

NOTICE

Notice is hereby given that the Extra General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on June 24, 2020 (Wednesday) at 07:00 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**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 500 (Five Hundred) 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.50,00,00,000/- (Rupees Fifty Crores Only) (“**Debentures**”) issued on a fully paid basis and on a private placement basis (the “**Issue**”), having a tenor of Three years from deemed date of allotment to Bank of India 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

Sd/-

Brij Kishore Kiradoo

Company Secretary

M No. A40347

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

Gurgaon-122002

Date: June 24, 2020

Place: Gurgaon

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 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.

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.

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

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	<p>500 (Five Hundred) 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.50,00,00,000/- (Rupees Fifty Crores Only) ("Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of Three years from deemed date of allotment to Bank of India Limited ("Investor").</p> <p>Board Meeting to approve issue and offer of aforesaid issue was June 24, 2020. (at 6 PM)</p>
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<p>500 (Five Hundred) 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.50,00,00,000/- (Rupees Fifty Crores Only) ("Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of Three years from deemed date of allotment to Bank of India Limited ("Investor").</p> <p>The NCDs will be offered/issued at par.</p>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>Not applicable, as the securities proposed to be issued are non-convertible debt instruments.</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>ICRA Limited</p>
AMOUNT WHICH THE COMPANY INTENDS TO	<p>An amount of Rs. 50,00,00,000/- (Rupees Fifty Crores Only)</p>

RAISE BY WAY OF SECURITIES											
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	<p>Material Terms: As may be decided by the Board of Directors of the company;</p> <p>Proposed Time Schedule:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #cccccc;"> <th style="text-align: left;">Details</th> <th style="text-align: left;">Date</th> </tr> </thead> <tbody> <tr> <td>Issue Opening Date</td> <td>June 24, 2020</td> </tr> <tr> <td>Issue Closing Date</td> <td>June 29, 2020</td> </tr> <tr> <td>Pay-in Date</td> <td>June 29, 2020</td> </tr> <tr> <td>Deemed Date of Allotment</td> <td>June 29, 2020</td> </tr> </tbody> </table> <p>Purpose of Offer: 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>Contribution made by the Promoter or Director: None</p> <p>Principle Terms of Assets Charged as Securities:</p> <p>(a) a charge created by the Issuer in favour of the Debenture Trustee (for the benefit of the Debenture Holders) being an exclusive first ranking charge by way of hypothecation over specific standard identified receivables, present and future (as set out more particularly in the Deed of Hypothecation), representing amounts due from the various borrowers of the Company at all times to the extent equal to an amount aggregating to the total outstanding in relation to the Issue (“Hypothecated Assets”) such that the value of security shall be equal to 1.25 (One Decimal Point Two Five) times the redemption amount of the Debentures being the aggregate principal amount outstanding, coupon amount outstanding, Default Interest, remuneration of the Debenture Trustee, and all fees, costs, charges, expenses and other monies payable in relation to the Debentures (“Asset Cover”); and</p> <p>(b) an unconditional and irrevocable guarantee issued by the OFB Tech Private Limited (“Promoter Guarantor”), in favour of the Debenture Trustee, under the terms of a Deed of Guarantee on or about the date hereof executed by and between the Promoter Guarantor and the Debenture Trustee (“Deed of Guarantee”).</p>	Details	Date	Issue Opening Date	June 24, 2020	Issue Closing Date	June 29, 2020	Pay-in Date	June 29, 2020	Deemed Date of Allotment	June 29, 2020
Details	Date										
Issue Opening Date	June 24, 2020										
Issue Closing Date	June 29, 2020										
Pay-in Date	June 29, 2020										
Deemed Date of Allotment	June 29, 2020										

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 50,00,00,000/- (Indian Rupees Fifty Crores Only) as stipulated above on receiving application money.

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

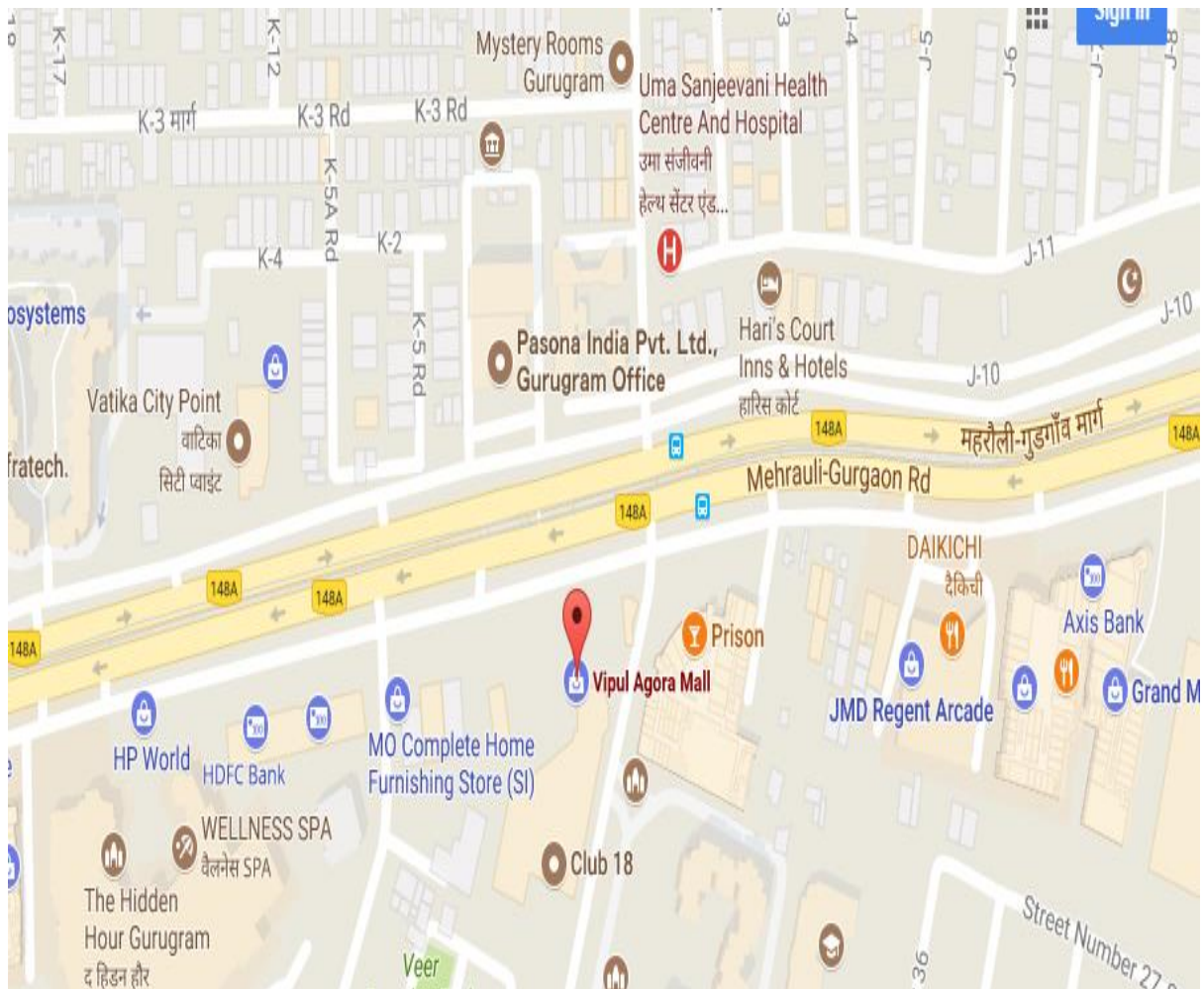
Date: June 24, 2020

Place: Gurgaon

Rout Map:

Land Mark-Vipul Agora Mall

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



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 **Wednesday, June 24, 2020 at 07:00 PM (IST)** at the Corporate office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002, India 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	To approve issue, offer and allotment of Non-convertible debentures by way of Private Placement		

(Intentionally left Blank)

Signed this ____ day of _____ 2020

Signature of Member

Signature of first proxy holder

Signature of second proxy holder

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



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

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, June 24, 2020 at 07:00 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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Registered Office: Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016
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