



OXYZO Financial Services Private Limited

Corp. Office:

#6th Floor, Tower A, Global Business Park,

M.G. Road, Gurugram-122001

Contact: 0124- 4006603

Email: compliance@oxyzo.in

Website: www.oxyzo.in

March 10, 2023

BSE Limited,

P.J. Towers, Dalal Street,

Mumbai-400001

Scrip code: 959377, 960341, 973243, 973244, 973328, 973480, 973609, 973906, 974520

Sub: Notice of Extra Ordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 50 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed the Notice of the Extra Ordinary General Meeting of the Company ("EGM Notice") scheduled to be held on Friday, March 10, 2023 at 01:30 p.m. (IST) on shorter notice at 6th Floor, Tower A, Global Business Park, M.G. Road, Gurugram -122001, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to the said circulars, EGM Notice are being sent through electronic mode to all the Members whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP').

The EGM Notice are also uploaded on the website of the Company at www.oxyzo.in

We request you to take the above information on your record.

For OXYZO Financial Services Private Limited

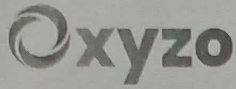
PINKI
JHA

Digitally signed
by PINKI JHA
Date: 2023.03.10
12:47:38 +05'30'

Pinki Jha

Company Secretary & Compliance Officer

M. No. F10683



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NOTICE

A SHOTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON MARCH 10, 2023 (FRIDAY) AT 01:30 P.M (IST) AT 6TH FLOOR, TOWER A, GLOBAL BUSINESS PARK, M.G. ROAD, GURUGRAM-122001 TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS

- 1. TO APPROVE THE ISSUE AND OFFER OF RATED, LISTED, SENIOR, SECURED, REDEEMABLE, TAXABLE, 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 Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI Circular -SEBI/HO/DDHS/P/CIR/2021/613 dated April 13, 2022, SEBI (LODR) regulation, 2015 as maybe amended time to time, RBI Guidelines on Private Placement' of NCDs as Annex XXIII of RBI Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 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 **2000 (Two Thousand Only) Rated, Senior, Secured, Taxable, Redeemable, Non-Convertible Debentures ("NCDs" or "Debentures")** of face value of **Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs. 20,00,00,000/- (Rupees Twenty Crores Only)**, through Electronic Bidding Platform, having a tenor of **24 months** from deemed date of allotment to **Aditya Birla Sun Life AMC Limited ("Investor")**.

RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded for the listing of the Debentures on the wholesale debt market segment of BSE in accordance with the terms and timelines agreed and contained in the transaction documents and SEBI (Issue & Listing of NCS) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time and as per operation circular SEBI/HO/DDHS/P/CIR/2021/613 dated April 13 2022, SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/00139 dated October 10, 2022 and SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/167 dated November 30, 2022.

RESOLVED FURTHER THAT the Members hereby take on record the appointment of **IDBI Trusteeship Services Limited** (the 'Debenture Trustee') as the debenture trustee for the issue of the Debentures.

RESOLVED FURTHER THAT the Members do and hereby take on record the terms and conditions for appointment of **Kfin Technologies Private Limited** as Registrar and Transfer Agent, AMFI approved ICRA as Credit

Registered Office: Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016
CIN: U65929DL2016PTC306174, Phone: 011-41054262





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Rating Agency, NSDL and CDSL as depository and such other intermediaries as may be required to be appointed, including their successors and their agents as approved by the Board.

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; 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.

RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true copies by any one of the Director(s) or Company Secretary may be furnished as required."

For OXYZO Financial Services Private Limited



Pinki Jha

Company Secretary and Compliance Officer

ICSI M. No - F10683

Date: 10/03/2023

Place: Gurugram, Haryana



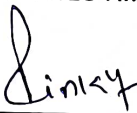
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Corp. Office:

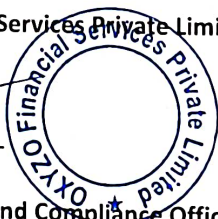
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NOTES:

- I. A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.
- II. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- III. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- IV. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of General Meeting and will also be available during the General Meeting
- V. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- VI. A Route Map along with Prominent Landmark for easy location to reach the venue of General Meeting is annexed with the notice of General Meeting.
- VII. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of general meeting at the meeting
- VIII. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

For OXYZO Financial Services Private Limited


Pink Jha
Company Secretary and Compliance Officer
ICSI M.No- F10683
Date: 10/03/2023
Place: Gurugram, Haryana



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

Item 1: To approve the Issue and Offer of Rated, Senior, Secured, Taxable Transferable, Redeemable, Non-Convertible ("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	Issue up to 2000 rated, listed, senior, secured, redeemable, taxable, non-convertible debentures ("ncds" or "debentures") of face value of inr 1,00,000/- (indian rupees one lakh only) each, aggregating up to inr 20,00,00,000 (indian rupees twenty crores only) through electronic bidding platform, by way of a private placement (the "issue"), Board Meeting to approve issue and offer of aforesaid issue was on March 10, 2023. (10:30 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	NA





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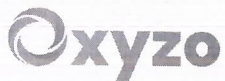
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AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	INR 20 Crore										
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART 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: <table><tr><th>Details</th><th>Date</th></tr><tr><td>Issue Opening Date</td><td>March 17, 2023</td></tr><tr><td>Issue Closing Date</td><td>March 17, 2023</td></tr><tr><td>Pay-in Date</td><td>March 20, 2023</td></tr><tr><td>Deemed Date of Allotment</td><td>March 20, 2023</td></tr></table> Purpose of Offer: The Company shall utilise the amounts received from the subscription of the Debentures for On-lending purposes (including expansion of the Company's Onward Lending loan portfolio). The proceeds of the Debentures will not be utilised for: - any capital market instrument such as equity, debt, debt linked and equity linked instruments or any other capital market related activities; - any speculative purposes; - investment in the real estate sector; - 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 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	Details	Date	Issue Opening Date	March 17, 2023	Issue Closing Date	March 17, 2023	Pay-in Date	March 20, 2023	Deemed Date of Allotment	March 20, 2023
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	Principle Terms of Assets Charged as Securities: 1.20 (One decimal point two zero) time or 120% The outstanding principal amount, together with accrued redemption premium amount including for the ensuing month end, default interest, remuneration of the Trustee, charges, fees, expenses and all other monies due from the Company, shall be secured by (to the satisfaction of the Debenture Holders) by a first ranking and exclusive charge of 1.20x over (including but not limited to) receivables, including present and future receivables ("Company's Receivables") which are free from any encumbrances/charge/lien;. The Issuer shall on a monthly basis hypothecate additional loans and/or replace such loans constituting the Hypothecated Assets that do not comply with the prescribed eligibility criteria, with loans that meet the eligibility criteria set out under heading "Hypothecation" to the Debenture Trustee such that the principal amounts outstanding under the loans constituting the Hypothecated Assets shall not be less than 1.20 (One decimal point two zero) time or 120% of the aggregate amount of principal outstanding and the accrued interest amounts, if any, under the NCDs. Any additional loans added pursuant to the above to secure the Debentures shall be considered as part of the Hypothecated Assets
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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 20 Crores as stipulated above upon receiving application money.





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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.

For OXYZO Financial Services Private Limited

Pinki Jha

Company Secretary & Compliance Officer

Membership No.: F10683

Date: March 10, 2023

**Place: 6th Floor, Tower-A, Global
Business Park, M.G. Road, Gurugram-122001**





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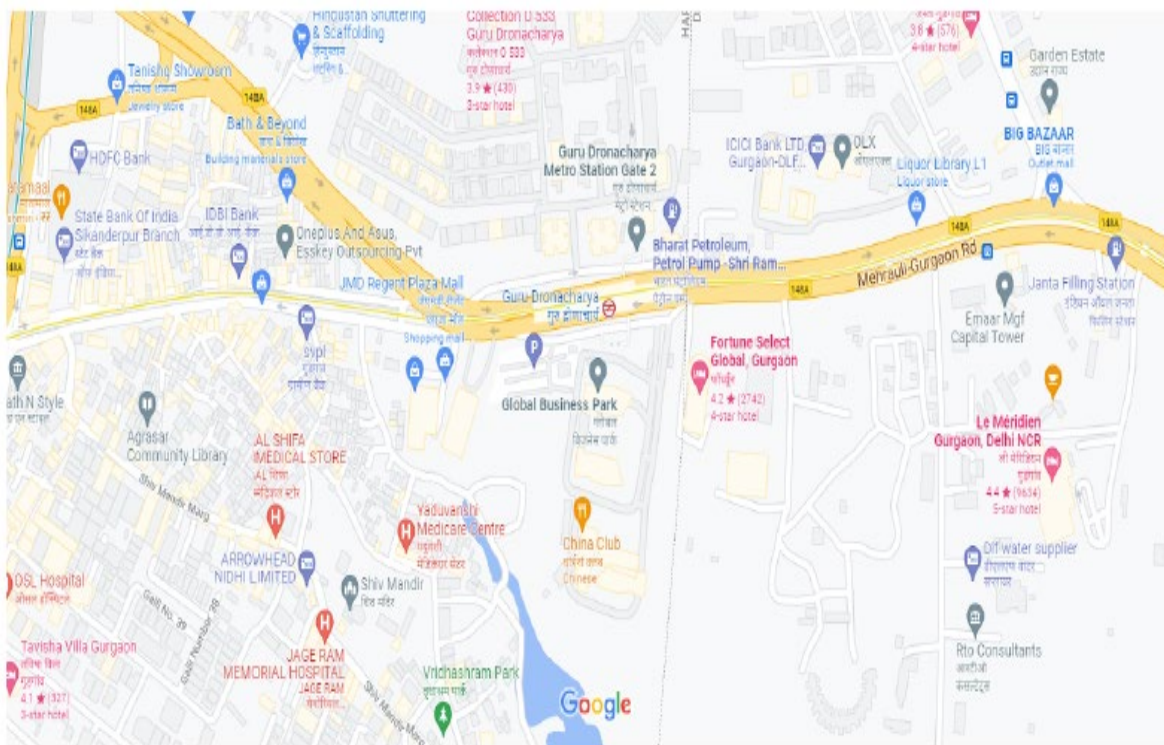
Website: www.oxyzo.in

Route Map:

Land Mark-Global Business Park, Near Guru Dronacharya Metro station

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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 Friday, March 10, 2023 at 01:30 P.M (IST) on at the Corporate office of the Company located at 6th Floor, Tower A, Global Business Park, M.G. Road, Gurugram-122001, 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 the Issue and Offer of Rated, Listed, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures ("NCDs" or "Debentures")		

Signed this day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM

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ATTENDANCE SLIP

OXYZO Financial Services Private Limited - Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi-110016

Name of Member/Proxy(ies) :

Registered Address :

Email ID :

Folio No/Client ID :

**DP ID :

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra Ordinary General Meeting of members of the Company to be held on **Friday, March 10, 2023 at 01:30 P.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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