



OXYZO INVESTMENT MANAGER PRIVATE LIMITED

CIN: U67110DL2022PTC401660

E- Mail: compliance@oxyzo.in

Contact: 011-41054262

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY M/S OXYZO INVESTMNET MANAGER PRIVATE LIMITED WILL BE HELD ON FRIDAY, 28TH DAY OF JUNE 2024 AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS:
ORDINARY BUSINESS:

ITEM NO.1

Approval of Financial Statements of the Company for the Financial Year ended March 31, 2024.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

"**RESOLVED THAT** the Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, Statement of Profit and Loss Account as at March 31, 2024 and Cash flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted."

By the orders of the Board of Directors
For OXZXO INVESTMENT MANAGER PRIVATE LIMITED


Ruchi Kalra
Director
DIN: 03103474
Address: Shop No.-G-22C UGF D-1 K-84, Green Park, New Delhi -110016
Date: 24-06-2024



Notes:

1. A member entitled to attend, and vote is entitled to appoint a proxy(ies) to attend and vote on poll on his/her behalf and the proxy(ies) 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.
2. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days up to the date of the Annual General Meeting.

Registered Office: - Shop no G-22C (UGF) D-1 (K-84), Green Park Main, South Delhi, New Delhi-110016



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4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members / Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
6. Route map of the venue of the Meeting (including prominent landmark) is annexed.
7. The Register of Directors and Key Managerial Personnel and their shareholding. Maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register or Contracts or Arrangements in which Directors are interested, maintained under Section 189 or the Companies Act, 2013, will be available for inspection by the members at the AGM.

By the orders of the Board of Directors

For OXYZO INVESTMENT MANAGER PRIVATE LIMITED


Ruchi Kalra

Director

DIN: 03103474

Address: Shop No.-G-22C UGF D-1 K-84, Green Park, New Delhi -110016

Date: 24-06-2024





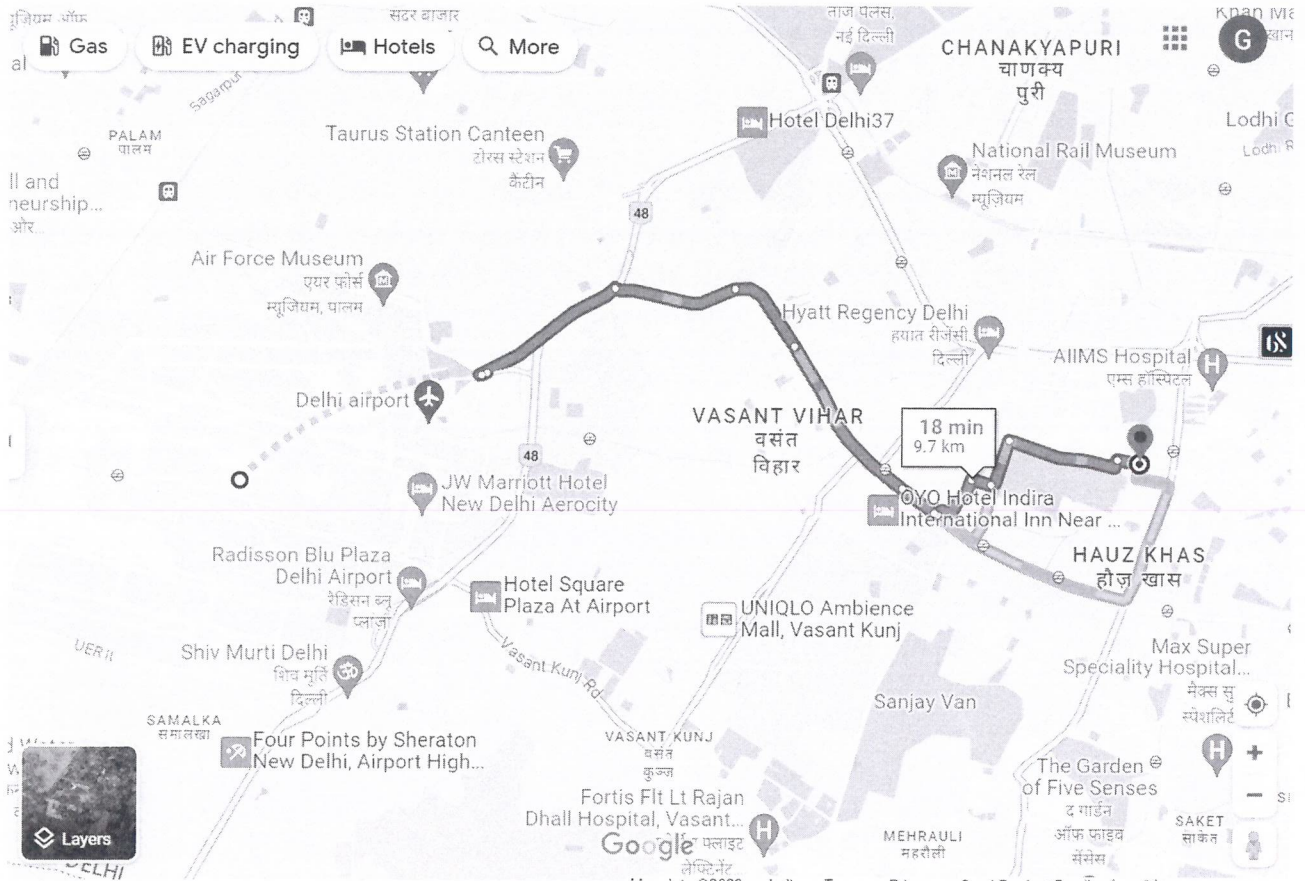
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Map:



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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 : U67110DL2022PTC401660

Name of the Company : OXYZO INVESTMENT MANGER PRIVATE LIMITED

Registered office : Shop No-G-22C UGF D-1 K-84 Green Park, New Delhi -110016

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 2nd Annual General Meeting of members of the Company, to be held on June 28, 2024 at 12:00 P.M. at the registered office of the Company at Shop No-G-22C, UGF D-1 K-84 Green Park, New Delhi -110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars of Resolution(s)	For	Against
1	To consider and adopt the audited financial statements as at March 31 st , 2024 and		

Signed this day of..... 2024

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 must be deposited at the Registered office of the company not less than 48 hours before the commencement of the AGM.*

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ATTENDANCE SLIP

**OXYZO Investment Manager Private Limited,
Shop No-G-22C, UGF D-1 K-84 Green Park, New Delhi -110016**

Name of Member/Proxy(ies)*	:
Registered Address	:
E-mail ID	:
Folio No/ Client ID	:
**DP ID	:

I hereby record my presence at the 2nd Annual General Meeting on Friday June 28, 2024 at 12:00 P.M. at the Registered Office of the Company at Shop No-G-22C, UGF D-1 K-84 Green Park, New Delhi -110016.

Signature of Member/Proxy
(To be signed at the time of handing over of this slip)

**To be filed in, if proxy form has been deposited with Company.*

***Applicable for Members holding shares in electronic form.*



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DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting Company's (2nd) Second Annual Report and Audited Financial Statements for the year ended March 31, 2024.

Financial Results:

The Company's financial performance, for the period ended 31st March, 2024 is summarized below:

(In Lakhs)

Particulars	2023-2024	2022-2023
Total Revenue	NIL	NIL
Total Expenses	19.90	6.90
Profit/(Loss) before Tax	(19.90)	(6.90)
Current Tax	NIL	NIL
Deferred Tax	(6.75)	NIL
Profit/(Loss) after tax	(13.15)	(6.90)

STATE OF COMPANY'S AFFAIRS, OPERATING RESULTS AND PROFITS/LOSS

During the period under review, the company has not earned any revenue. However, the Company has incurred Net Loss of Rs. 13.15 Lakhs /-

DIVIDEND

The Board of Directors of the Company has not declared dividend for the Financial Year 2023-24.

TRANSFER TO RESERVES

For the period under review, the Company has not transferred any amount to General Reserve.

Registered Office: - Shop no G-22C (UGF) D-1 (K-84), Green Park Main, South Delhi, New Delhi-110016

RUCHI Digitally signed
by RUCHI KALRA
Date: 2024.08.17
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KALRA

CAPITAL STRUCTURE

Authorized Share Capital:

As on March 31, 2024, the Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen lakh Only) divided into 1,50,000 (One Lakh and Fifty Thousand only) Equity Shares of Rs. 10/- each.

Issued, Subscribed and Paid-Up Capital:

As on March 31, 2024, the Issued, Subscribed and Paid-up Capital of the Company is Rs. 10,10,000/- (Rupees Ten Lakh and Ten Thousand only) divided into 1,01,000 (One lakh and One Thousand only) Equity shares of Rs. 10/- each.

CHANGES IN SHARES CAPITAL DURING THE PERIOD UNDER REVIEW

During the period under review, there is no change in the Share Capital of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM

During the year there has been no change in the constitution of Board. The Board is comprised the following Directors as on March 31, 2024: -

1. Ms. Ruchi Kalra
2. Mr. Prashant Roy Sharma

The provisions of Section 203 of the Companies Act, 2013 pertaining to the appointment of Key Managerial Personnel are not applicable on the Company.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year under review, Five (5) meetings of Board of Directors of the Company were held as under:

S. No	Date of Board Meeting	Directors present in the Board Meeting
1.	19.05.2023	2
2.	29.08.2023	2
3.	12.09.2023	2

4.	03.10.2023	2
5.	06.01.2024	2

The maximum interval between any two Board Meetings did not exceed 120 (One hundred and twenty) days. The details of attendance of each Director at Board Meetings are as follows:

S. No.	Name of the Director	Board Meetings	
		No. of Meetings held	No. of Meetings attended
1.	Ms. Ruchi kalra	5	5
2.	Mr. Prashant Roy Sharma	5	5

CHANGE IN NATURE OF BUSINESS

There was no change in nature of business of the Company during the period under review.

AUDITOR

P S A N & Co, Chartered Accountants (Firm's Registration Number 038675N) was appointed as Statutory Auditor of the Company for a term of consecutive three years from the conclusion of 1st Annual general Meeting till the conclusion of 4th Annual General Meeting of the Company to be held in the year 2026..

P S A N & Co, Chartered Accountants) have also given their confirmation regarding compliance of conditions prescribed under Sections 139 and 141 of the Act to appoint as Statutory Auditor of the Company.

The report of the Statutory Auditors alongwith notes to Schedules is enclosed to this Report. The explanation for the observations made in the Auditors' Report has been submitted by the Board.

**RUCHI
KALRA** Digitally signed
by RUCHI KALRA
Date: 2024.08.17
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QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMER, IF ANY

There were no qualifications, reservations or adverse remarks provided by the statutory auditors in its report for the year ended 31st March 2024.

MAINTENANCE OF COST RECORDS

The Directors state that your Company is not required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, accordingly such accounts and records are not made and maintained by the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans given, investments made, or guarantee given, or security provided as per the provisions of Section 186 of the Companies Act, 2013 are given in the notes forming part of the Financial statements.

RELATED PARTY TRANSACTIONS

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(ies) are in ordinary course of business and at arm's length. The details of such transactions/contracts/arrangements which are material in nature are contained in the Annexure-I attached hereto in form AOC-2.

COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118 (10) of the Act, your company is in compliance with Secretarial Standards (SS-1) on Meetings of the Board of Directors and Secretarial Standards (SS-2) on General Meeting specified by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980

TRANSFER OF UNCLAIMED/UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

No dividend was declared during the year under review, hence, no unclaimed dividend was required to be transferred to Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year, Company got Alternative investment fund license - Category II from SEBI dated January 17, 2024.

DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public.

DETAILS OF MONEY ACCEPTED FROM DIRECTOR

During the period under review the Company has not accepted money in the form of unsecured/Secured loan from the director or relative of the director of the Company.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Board has adopted the procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting record, and the timely preparation of reliable financial disclosures.

PARTICULARS OF EMPLOYEES

None of the employee is in receipt of remuneration in excess of the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, ESOS ETC., IF ANY

The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the period under review.

RISK MANAGEMENT POLICY

The Board of Directors facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. At present the Company has not identified any element of risk which may threaten the existence of the Company.

SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES

During the period under review, no Company has become or ceased to be Subsidiary, Associates or Joint Venture of the Company.

SIGNIFICANT ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

There are no significant material orders passed by the Regulators / Courts /Tribunals which would impact the going concern status of the Company and its future operations.

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by RUCHI KALRA
Date: 2024.08.17
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DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM, IF ANY,

The threshold limit provided under Section 177(9) read with Rule 7 of the Companies (Meeting of Board and its Power) Rule, 2014 is not applicable on the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo

(A) Conservation of Energy

(i) The steps taken or impact on conservation of energy;

The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

(ii) The steps taken by the company for utilising alternate sources of energy;

The operations of your Company are not energy intensive.

(iii) The capital investment on energy conservation equipments; -Nil

(B) Technology absorption-

(i) the efforts made towards technology absorption; - None

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution; - Not Applicable

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- | | | |
|---|---|----------------|
| (a) the details of technology imported; | - | None |
| (b) the year of import; | - | Not Applicable |
| (c) whether the technology been fully absorbed; | - | Not Applicable |
| (d) if not fully absorbed, areas where absorption | - | Not applicable |

has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development.

- Nil

(C) Foreign exchange Earnings and Outgo

During the period under review there was no foreign exchange earnings or out flow.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. Yours Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

ESTABLISHMENT OF CSR POLICY AND RELATED DISCLOSURE / COMPLIANCES

The Company does not cross the threshold limit provided under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 relating to Corporate Social Responsibility, hence CSR is not applicable to the Company.

FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

As Company has not done any One Time Settlement (OTS) during the year under review hence no disclosure is required.

DIRECTORS' RESPONSIBILITY STATEMENT

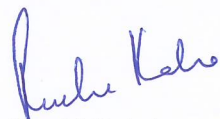
Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Board of Directors of the Company hereby state

- a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed and no material departures have been made from the same;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis.
- e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your director wish to take this opportunity to express their sincere thanks to all the investors, shareholders and stakeholders for the faith and confidence they have reposed in the company.

For OXYZO INVESTMENT MANAGER PRIVATE LIMITED



(Ruchi Kalra)

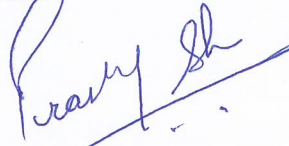
Director

DIN:- 03103474

Address:- Shop No-G-22C (UGF) D-1 K-84

Green Park, New Delhi – 110016





(Prashant Roy Sharma)

Director

DIN:- 09644476

Add:- Shop No-G-22C (UGF) D-1 K-84

Green Park, New Delhi - 110016



Date: 24-06-2024

Place: New Delhi

RUCHI
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by RUCHI KALRA
Date: 2024.08.17
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**ANNEXURE I
FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis and in ordinary course of business

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification on for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Oxyzo Financial Services	Term Loan agreement	Effective from January 12, 2024 and		To share general nature of	The related party transactions are in ordinary	NA

Registered Office: - Shop no G-22C (UGF) D-1 (K-84), Green Park Main, South Delhi, New Delhi-110016



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Limited (Formerly Known as Oxyzo Financial Services Private Limited)	shall remain in full force and effect until it is terminated in accordance with the terms of Agreement.	Loan agreement dated January 12, 2024.	activities between company	course of business and are at arm's length basis. Board of Directors approved the related party transaction on January 06, 2024
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Value of Transaction:

(Amount in Rupees)

Particulars	Nature of transaction	Year ended 31 March 2024
Oxyzo Financial Services Limited (Formerly Known as Oxyzo Financial Services Private Limited)	Interest Cost Unsecured Term Loan	52,055.00 25,00,000.00

For OXYZO INVESTMENT MANAGER PRIVATE LIMITED

(Ruchi Kalra)

Director

DIN:- 03103474

Address:- Shop No-G-22C (UGF) D-1 K-84
Green Park, New Delhi - 110016



(Prashant Roy Sharma)

Director

DIN:- 09644476

Add:- Shop No-G-22C (UGF) D-1 K-84
Green Park, New Delhi - 110016



Date: 24-06-2024

Place: New Delhi

Registered Office: - Shop no G-22C (UGF) D-1 (K-84), Green Park Main, South Delhi, New Delhi-110016

INDEPENDENT AUDITOR'S REPORT

To The Members of Oxyzo Investment Manager Private Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Oxyzo Investment Manager Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' report but does not include the financial statements and our auditor's report thereon. The Directors' report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.



RUCHI
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by RUCHI KALRA
Date: 2024.08.17
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PSAN & Co

- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for



PSAN & Co

our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in the aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work, and (ii) evaluating the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other



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Comprehensive Income, the Statement of Cash Flows, and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f) The observation relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- h) In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to managerial remuneration is not applicable.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund.
 - iv. The Company has not declared or paid any dividend during the year and has not proposed a final dividend for the year.
 - v. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf



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of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement-Refer to Notes 25 and 26 to the financial statements.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.



For PSAN & Co
Chartered Accountants
(Firm's Registration No. 038675N)

Nitin Arora

Partner

UDIN: 24534427BKFTMS2670

Place: Gurugram
Date: May 24th, 2024

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

Report on the Internal Financial Controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Oxyzo Investment Manager Private Limited** (the "Company") as at March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.



Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on "the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".



For PSAN & Co
Chartered Accountants
(Firm's Registration No. 038675N)

A handwritten signature in black ink, appearing to read "Nitin Arora".

Nitin Arora
Partner
Membership No. 534427
UDIN: 24534427BKFTMS2670

Place: Gurugram
Date: May 24th, 2024

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ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Oxyzo Investment Manager Private Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) As the Company does not hold any property, plant and equipment and intangible assets, reporting under clause 3(i) of the Order is not applicable. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions, and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made any investments, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year and hence reporting under clause 3(iii) of the order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013 and, hence reporting under clause 3(iv) of the order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) Having regard to the nature of the Company's business/activities, reporting under clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
 - a) Undisputed statutory dues, including Goods and Service tax (GST), Income-tax and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities. We have been informed that the provisions of the Employees' State Insurance Act, 1948, and Employees' Provident Funds and Miscellaneous Provisions Act, 1952 are not applicable to the Company.



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There were no undisputed amounts payable in respect of Income-tax and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as at March 31, 2024.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)

- a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- c) To the best of our knowledge and belief, in our opinion and according to the information and explanations given to us, term loans availed during the year by the Company have been applied for the purposes for which the loans were obtained.
- d) The Company has not taken any short-term loan during the year and there are no unutilized short-term loans at the beginning of the year and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
- e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable to the Company.

(x)

- a) The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi)

- a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.



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- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the Management, there were no whistle-blower complaints received by the Company during the year (and up to the date of this report).
- (xii) The company is not a Nidhi Company as per the provisions of the Companies Act, 2013 (as amended) and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with section 188 of the Companies Act for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The Company is a private company and hence the provisions of section 177 of the Companies Act, 2013 are not applicable to the Company.
- (xiv) Considering the volume of operations of the Company, the provisions of section 138 of the Companies Act are not applicable to the Company and hence, an internal audit system has not been established by the Company. Therefore, reporting under clause (xiv) is not applicable.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company, associate company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under sub-clauses (xvi)(a), (b), and (c) of the Order is not applicable.
- d) The Group does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses amounting to Rs. 19.37 lakhs during the period covered by our audit.
- (xviii) There has been no resignation of the statutory auditors of the Company during the period.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our



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examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- (xxi) The Company is not required to prepare the consolidated financial statements and hence, reporting under clause (xxi) of the Order is not applicable.

For **PSAN & Co**
Chartered Accountants
(Firm's Registration No. 038675N)



A handwritten signature in black ink, appearing to read "Nitin Arora", written over a horizontal line.

Nitin Arora
Partner
Membership No. 534427
UDIN: 24534427BKFTMS2670

Place: Gurugram
Date: May 24th, 2024

OXYZO INVESTMENT MANAGER PRIVATE LIMITED
CIN: U67110DL2022PTC401660
Balance Sheet as at March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

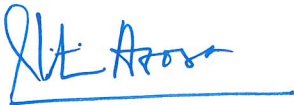
Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I Assets			
Non-Current assets			
(a) Deferred tax assets (Net)	3	6.75	-
		6.75	-
Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	4	8.10	2.52
(b) Other current assets	5	1.64	1.18
Total current assets		9.74	3.70
Total Assets		16.49	3.70
II Equity and Liabilities			
Equity			
(a) Equity share capital	6	10.10	10.10
(b) Other equity	7	(20.05)	(6.90)
Total equity		(9.95)	3.20
Liabilities			
Non-Current liabilities			
(i) Borrowings	9	8.33	-
		8.33	-
Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) Total outstanding dues to micro and small enterprises		-	-
(b) Total outstanding dues of creditors other than micro and small	8	0.38	0.32
(ii) Borrowings	9	17.14	-
(b) Other current liabilities	10	0.59	0.18
Total current liabilities		18.11	0.50
Total Equity and Liabilities		16.49	3.70

The accompanying notes form an integral part of these IND AS financial statements

In terms of our report attached of even date

For PSAN & Co

Chartered Accountants
Firm Registration No.: 038675N




Nitin Arora
Partner

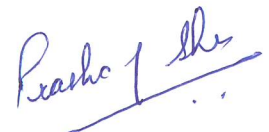
Membership No: 534427
Place : Gurugram
Date : May 24, 2024



**For and on behalf of the Board of Directors of
Oxyzo Investment Manager Private Limited**



Ruchi Kalra
Director
DIN: 03103474
Place: Gurugram
Date : May 24, 2024



Prashant Roy Sharma
Director
DIN: 09644476
Place: Gurugram
Date : May 24, 2024



OXYZO INVESTMENT MANAGER PRIVATE LIMITED
CIN: U67110DL2022PTC401660
Statement of Profit and Loss for the year ended March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the period ended March 31, 2023
I Income			
Revenue from operations		-	-
Total Income		<u>-</u>	<u>-</u>
II Expenses			
Employee benefit expenses		-	-
Finance costs	11	0.52	-
Depreciation and amortization expenses		-	-
Other expenses	12	19.38	6.90
Total expenses		<u>19.90</u>	<u>6.90</u>
III Profit before tax (I-II)		<u>(19.90)</u>	<u>(6.90)</u>
IV Tax expense			
(1) Current tax		-	-
(2) Deferred tax (benefits)	13	(6.75)	-
Total tax expense		<u>(6.75)</u>	<u>-</u>
V Loss for the year/period (III-IV)		<u>(13.15)</u>	<u>(6.90)</u>
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Fair value gain on financial instruments at fair value through other comprehensive income		-	-
Income tax expense		-	-
Items that will be reclassified to profit or loss		-	-
Net Other Comprehensive Income for the year/period, net of tax		<u>-</u>	<u>-</u>
VII Total Comprehensive Income for the year/period, net of tax (V+VI)		<u>(13.15)</u>	<u>(6.90)</u>
Earnings per equity share:			
Basic and Diluted (in Rs.)	14	(13.02)	(25.70)

The accompanying notes form an integral part of these IND AS financial statements

In terms of our report attached of even date


For PSAN & Co
Chartered Accountants
Firm Registration No.: 038675N



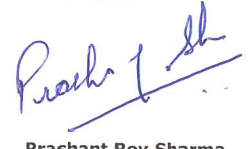
Nitin Arora
Partner
Membership No: 534427
Place : Gurugram
Date : May 24, 2024



**For and on behalf of the Board of Directors of
Oxyzo Investment Manager Private Limited**



Ruchi Kalra
Director
DIN: 03103474
Place: Gurugram
Date : May 24, 2024



Prashant Roy Sharma
Director
DIN: 09644476
Place: Gurugram
Date : May 24, 2024



OXYZO INVESTMENT MANAGER PRIVATE LIMITED
CIN: U67110DL2022PTC401660
Statement of Cash Flows for the year ended March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year period March 31, 2023
A CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year/period	(19.90)	(6.90)
Adjustments for:		
Interest Expense	0.52	-
Operating loss before working capital changes	(19.38)	(6.90)
Adjustments for working capital changes:		
(Increase)/decrease in Other current assets	(0.46)	(1.18)
Increase/(decrease) in financial liabilities	0.06	0.32
Increase/(Decrease) in Other current liabilities	0.42	0.18
Cash used in operations	(19.37)	(7.58)
Income tax paid	-	-
Net cash flow used in Operating activities (A)	(19.37)	(7.58)
B CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash flow from Investing activities (B)	-	-
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	10.10
Proceeds from Borrowings	25.47	-
Interest Cost paid on Borrowings	(0.52)	-
Net cash flow from Financing activities (C)	24.95	10.10
Net Increase in cash and cash equivalents (A+B+C)	5.58	2.52
Cash and cash equivalents at beginning of the year	2.52	-
Cash and cash equivalents at end of the year (refer note 4)	8.10	2.52
Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents as per statement of cash flows		
Balance with banks	8.10	2.52
-In current accounts	-	-
	8.10	2.52

The accompanying notes form an integral part of these IND AS financial statements

In terms of our report attached of even date

For PSAN & Co
Chartered Accountants
Firm Registration No.: 038675N



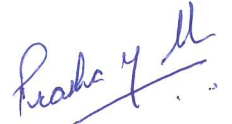
Nitin Arora
Partner
Membership No: 534427
Place : Gurugram
Date : May 24, 2024



**For and on behalf of the Board of Directors of
Oxyzo Investment Manager Private Limited**



Ruchi Kalra
Director
DIN: 03103474
Place: Gurugram
Date : May 24, 2024



Prashant Roy Sharma
Director
DIN: 09644476
Place: Gurugram
Date : May 24, 2024



OXYZO INVESTMENT MANAGER PRIVATE LIMITED
CIN: U67110DL2022PTC401660
Statement of changes in equity for the period ended March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

A Equity share capital (Refer note 6)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year/period	10.10	-
Shares issued during the year/period	-	10.10
Balance at the end of the year/period	10.10	10.10


B Other Equity (Refer note 7)

Particulars	Deficit in the Statement of Profit and Loss as at December 31, 2023	Deficit in the Statement of Profit and Loss as at December 31, 2023
Balance as at the Beginning of the Year	(6.90)	-
Add: Loss for the year/period	(13.15)	(6.90)
Add: Other comprehensive income (net of tax)	-	-
Balance as at March 31, 2023	(20.05)	(6.90)

The accompanying notes form an integral part of these IND AS financial statements

In terms of our report attached of even date
For PSAN & Co
Chartered Accountants
Firm Registration No.: 038675N

For and on behalf of the Board of Directors of
Oxyzo Investment Manager Private Limited

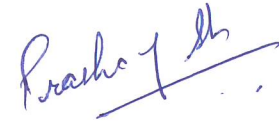


Nitin Arora
Partner
Membership No: 534427
Place : Gurugram
Date : May 24, 2024





Ruchi Kalra
Director
DIN: 03103474
Place: Gurugram
Date : May 24, 2024



Prashant Roy Sharma
Director
DIN: 09644476
Place: Gurugram
Date : May 24, 2024



OXYZO INVESTMENT MANAGER PRIVATE LIMITED

CIN: U67110DL2022PTC401660

Notes forming part of the IND AS financial statements for the year ended March 31, 2024

1 Corporate Information

Oxyzo Investment Manager Private Limited (the "Company") was incorporated on July 13, 2022 as a private limited company under the provisions of the Companies Act, 2013 (erstwhile law of, 1956). The Company is a 100% subsidiary of Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited). The registered office of the Company is located at Shop No. G-22C (UGF) D-1 (K-84) Green Park Main, New Delhi-110016 (India). The Company is engaged in the business of Merchant Banking, Portfolio Management, Underwriting, Sub-Underwriting, Consulting for Capital Issues, Advisors to Capital Issues, Registrars to the issue, Share Transfer Agents, Investment Consultants, Consultants and Management Advisor.

The Company has also received SEBI registration for Alternative Investment Fund (AIF) Category II namely 'OXYZO Investment Trust' under registration code IN/AIF2/23-24/1431 dated January 17, 2024

2 Material Accounting Policies

a Basis of preparation of IND AS financial statements

The IND AS financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting year, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

b Statement of compliance

These IND AS financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

c Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's IND AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Judgements, estimates and assumptions

In the process of applying the Company's accounting policies, management has made judgements, which have the most material effect on the amounts recognised in the IND AS financial statements.

d Cash and cash equivalents

Cash and bank balances also include balances with banks. Short term and liquid investments being subject to more than immaterial risk of change in value, are not included as part of cash and cash equivalents.

e Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

f Revenue recognition

Revenue is recognised upon transfer of control of promised services at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services.

g Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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OXYZO INVESTMENT MANAGER PRIVATE LIMITED

CIN: U67110DL2022PTC401660

Notes forming part of the IND AS financial statements for the year ended March 31, 2024

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

h Equity share capital

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of new shares and share options are recognised as a deduction from equity, net of any tax effects.

i Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the result would be anti-dilutive.

j Tax

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.



OXYZO INVESTMENT MANAGER PRIVATE LIMITED

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Notes forming part of the Ind AS financial statements for the year ended March 31, 2024

(All amounts in Rupees Lakhs, unless otherwise stated)

3 Deferred tax assets (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
Tax effect of items constituting deferred tax assets		
deferred tax assets on brought Forward Losses	6.75	-
Total	6.75	-

4 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
In current accounts	8.10	2.52
Total	8.10	2.52

5 Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with government authorities(Goods and Services tax)	1.64	1.18
Total	1.64	1.18

6 Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Equity share capital		
1,50,000(March 31, 2023: 150,000) equity shares of Rs.10 each	15.00	15.00
	15.00	15.00
Issued, subscribed and fully paid up		
3,51,000(March 31, 2023:1,01,000 shares) equity shares of Rs.10 each fully paid up	10.10	10.10
Total	10.10	10.10

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Opening Balance	1,01,000	10.10	1,01,000	10.10
Addition during the year	-	-	-	0
Closing Balance	1,01,000	10.10	1,01,000	10.10

(ii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having par value of Rs. 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buyback of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

(iii) No equity shares have been issued pursuant to a contract without payment being received in cash or allotted as fully paid-up by way of issue of bonus shares or bought back in the current reporting year and the last five years immediately preceding the current year.

(iv) Details of shareholders holding more than 5% equity shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10 each fully paid up #				
Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited) (holding company) (including share held by nominee shareholder)#	1,01,000	10.10	1,01,000	10.10

1 equity share (fully paid up) held by Ruchi Kalra as nominee shareholder.



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Notes forming part of the Ind AS financial statements for the year ended March 31, 2024

(All amounts in Rupees Lakhs, unless otherwise stated)

(v) Shares held by holding/ ultimate holding Company and/ or their subsidiary:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited) (holding company) (including share held by nominee shareholder)	1,01,000	10.10	1,01,000	10.10

(vi) Shareholding of promoters

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited) (holding company) (including share held by nominee shareholder)	1,01,000	10.10	101000	10.10
Total	100%	10.10	100%	10.10

7 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
As at the Beginning of the Year	(6.90)	-
Deficit in the Statement of Profit and Loss	(13.15)	(6.90)
Total	(20.05)	(6.90)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	(6.90)	-
Less: Loss for the year	(13.15)	(6.90)
Add: Other Comprehensive Income for the year (net of tax)	-	-
Total	(20.05)	(6.90)



OXYZO INVESTMENT MANAGER PRIVATE LIMITED
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Notes forming part of the Ind AS financial statements for the year ended March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

8 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues to micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	0.38	0.32
Total	0.38	0.32

(i) Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iv) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

(ii) Ageing of Trade Payables:

Particulars	Outstanding for following years from due date of payments					Total
	Unbilled Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Disputed						
Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
Undisputed						
Micro and small enterprises	-	-	-	-	-	-
Others	0.32	0.06	-	-	-	0.38
Total	0.32	0.06	-	-	-	0.38

Particulars	Outstanding for following years from due date of payments					Total
	Unbilled Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023						
Disputed						
Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
Undisputed						
Micro and small enterprises	-	-	-	-	-	-
Others	0.32	-	-	-	-	0.32
Total	0.32	-	-	-	-	0.32

9 Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured Borrowings from holding Company		
Long term Borrowings	8.33	-
Short term Borrowings	17.14	-
Total	25.47	-

During the year, on Jan 12, 2024 Oxyzo Financial Services Limited (Holding Company Name) has granted an unsecured term loan in the amount of 25 Lacs. This loan has been granted at an interest rate of 10% per annum. The tenure of the loan is 18 months, inclusive of a 6-month moratorium period. During this moratorium period, although no repayments towards the principal amount are required, interest will accrue on the outstanding principal amount.

The terms and conditions of this loan have been structured to facilitate the company's operational and financial requirements, ensuring continuity and stability in its business operations. This transaction has been appropriately disclosed in the Company's financial statements in accordance with Indian Accounting Standards 24.

10 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	0.59	0.18
Total	0.59	0.18



OXYZO INVESTMENT MANAGER PRIVATE LIMITED

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Notes forming part of the Ind AS financial statements for the year ended March 31, 2024
(All amounts in Rupees Lakhs, unless otherwise stated)

11 Finance costs

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
Interest cost on loan from holding company	0.52	-
Total	0.52	-

12 Other expenses

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
Income tax expense in the profit		
Payment to statutory auditors	0.35	0.35
AIF Registration Fees	12.80	-
Legal and professional	6.22	6.50
Rates & Taxes	-	-
Stamp Duty	0.01	-
Bank charges	-	0.05
Total	19.38	6.90

13 Income tax expense

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
Income tax expense in the profit and loss consists of:		
Current tax		
In respect of the current reporting year/period	-	-
Deferred tax expense/(benefits)		
In respect of the current reporting year/period	(6.75)	-
Total	(6.75)	-

14 Earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
Basic and diluted:		
Loss for the year/period attributable to the owners of the Company	(13.15)	(6.90)
Weighted average number of equity shares outstanding during the year	1.01	0.27
Face value per share (₹)	10.00	10.00
Basic and Diluted earnings per share (₹)	(13.02)	(25.70)

15 Segment reporting

The Company is engaged primarily in the business of financing and all its operations are in India only. Accordingly, there is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

16 Disclosure as required by Ind AS -24 on "Related Party Disclosure" notified under the companies (Indian Accounting Standard) Rules, 2015:

a) Names of the related parties and related party relationships

Particulars	Relationship
Related parties where control exists	
Oxyzo Financial Services Limited (Formerly known as Oxyzo Financial Services Private Limited)	Holding company
OFB Tech Private Limited	Ultimate Holding company
Oxy ventures Private limited	Fellow Subsidiary
Oxy B Securities Private Limited	Fellow Subsidiary
Oxyzo Finvest Private Limited	Fellow Subsidiary
Ziel Financial Technologies Private Limited	Fellow Subsidiary
Zfirst Technologies Private Limited	Fellow Subsidiary
Key Managerial personnel	
Ruchi Kalra	Director
Prashant Roy Sharma	Director

b) Details of related party transactions

Particulars	For the year ended March 31, 2024	For the period ended March 31, 2023
Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited)		
Issue of equity share capital	-	10.10
Interest Cost	0.52	-
Unsecured Term Loan	25.00	-

c) Details of related party closing balances

Particulars	As at March 31, 2024	As at March 31, 2023
Oxyzo Financial Services Limited (Formerly Know as Oxyzo Financial Services Private Limited)		
Unsecured Term Loan	25.47	-

Handwritten signature/initials.



OXYZO INVESTMENT MANAGER PRIVATE LIMITED

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Notes forming part of the Ind AS financial statements for the year ended March 31, 2024

(All amounts in Rupees Lakhs, unless otherwise stated)

17 Financial Instrument**Capital Management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Company is not subject to any externally imposed capital requirements.

The management of the Company reviews the capital structure of the Company on a regular basis. As part of this review, the Board considers cost of capital and the risks associated with the movement in the working capital.

The following table summarizes the capital of the Company:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Share capital	10.10	10.10
Other equity	(20.05)	(6.90)
Total Equity	(9.95)	3.20

The Company's senior management monitors and manages the financial risks relating to the operations of the Company. These risks include market risk and liquidity risk.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in interest rates risk/ liquidity which impact returns on investments. Future specific market movements cannot be normally predicted with reasonable accuracy. Market risk exposures are measured using sensitivity analysis.

Liquidity risk

Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of readily convertible instruments and working capital limits from banks.

Maturity profile of financial liabilities:

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

Particulars	As at March 31, 2024		As at March 31, 2023	
	Less than 1 year	Total	Less than 1 year	Total
Current				
(i) Trade payables	0.38	0.38	0.32	0.32

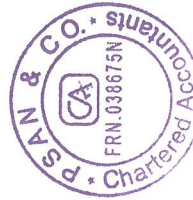
The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities with in the maturity year.



18 Elements of Ratio

No.	Particulars	Numerator	Denominator	Numerator	Denominator	For the year ended March 31, 2024	Numerator	Denominator	For the period ended March 31, 2023	% Variance	Reason for variance
1	Current Ratio	Current assets	Current liabilities	9.74	18.11	0.54	3.70	0.50	7.40	7.27%	Due to change in cash and cash equivalents
2	Debt-Equity Ratio	Total debt : [Non-current borrowings + current borrowings + non-current lease liabilities + current lease liabilities]	Shareholder's equity: Total equity	25.47	(9.95)	(2.56)	NA	NA	NA	NA	NA
3	Debt Service Coverage Ratio	Earning for Debt Service: [Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + (or) adjustments like loss on sale of fixed assets etc.]	Total debt : Non-current borrowings + current borrowings + non-current lease liabilities + current lease liabilities + Interest accrued	(12.63)	25.47	(0.50)	NA	NA	NA	NA	NA
4	Return on Equity Ratio	Profit after tax	Average shareholder's equity: (opening total equity + closing total equity)/2	(13.15)	(4.98)	2.64	(6.90)	1.60	(4.31)	-61.28%	Due to loss and increase in equity
5	Inventory turnover ratio	Cost of goods sold	Average inventory:(opening inventory+ closing inventory)/2	NA	NA	NA	NA	NA	NA	NA	NA
6	Trade receivables turnover ratio	Revenue from operations	Average trade receivables: (opening trade receivables + closing trade receivables)/2	NA	NA	NA	NA	NA	NA	NA	NA
7	Trade payables turnover ratio	Other expenses: [Total other expenses- expenses not directly attributable to trade payable]	Average Trade payables: (Opening trade payables + closing trade payables)/2	19.03	0.35	54.37	6.85	0.32	21.41	254.00%	
8	Net capital turnover ratio	Revenue from operations	Working capital: Total current assets - Total current liabilities	NA	NA	NA	NA	NA	NA	NA	NA
9	Net profit ratio	Profit after tax	Revenue from operations	NA	NA	NA	NA	NA	NA	NA	NA
10	Return on Capital employed	Earnings before interest and taxes: [Profit before tax + Finance cost + Depreciation]	Capital employed: Tangible net worth + total debt + cost deferred tax asset (net)	(19.38)	22.26	(0.87)	(6.90)	3.20	(2.16)	40.38%	Due to increase in loss during the year
11	Return on investment	Interest (Finance Income)	Investment: Investment in FD's	NA	NA	NA	NA	NA	NA	NA	NA

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OXYZO INVESTMENT MANAGER PRIVATE LIMITED

CIN: U67110DL2022PTC401660

Notes forming part of the Ind AS financial statements for the year ended March 31, 2024

(All amounts in Rupees Lakhs, unless otherwise stated)

- 19 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 20 The Company is not required to transfer any amounts to the Investor Education and Protection Fund.
- 21 The Company does not have any transactions with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- 22 The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 23 The Company has not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- 24 The Company does not have any Benami property and no proceedings have been initiated or pending against the Company for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- 25 The Company does not have any charge or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.
- 26 The Company has not traded or invested in Crypto currency or Virtual Currency during the current period.
- 27 The Company has not advanced or provided loan to or invested funds in any entity(ies) including foreign entities (Intermediaries) or to any other person(s), with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"
- 28 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries"
- 29 There were no Scheme of Arrangements entered into by the Company during the period, which required approval from the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

In terms of our report attached of even date

For PSAN & Co

Chartered Accountants

Firm Registration No.: 038675N



Nitin Arora
Partner

Membership No: 534427

Place : Gurugram

Date : May 24, 2024



**For and on behalf of the Board of Directors of
Oxyzo Investment Manager Private Limited**



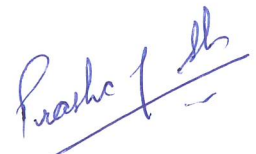
Ruchi Kalra

Director

DIN: 03103474

Place: Gurugram

Date : May 24, 2024



Prashant Roy Sharma

Director

DIN: 09644476

Place: Gurugram

Date : May 24, 2024

RUCHI
KALRA
Digitally signed
by RUCHI KALRA
Date: 2024.08.17
16:04:15 +05'30'

