

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD AT 10:00 A.M ON JULY 26, 2019 FRIDAY 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 issue, offer and allotment of Rated, Unsubordinated, Unlisted, Secured, Transferable Redeemable Non-convertible debentures by way of Private Placement**

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

"**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the board of directors of the Company (the "**Board**") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, (a) Unsubordinated, (b) unlisted, (c) senior (d) secured, (d) Rated, (e) Transferable (f) Redeemable Non – Convertible Debentures ("**NCDs**"), on private placement basis, in one or more tranches (Series A1 and Series A2) for a period of Series A1 – 24 months from the Deemed date of Allotment and Series A2-26 months from the Deemed date of Allotment, provided that the outstanding amounts of all such NCDs at any time during this period shall not exceed INR 20,00,00,000/(Indian Rupees Twenty Crores Only).

RESOLVED FURTHER THAT Ms. Ruchi Kalra, Chief Financial Officer and Whole Time Director, Mr. Asish Mohapatra and Mr. Vasant Sridhar, Director of the Company be and are hereby severally authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.

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

Sd/-

Brij Kishore Kiradoo

Company Secretary

M.N0.-A40347

Date :July 25, 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 PROVISO 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: July 25, 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 Approval for issue of non-convertible debentures

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Proviso 3 of Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of one year from the date of passing of the aforementioned special resolution. (Section 180 is not applicable on Private Company)

In order to augment resources for on-lending by the Company working capital requirement, general corporate purposes etc. the Company may invite subscription for secured//unsubordinated/senior redeemable NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board of Directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

| | |
|---|---|
| <p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p> | <p>Pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of one year from the date of the aforementioned resolution.</p> <p>Board has approved the issue and offer at the Board meeting held on July 25, 2019.</p> |
| <p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p> | <p>Series A1- (a) Unsubordinated, (b) unlisted, (c) senior (d) secured, (d) Rated, (e) Transferable (f) Redeemable Non – Convertible Debentures ("NCDs"),</p> <p>Series A2 - (a) Unsubordinated, (b) unlisted, (c) senior (d) secured, (d) Rated, (e) Transferable (f) Redeemable Non – Convertible Debentures ("NCDs").</p> <p>The NCDs will be offered/issued at par.</p> |
| <p>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER</p> | <p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p> |

| | |
|--|--|
| OR INVITATION IS BEING MADE | |
| NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION | Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments. |
| AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES | Series A1-An amount of Rs. 10,00,00,000/- (Rupees Ten Crores Only) Series A2-An amount of Rs. 10,00,00,000/- (Rupees Ten Crores Only) |
| MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES | <p>Material Terms: As may be decided by the Board of Directors of the company;</p> <p>Proposed Time Schedule: Open Offer on July 29, 2019 and Close Offer on July 30, 2019</p> <p>Purpose of Offer: Onward lending to Customers</p> <p>Contribution made by the Promoter or Director: None</p> <p>Principle Terms of Assets Charged as Securities: Exclusive Hypothecation on receivables of the Company upto 1.1x and first ranking parri pasu charge on immovable property of the Company situated at Chennai</p> |

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board (including any committee of the Board) to issue such NCDs during the year on private placement basis up to INR 20,00,00,000/- (Indian Rupees Twenty Crores Only) as stipulated above, in one or more tranches as per applicable Law.

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

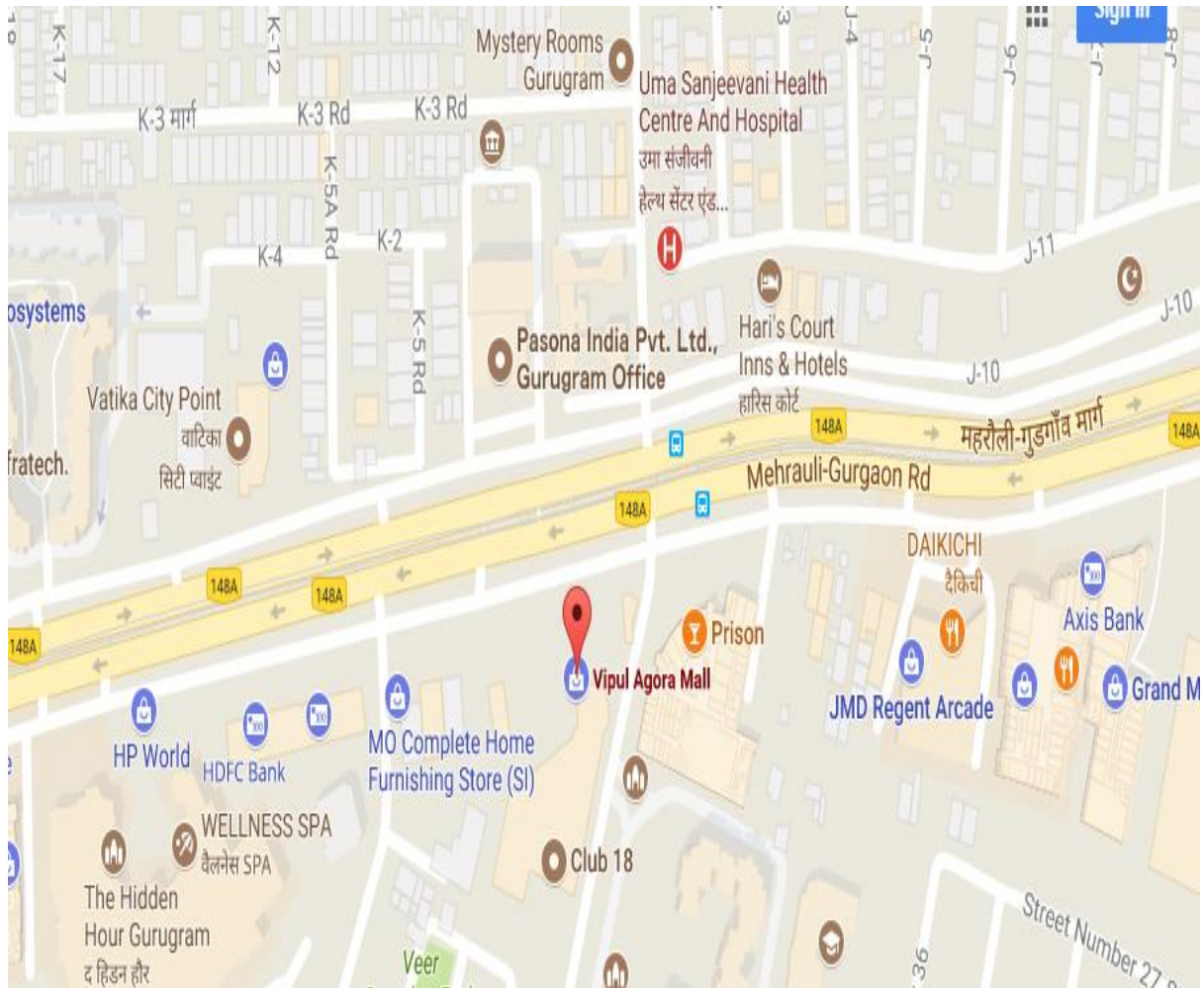
Company Secretary

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 10:00 A.M on July 26, 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 Issue and Offer of Non-Convertible Debentures by way of Private Placement | | |

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/2019-20/05- Extra-Ordinary General Meeting of the Company on July 26, 2019 at 10:00 A.M. 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/2019-20/05 Extra-Ordinary General Meeting of the company to be held on Friday July 26, 2019 at 10:00 A.M 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.