



**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)

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA GENERAL MEETING OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON MARCH 26, 2021 (FRIDAY) AT 09:00 A.M (IST) AT 101 FIRST FLOOR, VIPUL, AGORA MALL, MG ROAD, GURGAON-122002 AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS AS:**

**AS SPECIAL BUSINESS**

**1. Allotment of Senior, Secured, Rated, Unlisted, Taxable, Redeemable, Non -convertible Debentures.**

**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 **2,500 (Two Thousand Five Hundred Only) Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures (NCDs), of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) (“Debentures”)** issued on a fully paid basis and on a private placement basis (**the “Issue”**), having a tenor of 18 months from deemed date of allotment to Identified Investors i.e A. K. Capital Finance Limited (**“Investor”**).

**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; Mr. Asish Mohapatra, Director; Mr. Prashant Roy Sharma, Head- Corporate Finance; Mr. Brij Kishore Kiradoo, Company Secretary and Mr. Anuj Sharma, Employee 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**

**S/d-**

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- March 24, 2021**

**Place:- Gurgaon, Haryana**

**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



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**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**

S/d-

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- March 24, 2021**

**Place:- Gurgaon, Haryana**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING**

**Item 1- To approve issue, offer and allotment of Non-convertible debentures by way of Private Placement for Rs. 25 Crores**

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:

<p><b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b></p>	<p>2,500 (Two Thousand Five Hundred Only) Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures (NCDs), of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) ("Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of 18 months from deemed date of allotment to Identified Investor i.e A. K. Capital Finance Limited ("<b>Investor</b>").</p> <p>Board Meeting to approve issue and offer of aforesaid issue was March 24, 2021.</p>
<p><b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b></p>	<p>2,500 (Two Thousand Five Hundred Only) Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures (NCDs), of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) ("Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of 18 months from deemed date of allotment to Identified Investor i.e A. K. Capital Finance Limited ("<b>Investor</b>").</p> <p>The NCDs will be offered/issued at par.</p>
<p><b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b></p>	<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>	NA  Credit Rating Agency- ICRA Limited										
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	An amount of Rs. 25,00,00,000/- (Rupees Twenty-Five 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="655 898 1350 1238"> <thead> <tr> <th>Details</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Issue Opening Date</td> <td>March 30, 2021</td> </tr> <tr> <td>Issue Closing Date</td> <td>March 30, 2021</td> </tr> <tr> <td>Pay-in Date</td> <td>March 30, 2021</td> </tr> <tr> <td>Deemed Date of Allotment</td> <td>March 30, 2021</td> </tr> </tbody> </table> <p><b>Purpose of Offer:</b></p> <ol style="list-style-type: none"> <li>The issue proceeds will be to meet funding requirements of the Issuer for on lending purpose.</li> <li>The Issuer hereby agrees, confirms and undertakes that the proceeds shall not be utilized for:                         <ul style="list-style-type: none"> <li>• Real Estate Business, Capital Market Investments and Purchase of Land</li> <li>• Extending loans or making any inter-corporate deposits to/in subsidiary/associate Company(ies)</li> <li>• Any speculative/other purposes specifically restricted by RBI and other regulatory/bodies and updated from time to time</li> <li>• Bill Discounting</li> <li>• Repayment of any Loans from Directors/ Promoters</li> </ul> </li> </ol> <p><b>Contribution made by the Promoter or Director:</b> None</p>	Details	Date	Issue Opening Date	March 30, 2021	Issue Closing Date	March 30, 2021	Pay-in Date	March 30, 2021	Deemed Date of Allotment	March 30, 2021
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	<p><b>Principle Terms of Assets Charged as Securities:</b></p> <p>a. First ranking exclusive and continuing charge by way of hypothecation over specific asset portfolio of receivables (“<b>Hypothecated Assets</b>”) of the Company with a security cover of 1.10 times (“Minimum Security Cover”) to be maintained on the Outstanding Amounts of the NCDs along with coupon thereon at all times during the tenure of the NCDs. (“Primary Security”), in favour of the Debenture Trustee (acting for the benefit the holders of the Debentures) for securing the obligations of the Company in respect of the Debentures.</p>
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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 25,00,00,000/- (Indian Rupees Twenty-Five Crores Only)** as stipulated above upon 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**

S/d-

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- March 24, 2021**

**Place:- Gurgaon, Haryana**

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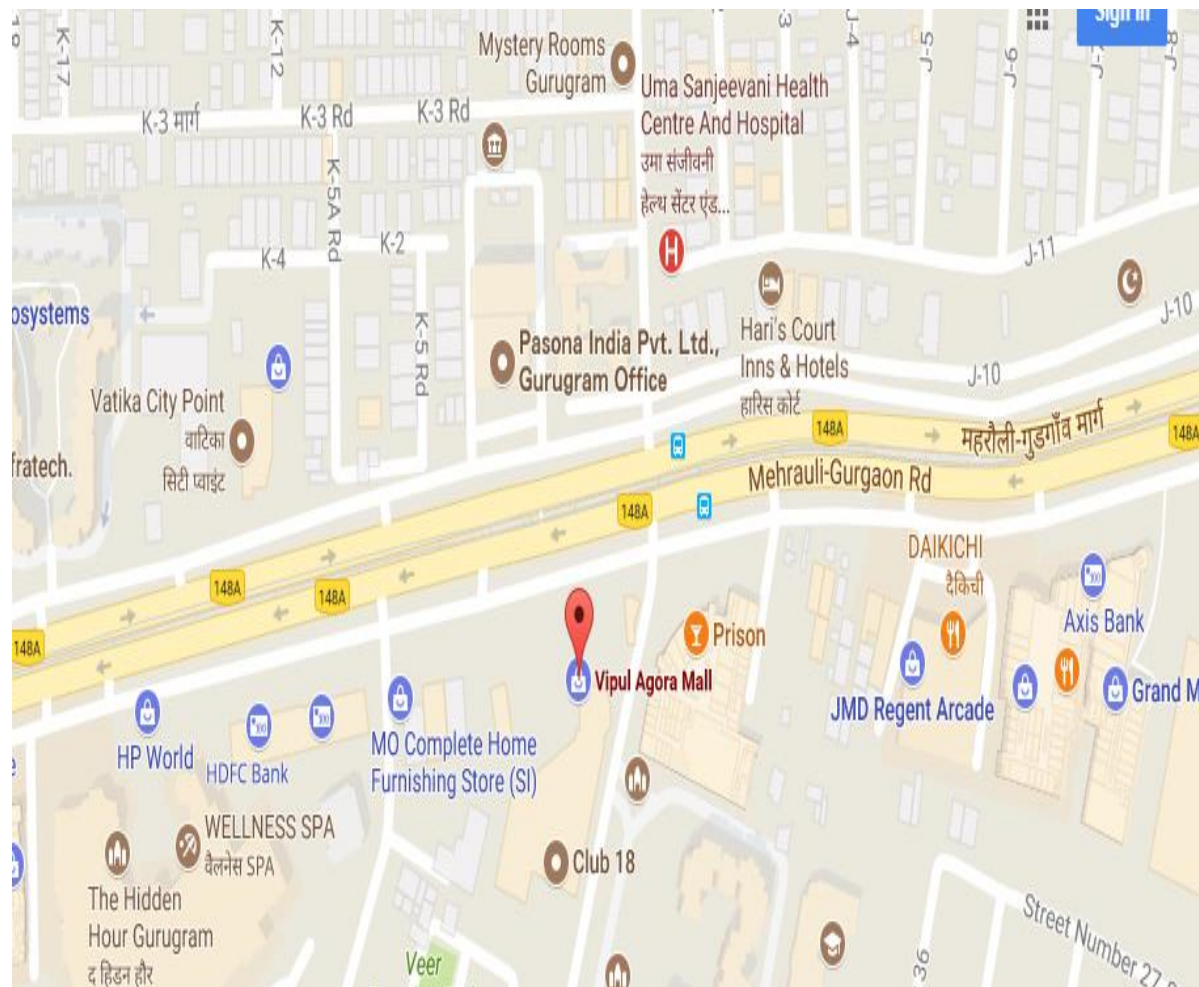
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**Rout Map:**

**Land Mark-Vipul Agora Mall**

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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 : Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South 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>	

\*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 Friday, March 26, 2021 at 09:00 P.A.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:

<b>S. No.</b>	<b>Particulars of Resolution(s)</b>	<b>For</b>	<b>Against</b>
1.	Adoption of restated and amended Articles of Association of the Company		

Signed this ..... day of..... 2021

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 EGM

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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 **Friday, March 26, 2021 at 09:00 A.M (IST)**

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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