

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD AT 04:00 P.M(IST) ON APRIL 11, 2019 THURSDAY AT A SHORTER NOTICE AT 101, FIRST FLOOR, VIPUL AGORA MALL, GURGAON-122002, TO INTER ALIA CONSIDER AND TRANSACT THE FOLLOWING BUSINESS AS UNDER:

Special Business:**1. Approval for appointment of Shri Sathyan David as Non-Executive Independent Director**

To consider and if thought fit, to pass with or without modification, the following resolution to be passed as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV read with [Companies \(Appointment and Qualification of Directors\) Rules, 2014](#), and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded, to appoint **Shri Sathyan David (DIN: 08386521)** as **Non-Executive & Independent** on the Board of the Company w.e.f. April 11, 2019(**effective date**) to hold office for a term upto Five (5) consecutive years from effective date.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form or intimation with the Registrar of Companies/ RBI / SEBI, as and when may be required and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**By Order of the Board of
OXYZO Financial Services Private Limited**

Sd/-
Brij Kishore Kiradoo
Company Secretary
M.NO.-A40347

Date :April 11, 2019
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002

NOTES:

- I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE.
- II. A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.
- III. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, THE MEMBER WHOSE NAME APPEARS AS THE FIRST HOLDER IN THE ORDER OF NAMES AS PER THE REGISTER OF MEMBERS OF THE COMPANY WILL BE ENTITLED TO VOTE.
- IV. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION TO THE COMPANY, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
- V. THE MEETING IS BEING CALLED AT A SHORTER NOTICE WITH THE CONSENT OF MEMBERS IN ACCORDANCE WITH THE PROVISIONS OF PROVISIO TO SECTION 101(1) OF THE COMPANIES ACT 2013.

**By Order of the Board of
OXYZO Financial Services Private Limited**

**Sd/-
Brij Kishore Kiradoo
Company Secretary
M.No.-A40347**

**Date: April 11, 2019
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING**Item 1- To Approve appointment of Shri Sathyan David as Non-Executive Independent Director**

Chairperson apprised that in terms of applicable provisions of the Companies Act, 2013 and Rules framed there under, Board has recommended and accorded appointment of Non-executive Independent Directors of the Company via Board resolution April 11, 2019 and that required to be approved by Members of the Company.

The Company has received consent in writing in Form DIR-2 from **Mr. Sathyan David** (DIN: 08386521) to act as a Non-executive Independent Director and a declaration to the effect that he is not disqualified to be appointed as a Non-executive Independent Director in other companies in Form DIR-8. In the opinion of the Board, **Mr. Sathyan David**, fulfils the conditions specified in the Companies Act, 2013 and Rules thereunder to be appointed as a Non-executive Independent Director of the Company and is Independent of the Company's Management.

Chairperson put the aforesaid matter before the Members for their approval.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as Special Resolution.

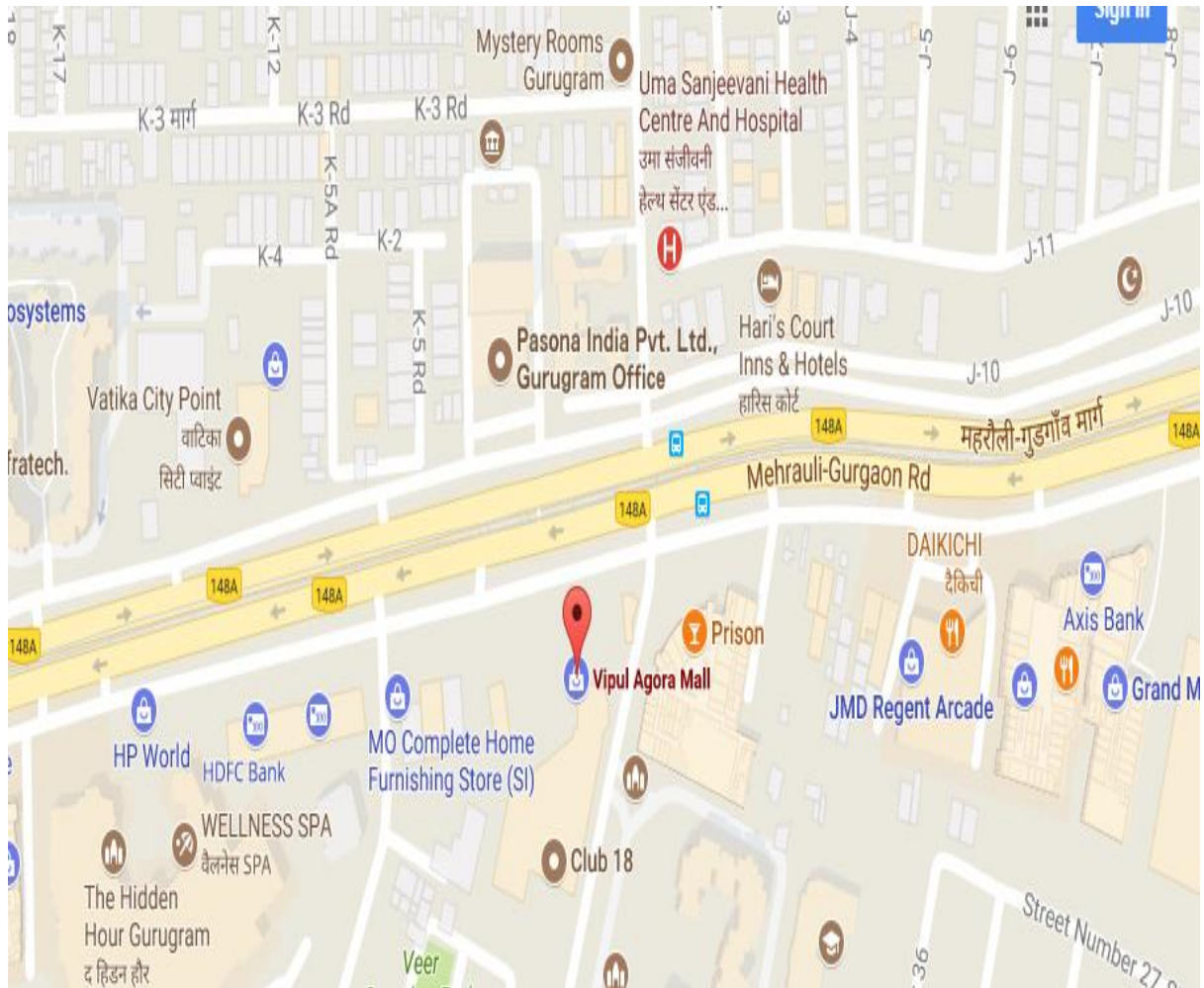
**By Order of the Board of
OXYZO Financial Services Private Limited**

Sd/-
Brij Kishore Kiradoo
Company Secretary
M.No.- A40347

Rout Map:

Land Mark-Vipul Agora Mall

Corporate office: 101, First Floor, Vipul Agora Mall, Gurgaon-122002



Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the *Companies* (Management and Administration) Rules, 2014]

Corporate Identification Number : U65929DL2016PTC306174
Name of the Company : OXYZO Financial Services Private Limited
Registered office : E-6, First Floor, Green Park Extension, New Delhi-110016

Name of Members	
Registered Address	
E-mail ID	
Folio No. /DP ID & Client ID*	

I/ We being the holder(s) of _____ shares of OXYZO Financial Services Private Limited, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra- Ordinary General Meeting of members of the Company, to be held at 04:00 P.M(IST) on April 11, 2019 at 101, First Floor, Vipul Agora Mall, Gurgaon-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars of Resolution(s)	For	Against
1	Approval for appointment of Shri Sathyan David as Non-Executive Independent Director		

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.in

Website: www.oxyzo.in

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue

Stamp

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited must be deposited at the Registered office of the company not less than 48 hours before the commencement of the EGM.**
- 2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 3. Proxy need not be Member of the Company pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.**
- 4. The Proxy-holder shall prove his/her identity at the time of attending the Meeting**

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.inWebsite: www.oxyzo.in**Attendance Slip**

No. EGM/2019-20/01- Extra-Ordinary General Meeting of the Company on April 11, 2019 at 04:00 P.M.(IST) at the Corporate Office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002 (India).

Folio No./DP ID & Client ID*	
No. of shares held	

I/We certify that I/We am /are registered Member/Proxy for the registered Member of the Company

I/We hereby record my presence at the No. EGM/2019-20/01 Extra-Ordinary General Meeting of the company to be held on Thursday April 11, 2019 at 04:00 P.M(IST) at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon-122002.

Signature of Member/Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.