

NOTICE

Notice is hereby given that the Extra General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on November 01, 2019 (Friday) at 4:30 P.M (IST) at a shorter notice at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002 to transact the following business as:

AS SPECIAL BUSINESS**Item No. 1: Approval for Appointment of Statutory Auditor to fill Casual Vacancy**

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Audit Committee and approved by Board of Directors in their meeting held on October 30, 2019, consent of Member(s) be and is hereby accorded to appoint M/s. Delloitte Haskins & Sells, Chartered Accountants (Firm Reg No.015125N)), as the Statutory Auditor in casual vacancy, of the Company, to hold office as such from this date until the conclusion of ensuing Annual General Meeting of shareholders of the Company at remuneration to be mutually agreed upon decided by the Board of Directors and such Auditor.

RESOLVED FURTHER THAT any of the Director and Mr. Brij Kishore Kiradoo, Company Secretary of the Company, be and are hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms (ADT -1) with Registrar of Companies as and when required”.

Certified true copy

For Oxyzo Financial Services Private Limited

Sd/-

Brij Kishore Kiradoo

Company Secretary

ICSI Membership No. A40347

Add: #101, First Floor, Vipul Agora Mall,

Gurgaon-122002

Date: October 31, 2019

Place: Gurgaon

NOTES:

- I. 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.
- II. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- III. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- IV. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting
- V. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Registered Office: Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016
CIN: U65929DL2016PTC306174, Phone: 011-41054262

- VI. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
- VII. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.

**Certified true copy
For Oxyzo Financial Services Private Limited**

**Sd/-
Brij Kishore Kiradoo
Company Secretary
ICSI Membership No. A40347
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

**Date: October 31, 2019
Place: Gurgaon**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING

Item No. 1: Approval for Appointment of Statutory Auditor to fill Casual Vacancy

M/s. BSR & Associates LLP, Chartered Accountants (Firm Reg No. 116231W/ W-100024), statutory Auditor of the Company, has tendered their resignation vide letter dated October 16, 2019 with the following reason:

“audit fees are not commensurate with the time and efforts involved in carrying out the audit” and as per management discussion, it was agreed that there was huge Commercial gap especially with IND AS transition, hence such resignation results into a casual vacancy as envisaged under section 139(8) of the Companies Act, 2013 and such Vacancy caused can only be filled up by the Company with the shareholders consent in general meeting.

Further, the Board via a Board Meeting held on October 30, 2019 has approved **M/s. Delloitte Haskins & Sells, Chartered Accountants (Firm Reg No.015125N)**, as the new Statutory Auditor of the Company to fill casual vacancy.

M/s. Delloitte Haskins & Sells, Chartered Accountants (Firm Reg No.015125N) has conveyed its consent to act as the Statutory Auditors of the Company vide its letter dated October 23, 2019. Hence, Members approval is required to approve appointment of new statutory Auditor.

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 Ordinary Resolution.

Certified true copy

For Oxyzo Financial Services Private Limited

Sd/-

Brij Kishore Kiradoo

Company Secretary

ICSI Membership No. A40347

**Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

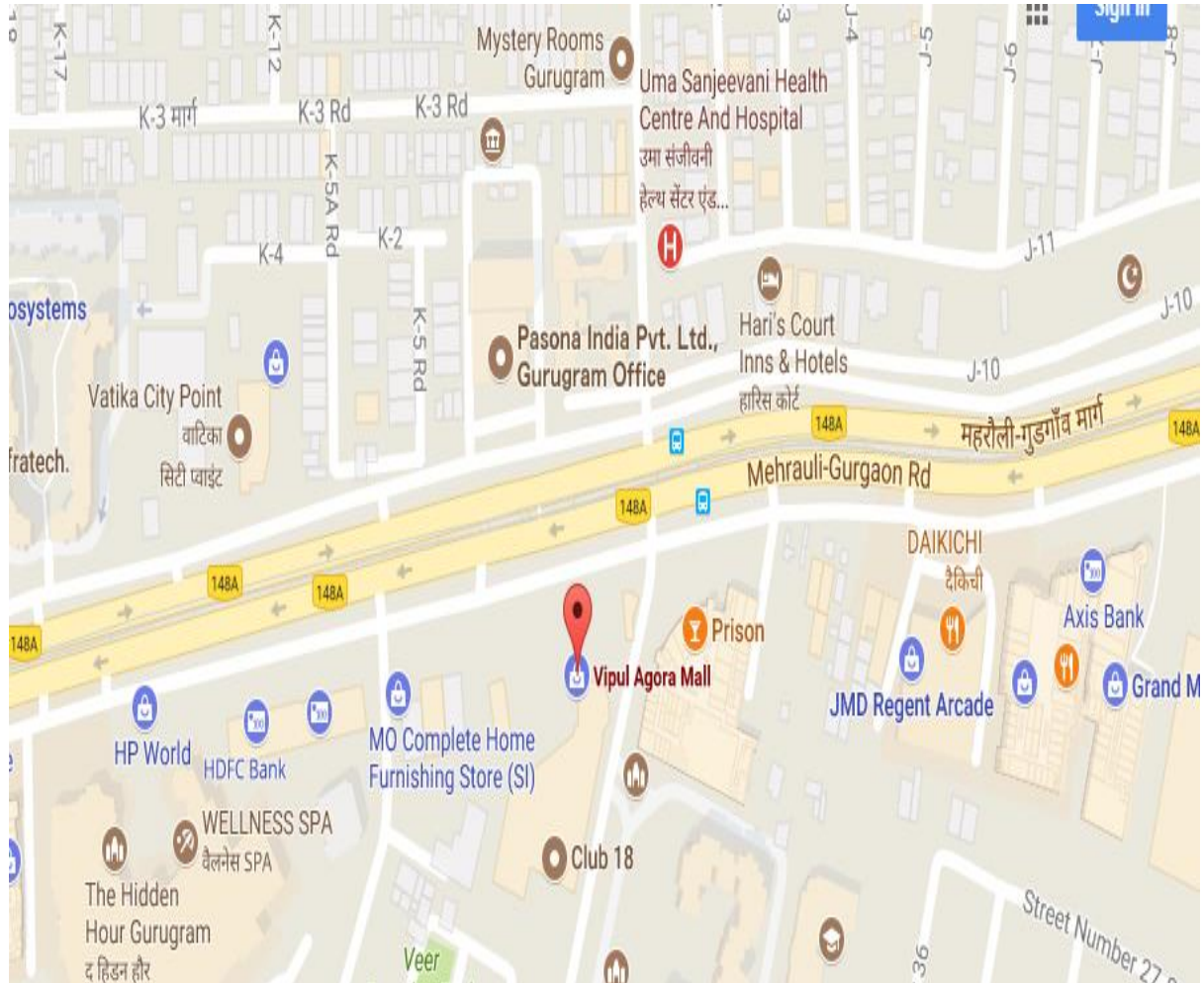
Date: October 31, 2019

Place: Gurgaon

Route Map:

Land Mark-Vipul Agora Mall

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



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FORM NO. MGT.11
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 : Shop No. G-22 C (UGF) D-1 (K-84) Green Park Main New Delhi-110016

Name of the Members :

Registered address :

E-mail ID :

Folio No. /DP ID & :

Client ID* :

*Applicable in case shares are held in electronic form.

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

Name of the Members :

Address :

E-mail ID :

Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company to be held on **Friday, November 01, 2019 at 04:30 PM (IST)** at the Corporate office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
Special Business			
1	Approval for Appointment of Statutory Auditor to fill Casual Vacancy		

Signed this ____ day of ____ 2019

Signature of Member

 Signature of first proxy holder

 Signature of second proxy holder

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OXYZO Financial Services Private Limited

Corp. Office:

#101, First Floor, Vipul Agora Mall,
MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.in

Website: www.oxyzo.in

Affix
Revenue
Stamp

***Note:** This form of proxy in order to be effective should be duly completed and deposited and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM*

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Website: www.oxyzo.in

ATTENDANCE SLIP

Oxyzo Financial Services Private Limited - Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi-110016

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

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 Extra Ordinary General Meeting of members of the Company to be held on **Friday, November 01, 2019 at 04:30 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..

Member's / Proxy's name in BLOCK letters 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.

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