

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD AT 05:00 P.M(IST) ON NOVEMBER 20, 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 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.46,28,86,570(Rupees Forty Six Crores Twenty Eight Lakhs Eighty Six Thousands Five Hundred and Seventy Only) divided into 4,62,88,657 (Four Crores Sixty Two Lakhs Eighty Eight Thousand Six Hundred and Fifty Seven) Equity Shares of Rs. 10/- each to Rs. 49,39,26,460 (Rupees Forty Nine Crores Thirty Nine Lakhs Twenty Six Thousands Four Hundred and Sixty Only) divided into 4,93,92,646 (Four Crores Ninety Three Lakhs Ninety Two Thousand Six Hundred and Forty Six) Equity Shares of Rs. 10/- each by creation of additional 31,03,989 (Thirty One Lakhs Three Thousand Nine Hundred and Eighty Nine) Equity Shares of Rs. 10/- each aggregating to Rs. 3,10,39,890 (Rupees Three Crore Ten Lakh Thirty Nine Thousand Eight Hundred and Ninety 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 is Rs. 49,39,26,460 (Rupees Forty Nine Crores Thirty Nine Lakhs Twenty Six Thousands Four Hundred and Sixty Only) divided into 4,93,92,646 (Four Crores Ninety Three Lakhs Ninety Two Thousand Six Hundred and Forty Six) Equity Shares of Rs. 10/- each

RESOLVED FURTHER THAT any of the director(s) 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.N0.-A40347

Date :November 12, 2019
Add: #101, First Floor, Vipul Agora Mall, Gurgaon-122002

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

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.inWebsite: www.oxyzo.in**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 General Meeting and will also be available during the 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.
- VI. A Route Map along with Prominent Landmark for easy location to reach the venue of General Meeting is annexed with the notice of General Meeting.
- VII. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of general meeting at the meeting.

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

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

**Date: November 12, 2019
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

Registered Office: Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016
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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 46,28,86,570 (Rupees Forty Six Crores Twenty Eight Lakhs Eighty Six Thousands Five Hundred and Seventy Only) divided into 4,62,88,657 (Four Crores Sixty Two Lakhs Eighty Eight Thousand Six Hundred and Fifty Seven) Equity Share of Rs. 10/- each . The Company proposes to increase its Authorized Share Capital as Rs. 49,39,26,460 (Rupees Forty Nine Crores Thirty Nine Lakhs Twenty Six Thousands Four Hundred and Sixty Only) divided into 4,93,92,646 ((Four Crores Ninety Three Lakhs Ninety Two Thousand Six Hundred and Forty Six) 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**

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

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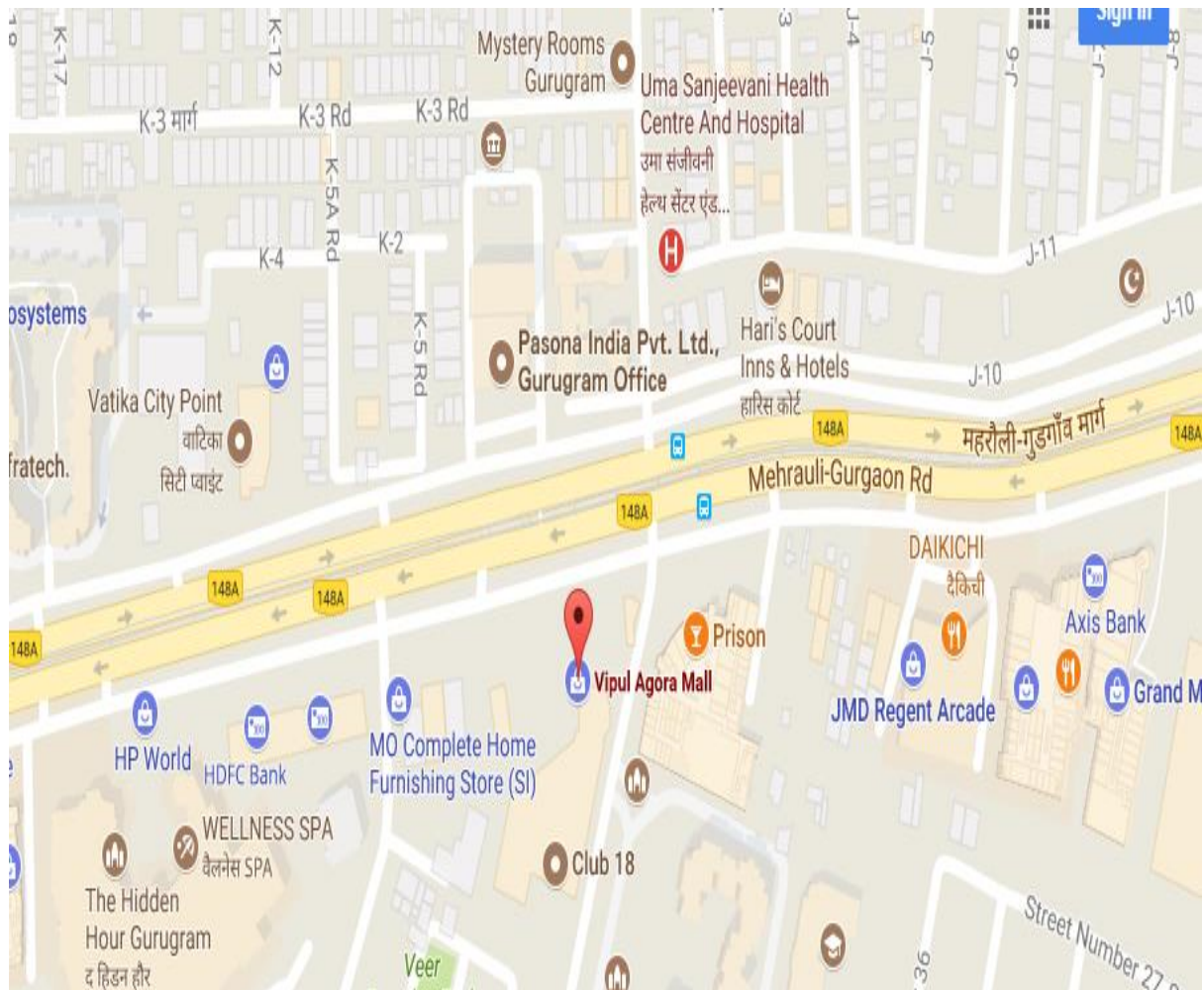
Email: finance@oxyzo.in

Website: www.oxyzo.in

Route Map:

Land Mark-Vipul Agora Mall

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



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

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, South Delhi- 110016

Name of 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:

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

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 Wednesday, November 20, 2019 at 05:00 P.M(IST) on 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:

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

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

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

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 **Wednesday, November 20, 2019 at 05:00 PM (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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