

**NOTICE**

**NOTICE** is hereby given that the Eighth Extra-ordinary General Meeting of the members of OXYZO Financial Services Private Limited is scheduled to be held at 11.00 A.M. on January 30, 2019, Wednesday 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 Issue and Offer of 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** in accordance with sections 42, 71, 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and the memorandum and articles of association of the Company and subject to consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if and to the extent necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (including any duly authorized committee thereof) to issue and offer of 100 unsubordinated, rated, unlisted, secured, redeemable, fully paid up, non-convertible debentures of face value of Rs. 10,00,000/- (Rupees Ten Lacs Only) each for an amount aggregating to INR 10,00,00,000/- (Indian Rupees Ten Crores only) having a tenor of 50 Months at par on a private placement basis to Axis Trustee Services Limited acting in its capacity as the trustee of the IFMR Finance for Freedom Fund IV with **IFMR Fimpact Medium Term Opportunities Fund** as its scheme (**“Investor”**) on such terms and conditions at par as fully paid instruments.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution and for all matters connected therewith.”

**Certified to be true  
For OXYZO Financial Services Private Limited**

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

**Date: January 30, 2019  
Place: Gurgaon**

**Corp. Office:**

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: [finance@oxyzo.in](mailto:finance@oxyzo.in)Website: [www.oxyzo.in](http://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.

**Certified to be true  
For OXYZO Financial Services Private Limited**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item 1- To Issue and Offer of Non- Convertible Debentures by way of Private Placement**

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.

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

<b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b>	<p>The second proviso to Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs ((a) subordinated, (b) unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (as may be determined)) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, 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>
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	<p>100 unsubordinated, rated, secured, redeemable, fully paid up, non-convertible debentures ("NCDs").</p> <p>The NCDs will be offered/issued at par.</p>
<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	<p>An amount of Rs. 10,00,00,000/- (Rupees Ten Crores Only)</p>
<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR</b>	<p><b>Material Terms:</b> As may be decided by the Board of Directors of the company;</p>

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

CIN: U65929DL2016PTC306174

Phone: 01140507973

**Corp. Office:**

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: [finance@oxyzo.in](mailto:finance@oxyzo.in)Website: [www.oxyzo.in](http://www.oxyzo.in)

<b>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</b>	<b>Proposed Time Schedule:</b> Open Offer on January 30, 2019 and Close Offer on January 31, 2019 <b>Purpose of Offer:</b> Onward lending to Customers <b>Contribution made by the Promoter or Director:</b> None <b>Principle Terms of Assets Charged as Securities:</b> Exclusive Hypothecation on receivables of the Company upto 1.1x and first ranking <i>pari pasu</i> charge on immovable property of the Company situated at Chennai
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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 allot such NCDs during the year on private placement basis up to INR 10,00,00,000/- (Indian Rupees Ten Crores Only) as stipulated above.

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.

**Certified to be true  
For OXYZO Financial Services Private Limited**

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

**Corp. Office:**

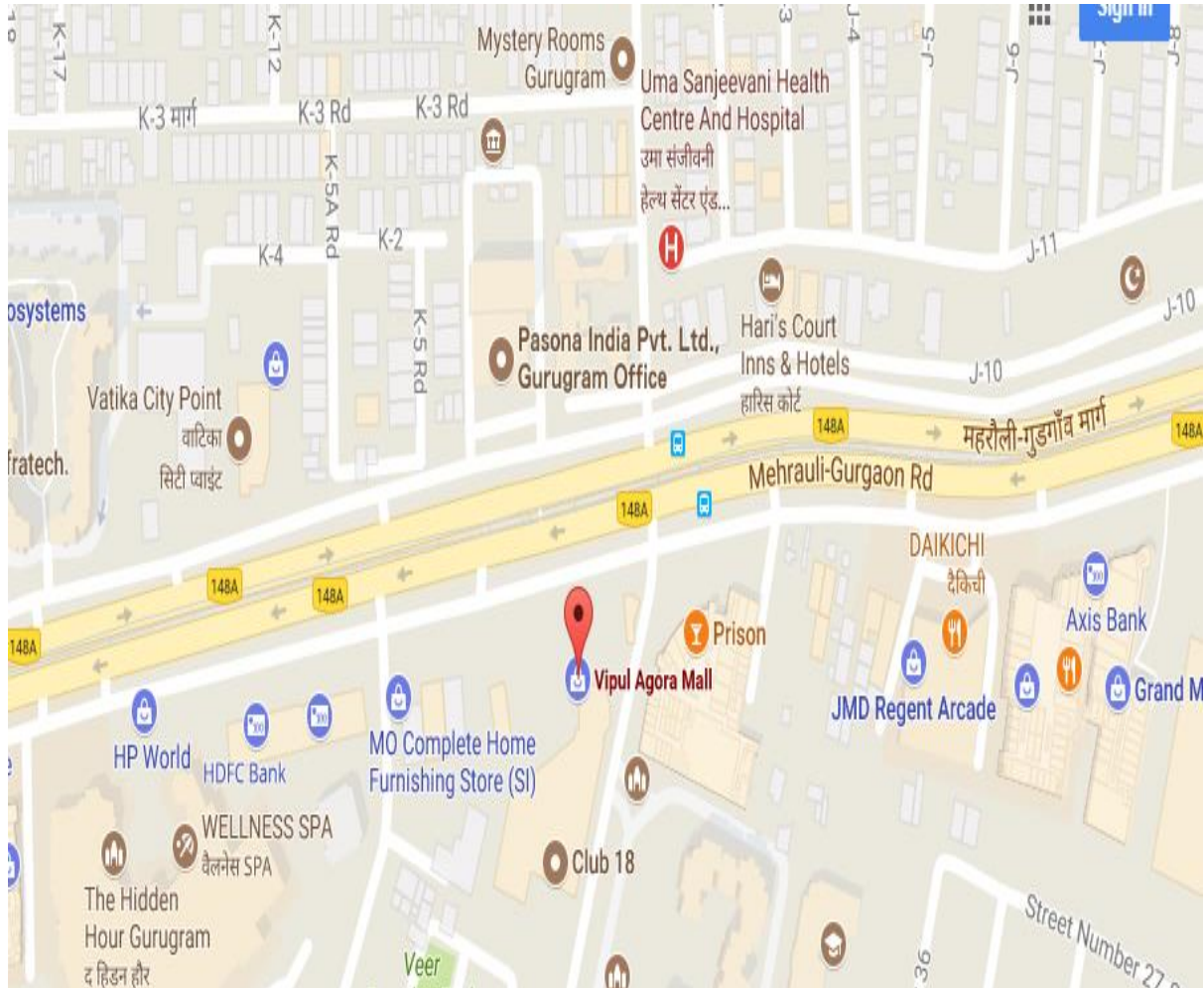
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### Proxy Form

[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**

<b>Name of Members</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No. /DP ID &amp; Client ID*</b>	

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 on January 30, 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

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Email: [finance@oxyzo.in](mailto:finance@oxyzo.in)Website: [www.oxyzo.in](http://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

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Email: [finance@oxyzo.in](mailto:finance@oxyzo.in)Website: [www.oxyzo.in](http://www.oxyzo.in)**Attendance Slip**

**No. EGM/2018-19/08- Extra-Ordinary General Meeting of the Company on January 30, 2019 at 11.00 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/2018-19/08 Extra-Ordinary General Meeting of the company to be held on **Wednesday January 30, 2019 at 11.00 A.M. at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon-122002.**

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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.