

NOTICE

Shorter Notice is hereby given that an Extra-ordinary general meeting of the members of **AYE FINANCE PRIVATE LIMITED** will be held on Friday, the 17th day of November, 2023 at 4:00 P.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:

1. Increase in Authorised Capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary (including any amendment thereto or re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 34,60,00,000/- (Indian Rupees Thirty Four Crores Sixty Lakhs only) comprising of 55,00,000 (Fifty Five Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 291,00,000 (Two Crore Ninety One Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each to INR 45,31,00,000/- (Indian Rupees Forty Five Crores Thirty One Lakhs only) comprising of 67,30,000 (Sixty Seven Lakhs Thirty Thousand) equity shares of INR 10/- (Indian Rupees Ten only) each and 291,00,000 (Two Crore 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.

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 shall be INR 45,31,00,000/- (Indian Rupees Forty Five Crores Thirty One Lakhs only) comprising of 67,30,000 (Sixty Seven Lakhs Thirty Thousand) equity shares of INR 10/- (Indian Rupees Ten only) each and 291,00,000 (Two Crore 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.*

RESOLVED FURTHER THAT any of the Directors and Ms. Tripti Pandey, Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto and to file all the requisite e-forms, such documents, forms, etc., as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

For Aye Finance Pvt Ltd

Tripti Pandey
Tripti Pandey
Company Secretary
M No: 32760



Place: Gurugram


Date: 10th November 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 28th December 2022, General Circular No. 20/2020 dated 5th May 2020, 2/ 2021 dated 13th January, 2021, 21/ 2021 dated 14th December, 2021, 2/ 2022 dated 5th 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, 7th 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 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-
 - **Meeting ID: 880 5640 6510**
 - **Passcode: 446806**
 - **Meeting Link:**
<https://us06web.zoom.us/j/88056406510?pwd=6CsqRmup4lJ1BmnapLubOmx8B92pcM.1>
- (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
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 at the meeting will be made.

For Aye Finance Pvt Ltd


Tripti Pandey
Company Secretary
M No: 32760



Place: Gurugram

Date: 10th November 2023

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

ITEM NO. 1

The Company proposes to increase its authorized share capital from INR 34,60,00,000/- (Indian Rupees Thirty Four Crores Sixty Lakhs only) comprising of 55,00,000 (Fifty Five Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each and 291,00,000 (Two Crore Ninety One Lakhs) preference shares of INR 10/- (Indian Rupees Ten only) each to INR 45,31,00,000/- (Indian Rupees Forty Five Crores Thirty One Lakhs only) comprising of 67,30,000 (Sixty Seven Lakhs Thirty Thousand) equity shares of INR 10/- (Indian Rupees Ten only) each and 291,00,000 (Two Crore 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.

Pursuant to Section 61 and 64 of the Companies Act, 2013, the consent of the members of the Company is required to the proposed increase in the authorised share capital. Accordingly the Board of Directors of the Company, vide its resolution passed at the meeting held on November 09, 2023 has proposed to increase the authorised share capital of the Company and seeks approval of members on the same.


Further, it is to be noted that the above said increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

Your Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

For Aye Finance Pvt Ltd


Tripti Pandey
Company Secretary
M No: 32760



Place: Gurugram

Date: 10th November, 2023