

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 10:00 A.M(IST) ON JUNE 03, 2019 MONDAY 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 Increase 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 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 37,60,00,000(Rupees Thirty- Seven Crores Sixty Lakhs Only) divided into 3,76,00,000 (Three Crores Seventy-Six Lakhs) Equity Share of Rs. 10/- each to Rs. 39,63,40,000 (Rupees Thirty Nine Crores Sixty Three Lakh Forty Thousands Only) divided into 3,96,34,000(Three Crore Ninety Six Lakhs Thirty Four Thousands) Equity Shares of Rs. 10/- each by creation of additional 20,34,000 (Twenty Lakh Thirty Four Thousands) Equity Shares of Rs. 10/- each aggregating to Rs. 2,03,40,000(Rupees Two Crores Three Lakh Forty Thousand only) 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 Rs. 39,63,40,000 (Rupees Thirty Nine Crores Sixty Three Lakh Forty Thousands Only) divided into 3,96,34,000(Three Crore Ninety Six Lakhs Thirty Four Thousands) Equity Shares of Rs. 10/-

RESOLVED FURTHER THAT any of the directors of the Company or Mr. Brij Kishore Kiradoo, Company Secretary 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."

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

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

Date :May 30, 2019
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.inWebsite: www.oxyzo.in**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: May 30, 2019
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.inWebsite: www.oxyzo.in**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING****Item 1- To Increase in Authorized Share Capital and amendment in Memorandum of Association**

At present the Authorized Share Capital of the Company is Rs 37,60,00,000 (Rupees Thirty-Seven Crores Sixty Lakhs) divided into 3,76,00,000 (Three Crores Seventy-Six Lakhs) Equity Share of Rs. 10/- each . The Company proposes to increase its Authorized Share Capital as Rs. 39,63,40,000 (Rupees Thirty Nine Crores Sixty Three Lakh Forty Thousands Only) divided into 3,96,34,000(Three Crore Ninety Six Lakhs Thirty Four Thousands) Equity Shares of Rs.10 /- each 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.

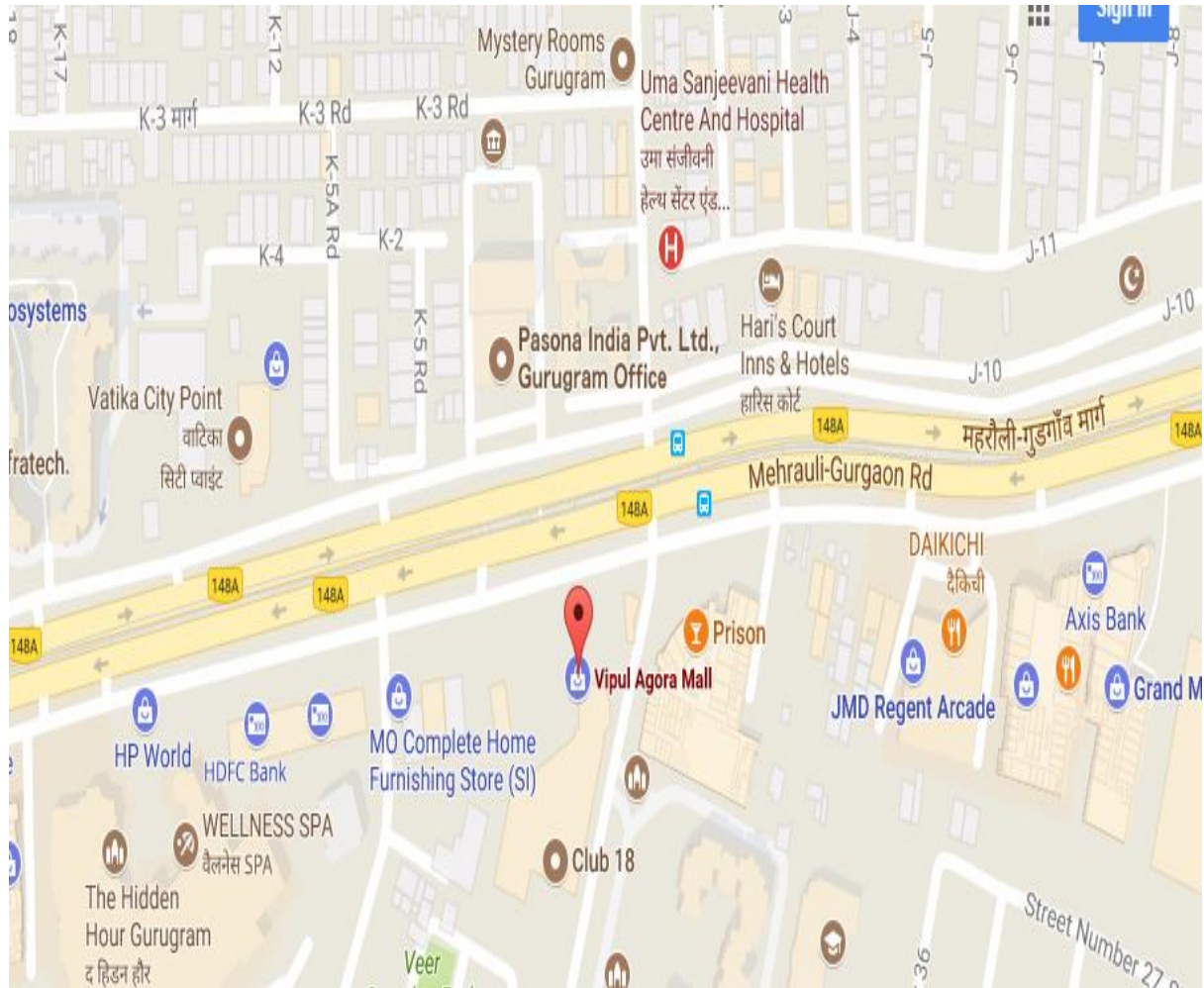
**By Order of the Board of
OXYZO Financial Services Private Limited**

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

Route Map:

Land Mark-Vipul Agora Mall

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



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 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 10:00 A.M(IST) on June 03, 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	To Increase Authorized Share Capital of the Company		

Signed this day of..... 2019
 Signature of Shareholder
 Signature of Proxy holder(s)

Affix Revenue Stamp

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

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

Attendance Slip

No. EGM/2019-20/02- Extra-Ordinary General Meeting of the Company on June 03, 2019 at 10:00 A.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/2019-20/02 Extra-Ordinary General Meeting of the company to be held on Monday June 03, 2019 at 10:00 A.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.