

**NOTICE**

**Notice is hereby given that the Extra General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on June 23, 2020 (Tuesday) at 10:30 AM (IST) at a shorter notice at 101, First Floor, Vipul Agora Mall, Mg Road, Gurgaon-122002 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 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 Company (including any duly authorized committee thereof) for the issuance and offer of 230 (Two hundred and Thirty) Rated, Secured, Listed, Redeemable, Non-Convertible Debentures (NCDs), of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, aggregating up to Rs. 23,00,00,000/- (Rupees Twenty Three Crores Only) issued on a fully paid basis and on a private placement basis (the “Issue”) having a tenor of 3 Year from deemed date of allotment to AU Small Finance Bank Limited (“Investor”).

**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 in accordance with the terms and timelines agreed and contained in the transaction documents and SEBI (Issue & Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time.

**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.

**RESOLVED FURTHER THAT** Ms. Ruchi Kalra, Chief Financial Officer and Whole time Director and Mr. Asish Mohapatra, Director and Mr. Prashant Roy Sharma, Head- Corporate Finance of the Company and Mr. Brij Kishore Kiradoo, Company Secretary of the Company (the “Authorized Officers”) be and are hereby severally authorized to delegate the powers to such official/s of the company as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue of the debentures”.

**Certified true copy**

**For Oxyzo Financial Services Private Limited**

**Brij Kishore Kiradoo**

**Company Secretary**

**M No : A40347**

**Date: June 22, 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****Brij Kishore Kiradoo****Company Secretary****M No : A40347**

**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.

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>230 (Two hundred and Thirty) Rated, Secured, Listed, Redeemable, Non-Convertible Debentures (NCDs), of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, aggregating up to Rs. 23,00,00,000/- (Rupees Twenty Three Crores Only) issued on a fully paid basis and on a private placement basis (the "Issue") having a tenor of 3 Year from deemed date of allotment to AU Small Finance Bank ("<b>Investor</b>").</p> <p>Board Meeting to approve issue and offer of aforesaid issue was June 22, 2020.</p>
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	<p>230 (Two hundred and Thirty) Rated, Secured, Listed, Redeemable, Non-Convertible Debentures (NCDs), of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, aggregating up to Rs. 23,00,00,000/- (Rupees Twenty Three Crores Only) issued on a fully paid basis and on a private placement basis (the "<b>Issue</b>") having a tenor of 3 Year from deemed date of allotment to AU Small Finance Bank Limited ("<b>Investor</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 the securities proposed to be issued are non-convertible debt instruments.</p>
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	<p>ICRA Limited</p>

<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	An amount of Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only)										
<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 PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	<p><b>Material Terms:</b> As may be decided by the Board of Directors of the company;</p> <p><b>Proposed Time Schedule:</b></p> <table border="1" data-bbox="655 728 1348 1019"> <thead> <tr> <th>Details</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Issue Opening Date</td> <td>June 23, 2020</td> </tr> <tr> <td>Issue Closing Date</td> <td>June 24, 2020</td> </tr> <tr> <td>Pay-in Date</td> <td>June 24, 2020</td> </tr> <tr> <td>Deemed Date of Allotment</td> <td>June 24, 2020</td> </tr> </tbody> </table> <p><b>Purpose of Offer:</b> The issue proceeds will be to meet the various financing activities including onward lending and for the business operation purposes and including the general corporate purposes and working capital requirements.</p> <p><b>Contribution made by the Promoter or Director:</b> None</p> <p><b>Principle Terms of Assets Charged as Securities:</b> Exclusive Hypothecation on receivables of the Company up to 1.2x of the principal and interest amounts of the Debentures outstanding at any point of time.</p>	Details	Date	Issue Opening Date	June 23, 2020	Issue Closing Date	June 24, 2020	Pay-in Date	June 24, 2020	Deemed Date of Allotment	June 24, 2020
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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, if applicable) to allot such NCDs on private placement basis up to INR 23,00,00,000/- (Indian Rupees Twenty Three 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**

**Brij Kishore Kiradoo**  
 Company Secretary  
 M No : A40347

**Date: June 22, 2020**

**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



**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)

**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 June 23, 2020 (Tuesday) at 10:30 AM (IST) at a shorter notice at 101, First Floor, Vipul Agora Mall, Mg Road, Gurgaon-122002

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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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