020.
4. 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.
5. Members/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. All documents referred to in the notice will be available for inspection at the Company' registered office during normal business hours on working days up to the date of the AGM.
7. Annual general meeting (AGM) 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.
8. The members can participate in the AGM by installing Zoom software in their computer systems (from the link given below) and dialing Meeting Id and Password:

**Meeting ID:** 963 7377 4509

**Passcode:** 380380

**Meeting Link:** <https://zoom.us/j/96373774509?pwd=b0VCenJWajJmQTdTb1dISzZNbDU1dz09>

For any IT related issues, please contact:

a. Name: Mr. Deepak Prajapati

Ph. No- +91-954098106

b. Name: Mr. Prem Prakash

Ph. No. +91-8448488790

9. The facility for joining the meeting shall be kept open at least 15 minutes before and close after 15 minutes of the scheduled time.
10. Members are requested to submit their queries in advance/ e-voting (in case of poll) to below mentioned persons through mail:  
Name- Tripti Pandey  
Designation- Company Secretary  
Mail id- tript.pandey@ayefin.com  
Ph. No. +91-8826299069
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
12. The venue of the meeting as aforesaid shall be the place where all the recordings of the proceedings at the meeting will be made.
13. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 and Register of Contracts or Arrangements in Which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 2**

**To consider, discuss and approve the issuance of Non-convertible Debentures amounting upto Rupees 2500 crores.**

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

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

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

In order to meet the financial needs of business in a prudent manner, the Company may offer or invite subscription for securities which may comprise of secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs and/or other debt securities to any other body corporate, fund, trust, institution, firm, society, individual or person, in 1 (one) or more tranches on private placement basis, upto a maximum limit of INR 2500,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores only) for a period of 1 (One) year from the date of passing of the resolution on such terms and conditions including the price, coupon, premium/discount, tenor etc. as may be determined by the Board of Directors ("Board") (or any person authorized by the Board), at the prevailing market condition.

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

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

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

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

**(b) kinds of securities offered and the price at which security is being offered-**

Non-convertible debt securities/NCDs.

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

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

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

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

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

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

The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed INR 2500,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores only) within the overall borrowing limits of the Company .


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

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

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

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

For Aye Finance Pvt Ltd

  
Tripti Pandey  
Company Secretary  
M No: 32760



**Date: 27-09-2021**

**Place: Gurugram**

**AYE FINANCE PRIVATE LIMITED  
ANNUAL GENERAL MEETING ATTENDANCE SLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND EMAIL IT TO THE COMPANY SECRETARY ~~OVER AT THE ENTRANCE OF THE MEETING HALL.~~**

I hereby record my presence at the 28th Annual General Meeting, convened on Tuesday the 12th day of October, 2021 at 4:00 P.M. called through Video conferencing or Other Audio Visual Mode (OAVM) deemed to be held at Registered Office of the Company situated at M-5, Magnum House-I, Community Centre, Karampura New Delhi West Delhi-110015.

Reg. Folio No: \_\_\_\_\_ DP ID No: \_\_\_\_\_

Client ID No: \_\_\_\_\_ No. of Shares \_\_\_\_\_

**Name and Address of Equity Shareholder:**

---

---

---

**Name and address of Proxy (to be filled by person attending on behalf of Equity Shareholder):**

Not Applicable

---

**Signature**