

April 21, 2024

To,
The General Manager
Department of Corporate Services
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2024 under Regulation 24A SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in terms of SEBI circular having reference no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with BSE Notice No. 20230316-14 dated March 16, 2023, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year 2023-24, as received from the Practicing Company Secretary.

This is for your information, records and appropriate dissemination.

Thanking You.

Yours Sincerely,
For **Aye Finance Private Limited**

Tripti Pandey
Company Secretary
M.No.: A32760

Encl.: a/a

BRAJESH KUMAR & ASSOCIATES
COMPANY SECRETARIES

To,

The Board of Directors,
Aye Finance Private Limited
M-5, Magnum House-I,
Community Centre,
Karampura, New Delhi-110015,

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the financial year 2023-24

We have been engaged by Aye Finance Private Limited, (hereinafter referred to as the Company) bearing CIN: U65921DL1993PTC283660, whose Non Convertible Debentures were listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019 along with BSE & NSE vide Notice no. 202303 15 41 and Circular Reference No. NSE/CML/ 2023/21 dated March 16, 2023, respectively, and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable regulations, circulars and guidelines issued by SEBI from time to time and issue a report thereon.

Our audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" and the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

Date: 20/04/2024
Place: New Delhi

UDIN: F006965F000201621

Brajesh Kumar & Associates
Company Secretaries
UIN: S2007DE093900
PR: 5461/2024





Brajesh Kumar, (Proprietor)
FCS No.: 6965, CP No. : 7497

BRAJESH KUMAR & ASSOCIATES

COMPANY SECRETARIES

Secretarial Compliance Report of Aye Finance Private Limited

For the financial year ended March 31, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aye Finance Private Limited** (hereinafter referred as '**the listed entity**'), having its Registered Office at M-5, Magnum House-I, Community Centre, Karampura, West Delhi, New Delhi-110015, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

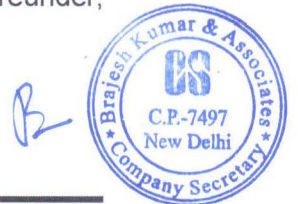
We Brajesh Kumar & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Aye Finance Private Limited ("**the listed entity**"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to this report

for the financial year ended March 31, 2024 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; **(Not Applicable during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended; **(Not applicable during the Review Period)**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended; **(Not applicable during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

and other circulars/Guidelines issued thereunder, and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulation/s/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation,	Yes	M/s. S. R. Batliboi & Associates LLP, Chartered Accountants whose term of 3 years has completed and due to this, resigned from the Company pursuant to the Reserve Bank of



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	Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).		issued by ICSI.
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	<p>Yes</p> <p>Yes</p>	The Company has updated all applicable policies under SEBI Regulations and the same in conformity with SEBI Regulations and has been reviewed.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	<p>Yes</p> <p>Yes</p> <p>N.A.</p>	As the Company is high value debt listed entity & comply with the regulation 62 of SEBI LODR.
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013</p>	<p>Yes</p>	None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material aswell as other subsidiaries</p>	<p>N.A.</p> <p>Yes</p>	The Company does not have any material subsidiary companies as per Regulation 16 of SEBI LODR.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records</p>	<p>Yes</p>	The Company has complied with the SEBI Regulations for preserving and maintaining records as prescribed and has



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	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI Regulations.		duly place the said policy
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees at the start every of financial year.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A.	Regulation 30 is not applicable as the Company is high value debt listed entity. However, the Company has complied with Regulation 51 along with Part B of Schedule III of SEBI LODR.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has duly complied with Regulation 3(5) & 3(6) of SEBI (Prohibition of insider Trading) Regulations, 2015.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI	NA	No such action taken Stock Exchange of India NSE & BSE except additional fee for delay filing with SEBI



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	Regulations and circulars/ guidelines issued thereunder .		
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed for any SEBI regulation /circular/ guidance note etc.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Date: 20/04/2024

Place: New Delhi

Brajesh Kumar & Associates

Company Secretaries

UIN: S2007DE093900

PR: 5461/2024



Brajesh Kumar

Proprietor

FCS No.: 6965, CPNo. : 7497

UDIN: F006965F000201621

