

To,
The Members;
The Statutory auditor(s); and
The Directors.

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING (EGM/2018-19/01) OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON JUNE 27, 2018 WEDNESDAY AT 12.30 P.M. AT E-6, GREEN PARK EXTENSION, NEW DELHI 110016 TO INTER ALIA CONSIDER AND TRANSACT THE FOLLOWING BUSINESS:

Item No. 1: Approve adoption of restated and amended Articles of Association of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **special resolution**:

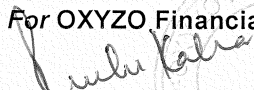
"**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) ("**Act**"), and the recommendation made by the board of directors of the Company (hereinafter referred to as the "**Board**" which shall be deemed to include any committee thereof) at its meeting held on June 26, 2018, consent of members of the Company, be and is hereby accorded to alter and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company ("**Amended Articles**"), which incorporates the provisions of the Shareholders' Agreement dated June 19, 2018 executed between OFB Tech Private Limited, Creation Investments India II LLC, FO Mauritius III Ltd or its affiliate, Matrix Partners India Investment Holdings II, LLC, Matrix Partners India Investments II Extension, LLC, Zodius Technology Opportunities Fund, Zodius Technology Fund II and Indiblu Investment Advisors (Mauritius) Limited, Mr. Asish Mohapatra, Mrs. Ruchi Kalra and Mr. Bhuvan Kumar Gupta and that the Amended Articles be and is hereby approved in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Directors of the Company, be and are hereby severally authorised to execute and file necessary forms and other necessary documents as may be required by the statutory authorities including with Registrar of Companies, NCT of Delhi and to do all such acts and deeds as may be necessary for the implementation of this resolution and to submit all documents to the concerned authorities in this behalf.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

By order of the Board of Director

For OXYZO Financial Services Private Limited


Ruchi Kalra
Director

DIN: 03103474

**Address: E-6, First Floor, Green Park Extension,
New Delhi – 110016**

Date: 26.06.2018

Place: New Delhi

Registered Office: E-6, First Floor, Green Park Extension, New Delhi – 110016 (India)

CIN: U65929DL2016PTC306174

Phone: 01140507973

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 1 forms part of this Notice.
2. **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.
3. 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.
4. 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 Extra Ordinary General Meeting.
5. 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.
6. Route map of the venue of the Meeting (including prominent land mark) is annexed.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 : Adoption of restated and amended Articles of Association of the Company.

To give effect to the terms of Shareholders' Agreement dated June 19, 2018 2018 ("**Shareholders' Agreement**") executed amongst the OFB Tech Private Limited, Creation Investments India II LLC, FO Mauritius III Ltd, Matrix Partners India Investment Holdings II, LLC, Matrix Partners India Investments II Extension, LLC, Zodius Technology Opportunities Fund, Zodius Technology Fund II and Indiblu Investment Advisors (Mauritius) Limited, Mr. Asish Mohapatra, Mrs. Ruchi Kalra and Mr. Bhuvan Kumar Gupta, certain amendments are required to be made to the existing Articles of Association of the Company to incorporate the provisions of the Shareholders' Agreement ("**Amended Articles**").

This amendment to the existing Articles of Association of the Company, in terms of the Companies Act, 2013, requires the members of the Company to approve the same.

A draft of the Amended Articles of the Company would be available for inspection at the registered office and Corporate Office of the Company from the date of issue of this notice, till the date of this general meeting and is open for inspection at the meeting.

None of the Director, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, [except to the extent of their respective shareholding in the Company.

The Board at its meeting held on June 26, 2018, had approved the restatement and amendment of the Articles of Association and recommends the adoption of the resolution as set out in item no. 1 of the Notice as a special resolution.

**By order of the Board of Directors
For OXYZO Financial Services Private Limited**



**Ruchi Kalra
Director**

DIN: 03103474

**Address: E-6, First Floor, Green Park Extension,
New Delhi – 110016**

Date: 26 June, 2018

Place: New Delhi

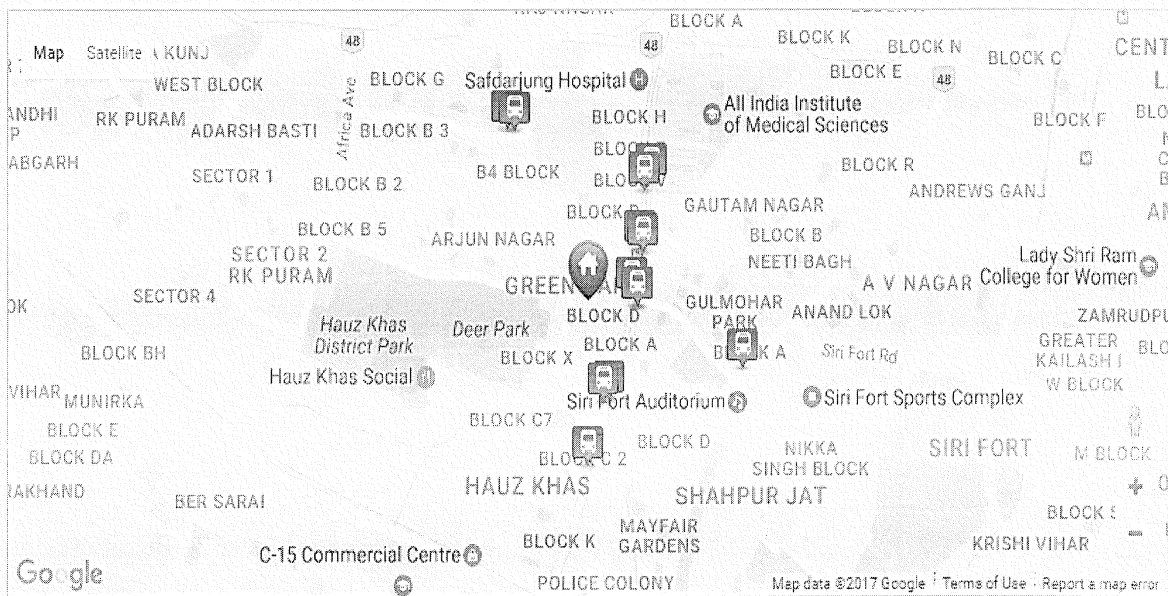
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Green Park Extension, New Delhi Map

Select categories to view on map :



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**FORM NO. MGT - 11
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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

*Applicable in case shares are held in electronic form.

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

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the No. EGM/2018-19/01 - Extra-Ordinary General Meeting of the Company to be held on **June 27, 2018 pm at 12.30 p.m.** at the registered office of the Company located at E-6, First Floor, Green Park Extension, New Delhi-

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110016, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

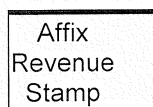
Resolution No.	Description	For	Against
Special Business			
1	Approve adoption of restated and amended Articles of Association of the Company.		

Signed this _____ day of _____ 2018

Signature of Member

Signature of first proxy holder

Signature of second proxy holder



Signature of third proxy holder

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company.

2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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ATTENDANCE SLIP

No. EGM/2018-19/01 - Extra-Ordinary General Meeting of the Company on **June 27, 2018 at 12.30 p.m.** at the registered office of the Company located at E-6, First Floor, Green Park Extension, New Delhi – 110016 (India).

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

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 No. EGM/2018-19/01 - Extra-Ordinary General Meeting of the Company to be held at the registered office of the Company located at E-6, First Floor, Green Park Extension, New Delhi – 110016 (India) on **June 27, 2018 at 12.30 p.m.**

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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