

NOTICE

A SHOTER NOTICE IS HEREBY GIVEN THAT THE EXTRA GENERAL MEETING OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON NOVEMBER 22, 2021 (MONDAY) AT 10:30 A.M (IST) AT 101 FIRST FLOOR, VIPUL, AGORA MALL, MG ROAD, GURGAON-122002 TO TRANSACT THE FOLLOWING BUSINESS AS:

AS SPECIAL BUSINESS

- 1. To approve issue and offer of Rated, Secured, Taxable, Listed, Redeemable Non-Convertible Debentures ("NCDs" or "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 offer and issuance of **250 (Two Hundred and Fifty) Rated, Secured, Taxable, Listed, Redeemable Non-Convertible Debentures ("NCDs" or "Debentures") of face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating up to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only),** issued on a fully paid basis and on a private placement basis (the "Issue") through electronic book mechanism, having a tenor of 36 months from deemed date of allotment to Identified Investor i.e Bank of India Limited ("Investor") or other QIBs as may be identified at Electronic Book Provider of BSE after closure of Bidding

RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded for the listing of the Debentures on the wholesale debt market segment of BSE in accordance with the terms and timelines agreed and contained in the transaction documents and SEBI (Issue & Listing of NCS) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time and SEBI Circular no. SEBI/HO/DDHS/CIR/P/2020/198 dated October 05, 2020.

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, General Manager- Corporate Finance; Mr. Brij Kishore Kiradoo, Company Secretary and Mr. Anuj Sharma, Assistant General Manager- Corporate Finance, of the Company (the "**Authorized Officers**") be and are hereby severally authorized to delegate the powers to such officials of the company as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue of the debentures".

Certified true copy

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo

Brij Kishore Kiradoo

Company Secretary

ICSI M.No- A40347

Date:- November 20, 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



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

Brij Kishore Kiradho
Kiradho

Brij Kishore Kiradho
Company Secretary
ICSI M.No- A40347
Date:- November 20, 2021
Place:- Gurgaon, Haryana



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OXYZO Financial Services Private Limited

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.in

Website: www.oxyzo.in

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

Item 1- 1. To approve issue and offer of Rated, Secured, Taxable, Listed, Redeemable Non-Convertible Debentures ("NCDs" or "Debentures").

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution.

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

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	250 (Two Hundred and Fifty) Rated, Secured, Taxable, Listed, Redeemable Non-Convertible Debentures ("NCDs" or "Debentures"), of face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only), issued on a fully paid basis and on a private placement basis (the "Issue") through Electronic book mechanism, having a tenor of 36 months from deemed date of allotment to Identified Investor i.e Bank of India Limited ("Investor") and other QIBs as may be identified at Electronic Book Provider of BSE after closure of Bidding. Board Meeting to approve issue and offer of aforesaid issue was on September 23, 2021. (11:00 A.M)
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	Same as above. The NCDs will be offered/issued at par.
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued are non-convertible debt instruments.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not Applicable
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	An amount of Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only)

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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

Material Terms: As may be decided by the Board of Directors of the company;

Proposed Time Schedule:

Details	Date
Issue Opening Date	November 25, 2021
Issue Closing Date	November 25, 2021
Pay-in Date	November 26, 2021
Deemed Date of Allotment	November 26, 2021

Purpose of Offer:

The proceeds of the Issuance will be utilized for the following purposes:

- (i) various financing activities including onward lending,
- (ii) the business operation purposes of the Issuer (including any expenses towards this Issue),
- (iii) the general corporate purposes of the Issuer,
- (iv) the working capital requirements of the Issuer, and
- (v) any other purpose as may be agreed between the Issuer and the Debenture Holders.

The proceeds of the Debentures will not be utilised for:

- (i) any capital market instrument such as equity, debt, debt linked and equity linked instruments or any other capital market related activities;
- (ii) any speculative purposes;
- (iii) investment in the real estate sector;
- (iv) any purpose, that is prohibited for bank finance to non-banking financial companies, or, which results in a breach of the RBI's master circular no. DBR.BP.BC.No.5/21.04.172/2015-16 dated July 2015 on "Bank Finance to Non-Banking Financial Companies (NBFCs)"; or
- (v) in contravention of any guidelines, rules or regulations of the SEBI applicable to non-banking financial companies related to private placement of the debentures

PROVIDED HOWEVER, the Company shall be entitled to temporarily invest the funds raised by the Issue in liquid mutual funds and deposits held with scheduled commercial banks for a

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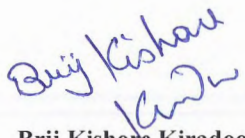
	period not exceeding 90 (ninety) calendar days from the Deemed Date of Allotment, if so permitted under applicable Law. Contribution made by the Promoter or Director: None Principle Terms of Assets Charged as Securities: First ranking exclusive and continuing charge on identified receivables by way of hypothecation in favour of the Debenture Trustee (on behalf of Debenture holders) having security cover of at least 1.20 times of outstanding value of facility at any given time at any given time. The Company shall maintain security cover of at least 1.20 times of the entire redemption amount through the tenure of the NCDs.
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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 or as per SEBI EBP Guidelines as amended time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as Special Resolution.

Certified true copy

For OXYZO Financial Services Private Limited



Brij Kishore Kiradoo

Company Secretary

ICSI M.No- A40347

Date:- November 20, 2021

Place:- Gurgaon, Haryana



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Route Map:

Land Mark-Vipul Agora Mall

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



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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

Name of Members	
Registered Address	
E-mail ID	
Folio No. /DP ID & Client ID*	

*Applicable in case shares are held in electronic form.

I/ We being the holder(s) of _____ shares of OXYZO Financial Services Private Limited, hereby appoint:

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 Monday, November 22, 2021 at 10:30 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:

S. No.	Particulars of Resolution(s)	For	Against
1.	To approve issue and offer of Rated, Secured, Taxable, Listed, Redeemable Non-Convertible Debentures ("NCDs" or "Debentures").		

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 **Monday, November 22, 2021 at 10:30 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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