

Corp. Office:

#101, First Floor, Vipul Agora Mall,
MG Road, Gurgaon-122002
Contact: 0124- 4006603
Email: finance@oxyzo.in
Website: www.oxyzo.in

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 03.00 P.M. on 30th December 2016, Friday at a shorter notice at the registered office of the company at E-6, First floor, Green Park Extension, New Delhi-110016, to *inter alia* consider and transact the following business as under:

Special Business:

1. To Approve amendment of the existing Articles of Association

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

“**RESOLVED THAT** the draft of the restated articles of association (“**Restated Articles**”) of the Company incorporating the terms of the shareholders’ agreement made on December 8, 2016, executed by and amongst the Holding Company (OFB Tech Private Limited) and the investors, tabled before the shareholders, be and is hereby approved. Pursuant to the applicable provisions of the Companies Act, 2013, including Section 5 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing articles of association of the Company be and is hereby repealed and substituted with the Restated Articles.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“**ROC**”), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the RoC or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.”

2. Approval for the entrenched provisions contained in the proposed amendments to the articles of association of the company

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

RESOLVED THAT pursuant to section 5 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Companies (Incorporation) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the unanimous approval of all the shareholders for the inclusion of the entrenched provisions, as set out in **Annexure A** herewith (“**Entrenched Provisions**”), in the restated and amended articles of association of the Company be and is hereby taken on record.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorized to do all such acts and deeds necessary for giving effect to the above resolution.”

For and On Behalf of

OXYZO Financial Services Private Limited

Sd/-

Ruchi Kalra

Director

DIN: 03103474

Add: E-6, First Floor, Green Park Extension, New Delhi-110016

Date : December 30, 2016

Registered Office: E-6, First Floor, Green Park Extension, New Delhi – 110016 (India)

CIN: U65929DL2016PTC306174, Phone: 01140507973

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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.

**For and On Behalf of
OXYZO Financial Services Private Limited**

**Sd/-
Ruchi Kalra
Director
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New Delhi-110016**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

The company is a subsidiary company of M/s OFB Tech Private Limited and the holding company has executed a shareholder's agreement with the investors on 8th December, 2016. Pursuant to the closing terms, pertaining to the alteration of articles of the subsidiary company, given in the shareholder's agreement and as per the relevant provision of the Company's (Incorporation) Rules, 2014, the existing articles of Association of the Company ("Articles") are required to be amended to incorporate the relevant terms and conditions of the Shareholder's Agreement and the restated articles of association of the Company are required to be adopted in substitution of the existing Articles.

The provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) require the Company to seek approval of the members for alteration of its Article by way of a special resolution. A copy of new set of Articles is open for inspection at the registered office of the Company on all working days between 11.00 am to 5.00 pm. None of the directors of the Company are interested in the proposed resolution.

In view of the above, the board of directors recommends the passing of the resolutions set out at Item No.1 as a special resolution.

Item No.2:

In accordance with the provisions of section 5 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Companies (Incorporation) Rules, 2014, the company is required to receive unanimous approval of the members to include the entrenched provisions as tabled before the members, in the articles of association of the Company. None of the directors of the Company are, directly or indirectly, interested in the proposed resolution.

In view of above, the board of directors recommend according unanimous consent of all the shareholders of the Company for the matter set out at Item No.2.

For and On Behalf of

OXYZO Financial Services Private Limited

Sd/-

Ruchi Kalra

Director

DIN: 03103474

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Green Park Extension, New Delhi Map

Select categories to view on map :



Registered Office: E-6, First Floor, Green Park Extension, New Delhi – 110016 (India)

CIN: U65929DL2016PTC306174, Phone: 01140507973

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 the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:
E-mail Id:
Signature:, or failing him

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 on December 30, 2016 at 3.00 P.M at the registered office of the Company at E-6, First Floor, Green Park Extension, New Delhi-110016 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 increase in Authorized Share Capital and amendment in Memorandum of Association		

Signed this day of..... 2016
Signature of Shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp

Note: *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.*

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Attendance Slip

**OXYZO Financial Services Private Limited,
E-6, First Floor, Green Park Extension,
New Delhi-110016**

Name of Member/Proxy(ies)*	:
Registered Address	:
E-mail ID	:
Folio No/ Client ID	:
**DP ID	:

I hereby record my presence at the Extra-Ordinary General Meeting on Friday December 30th, 2016 at 03.00 PM at the registered office of the Company at E-6, First Floor, Green Park Extension, New Delhi-110016.

Signature of Member/Proxy

(To be signed at the time of handing over of this slip)

**To be filed in, if proxy form has been deposited with Company.*

***Applicable for Members holding shares in electronic form.*