

### NOTICE

**Notice is hereby given that the Extra General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on June 11, 2020 (Thursday) at 12:00 Noon (IST) at a shorter notice through Video Conference ("VC") to transact the following business as:**

#### **AS SPECIAL BUSINESS**

#### **To approve issue, offer and allotment 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 the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force, 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 of the board of directors of the Company) (the "**Board**") for the issue and allotment of 250 (two hundred and fifty) rated, senior, redeemable, taxable, listed, non-convertible debentures denominated in Indian Rupees ("**INR**") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to a face value of INR 25,00,00,000 (Indian Rupees Twenty Five Crore) or such other amount as may be determined ("**Debentures**") at such interest rate as may be agreed, payable quarterly or at such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and with a maturity date of June 29, 2021 or such other maturity date as may be determined, on a private placement basis to Bandhan Bank Limited (being the identified persons for the purposes of Section 42 of the Act) ("**Investors**") for raising debt for (A) various financing activities including onward lending, (B) the business operation purposes of the Company (including any expenses towards the issue of the Debentures), (C) the general corporate purposes of the Company, (D) the working capital requirements of the Company, and (E) any other purpose as may be agreed between the Company and the investors/debenture holders, and (b) collateralise the amounts to be raised pursuant to the issue of Debentures together with all interest and other charges thereon to be secured (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of certain identified loans/book debts (and/or other assets) of the Company, (ii) an unconditional and irrevocable corporate guarantee to be provided by OFB Tech Private Limited ("**OFB**") and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures (the "**Security/Collateral**").

**RESOLVED FURTHER THAT** the approval of the shareholders be and is hereby accorded for the listing of the Debentures on the wholesale debt market segment of BSE Limited in accordance with the terms and timelines agreed and contained in the transaction documents executed in relation to the issue, offer and allotment of the Debentures and SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.



**OXYZO Financial Services Private Limited**

**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)

**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 true copy**

**For Oxyzo Financial Services Private Limited**

**Sd/-**

**Brij Kishore Kiradoo**

**Company Secretary**

**M No : A40347**

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

**Date: June 10, 2020**

**Place: Gurugram**

**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

**NOTES:**

- I. A PROXY IS ALLOWED TO BE APPOINTED u/s 105 OF THE ACT TO ATTEND AND VOTE AT THE MEETING ON BEHALF OF THE MEMBER WHO IS NOT ABLE TO ATTEND PERSONALLY. SINCE MEETING WILL BE HELD THROUGH VIDEO CONFERENCING THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES.
- 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/Authorisation Letter through electronic mode.
- III. 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 on demand through electronic mode.
- IV. The Facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15minutes after such scheduled time.

**Certified true copy****For Oxyzo Financial Services Private Limited****Sd/-****Brij Kishore Kiradoo****Company Secretary****M No : A40347****Add: #101, First Floor, Vipul Agora Mall,  
Gurgaon-122002**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF 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.

In order to raise debt for (A) various financing activities including onward lending, (B) the business operation purposes of the Company (including any expenses towards the issue of the Debentures), (C) the general corporate purposes of the Company, (D) the working capital requirements of the Company, and (E) any other purpose as may be agreed between the Company and the investors/debenture holders, the Company may issue and allot of 250 (two hundred and fifty) rated, senior, redeemable, taxable, listed, non-convertible debentures denominated in Indian Rupees ("**INR**") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to a face value of INR 25,00,00,000 (Indian Rupees Twenty Five Crore) or such other amount as may be determined ("**Debentures**") at such interest rate as may be agreed, payable quarterly or at such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and with a maturity date of June 29, 2021 or such other maturity date as may be determined, on a private placement basis to Bandhan Bank Limited (being the identified persons for the purposes of Section 42 of the Act) for raising debt for (A) various financing activities including onward lending, (B) the business operation purposes of the Company (including any expenses towards the issue of the Debentures), (C) the general corporate purposes of the Company, (D) the working capital requirements of the Company, and (E) any other purpose as may be agreed between the Company and the investors/debenture holders, and (b) collateralise the amounts to be raised pursuant to the issue of Debentures together with all interest and other charges thereon to be secured (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of certain identified loans/book debts (and/or other assets) of the Company, (ii) an unconditional and irrevocable corporate guarantee to be provided by OFB Tech Private Limited ("**OFB**") and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures.

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>	(a) issuance and allotment of 250 (two hundred and fifty) rated, senior, redeemable, taxable, listed, non-convertible debentures denominated in Indian Rupees (" <b>INR</b> ") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to a face value of INR 25,00,00,000 (Indian Rupees Twenty Five Crore) or such other amount as may be determined (" <b>Debentures</b> ") at such interest rate as may be agreed, payable quarterly or at such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and with a maturity date of June 29, 2021 or such other maturity date as may be determined, on a private placement basis to Bandhan Bank Limited (being the identified persons for the purposes of Section 42 of the Act) for raising debt for (A) various financing activities including onward lending, (B) the business operation purposes of the Company (including any expenses

	<p>towards the issue of the Debentures), (C) the general corporate purposes of the Company, (D) the working capital requirements of the Company, and (E) any other purpose as may be agreed between the Company and the investors/debenture holders, and (b) collateralising the amounts to be raised pursuant to the issue of Debentures together with all interest and other charges thereon to be secured (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of certain identified loans/book debts (and/or other assets) of the Company, (ii) an unconditional and irrevocable corporate guarantee to be provided by OFB Tech Private Limited ("<b>OFB</b>") and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures</p> <p>Board Meeting to approve issue and offer of aforesaid issue was June 10, 2020.</p>
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	<p>250 (Two hundred and Fifty) rated, senior, redeemable, taxable, listed, non-convertible debentures, of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, aggregating up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) issued on a fully paid basis and on a private placement basis (the "Issue") having a tenor of one year and 14 days from deemed date of allotment to Bandhan Bank Limited ("<b>Investors/Debenture Holders</b>").</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 each Debenture proposed to be issued are non-convertible debt instruments being issued at face value.</p>
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	<p>Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value.</p>
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	<p>An amount of Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only)</p>
<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS</b>	<p><b>Material Terms:</b> As may be decided by the Board of Directors of the Company and set out in the transaction documents to be executed in relation to the Debentures ("<b>Transaction Documents</b>"):</p> <p><b>Proposed Time Schedule:</b></p>

**PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES**

Details	Date
Issue Opening Date	June 15, 2020
Issue Closing Date	June 15, 2020
Pay-in Date	June 15, 2020
Deemed Date of Allotment	June 15, 2020

**Purpose of Offer:** To raise debt to the extent of up to INR 25,00,00,000 (Indian Rupees Twenty Five Crore) for (A) various financing activities including onward lending, (B) the business operation purposes of the Company (including any expenses towards the issue of the Debentures), (C) the general corporate purposes of the Company, (D) the working capital requirements of the Company, and (E) any other purpose as may be agreed between the Company and the investors/debenture holders.

**Contribution made by the Promoter or Director:** None

**Principle Terms of Assets Charged as Securities:**

The Debentures shall be:

- (i) collateralised on or prior to the date occurring on the expiry of a period of 60 (sixty) calendar days from the deemed date of allotment of the Debentures by way of a paramount and exclusive and continuing charge over the book debts/loan receivables of the Company in accordance with the terms of the deed of hypothecation to be executed by the Company up to 1.1 times the outstanding amounts of the Debentures. The charged book debts/loan receivables shall fulfil the eligibility criteria prescribed in the Transaction Documents; and
- (ii) supported by way of an unconditional and irrevocable corporate guarantee from OFB pursuant to the deed of guarantee, executed or to be executed and delivered by the Guarantor in favour of the Debenture Trustee in a form acceptable to the Debenture Trustee,

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to allot such NCDs on private placement basis up to INR 25,00,00,000/- (Indian Rupees Twenty Five 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 true copy**

**For Oxyzo Financial Services Private Limited**

**Sd/-**

**Brij Kishore Kiradoo**

**Company Secretary**

**M No : A40347**

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

**Gurgaon-122002**

**Date: June 10, 2020**

**Place: Gurgaon**



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**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 **Thursday, June 11, 2020 at 12:00 Noon (IST)** through Video Conference (VC)

\_\_\_\_\_  
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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**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