

NOTICE

NOTICE is hereby given that the Second extra-ordinary general meeting of the members of OXYZO Financial Services Private Limited is scheduled to be held at 02.00 P.M. on 10th July 2018, Tuesday 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. To Approve Increase in Authorized Share Capital of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013(including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000(Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Share of Rs. 10/- each to Rs. 28,50,00,000(Rupees Twenty Eight Crores Fifty lakhs) divided into 2,85,00,000 (Two Crores Eighty Five Lakhs) Equity Share of Rs. 10/- each by creation of additional 35,00,000(Thirty Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting **Clause V** of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 28,50,00,000/- (Rupees Twenty-eight Crores Fifty Lakhs) divided into 2,85,00,000(Two Crores Eighty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorized to sign, execute and make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and submit all documents to the concerned authorities with respect to the same.”

**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**

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 PROVISOR TO SECTION 101(1) OF THE COMPANIES ACT 2013.

**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**

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

Item 1- Increase in Authorized Share Capital and amendment in Memorandum of Association

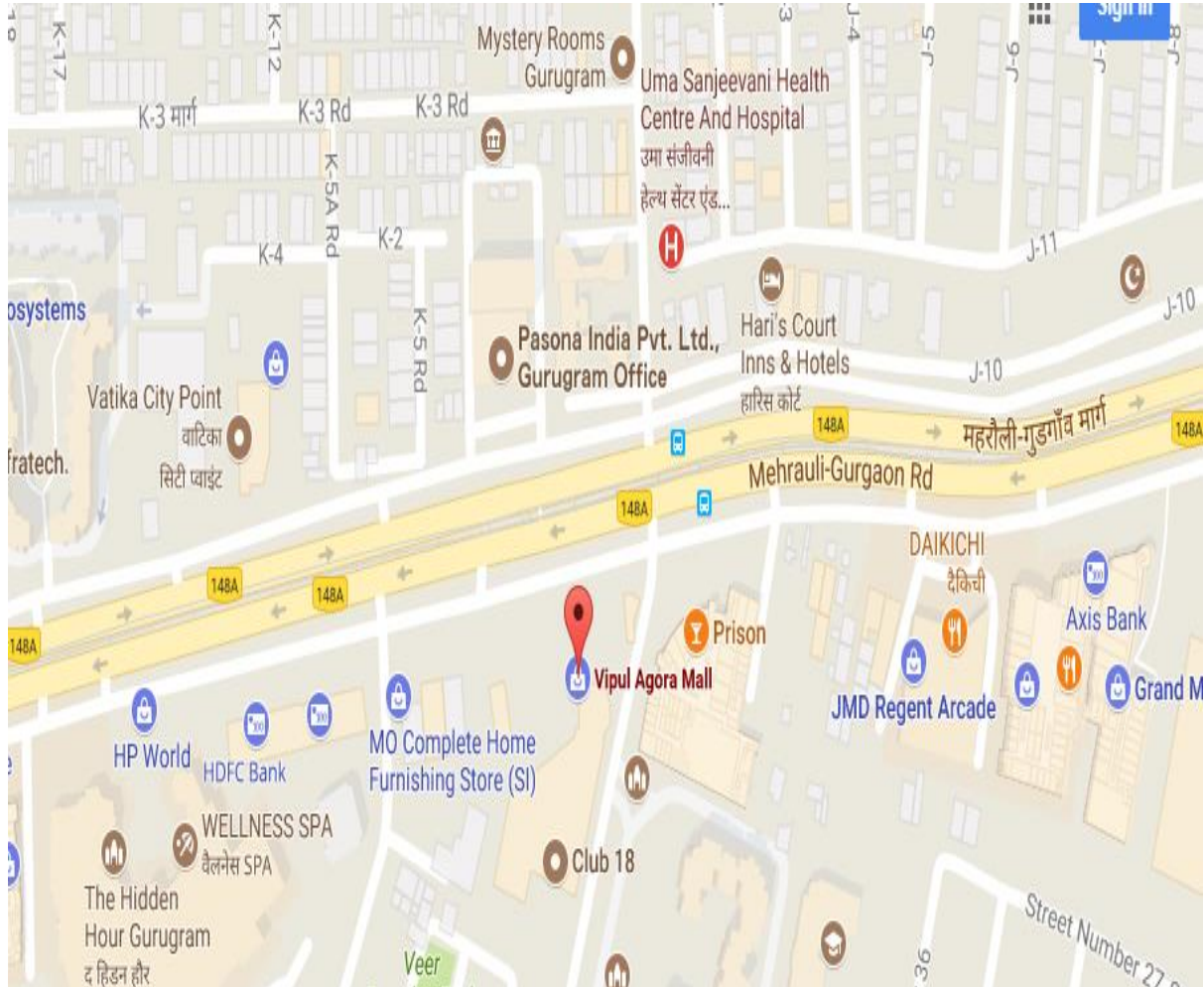
At present the Authorized Share Capital of the Company is INR 25,00,00,000 (Indian Rupees Twenty-Five Crores only) comprising of 2,50,00,000 (Two Crore Fifty lakhs) Equity Share of Rs. 10/- each. The Company proposes to increase its authorized share capital to 28,50,00,000 (Rupees Twenty-Eight Crores Fifty lakhs) divided into 2,85,00,000 (Two Crores Eighty-Five Lakhs) as company proposes to issue further shares to its shareholders in future. This change would necessitate an amendment to Clause V of the Memorandum of Association of the Company, which, in terms of the Companies Act, 2013, requires the members of the Company to approve the same.

None of the Directors are in anyway concerned with or interested in the said resolution, except to the extent of their respective shareholding in the Company.

The Board recommends the adoption of the resolution as set out in Item no. 1 of the Notice as ordinary 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**



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: SSIS
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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 July 10th, 2018 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 increase in Authorized Share Capital and amendment in Memorandum of Association		

Signed this day of..... 2018

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.*

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 Tuesday July 10th, 2018 at 02.00 PM at 101, First Floor, Vipul Agora Mall, Gurgaon-122002.

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.*