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

The Secretary
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai-400001S

January 05, 2021

Scrip Code: 959377, 959022, 959217, 959114, 959375, 959376, 959599, 960285, 960373

Subject:- Intimation of issuance and allotment of Non-convertible debt securities

Respected Sir/Madam,

This is to inform your good office that in pursuant to the Regulation 51 of SEBI (LODR) Regulations, 2015, the Company has issued and allotted 2825 (Two Thousand Eight Hundred And Twenty Five) Rated, Secured, Redeemable, Taxable, Unlisted, Non-Convertible Debentures (NCDs), of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs. 28,25,00,000/- (Rupees Twenty Eight Crores And Twenty Five Lakhs Only) on December 31, 2020.

In this regard pursuant to provisions of Companies Act, 2013, the company has filed Form PAS-3 (Return of Allotment) with the Registrar of Companies, New Delhi. The copy of resolution for allotment and Form PAS-3 along with its challan is enclosed here as **Annexure-A.**

Further that the Company has obtained Credit Rating of ICRA BBB+ [Stable] vide letter dated November 17, 2020 by the Credit Rating Agency ICRA Limited, respectively are enclosed here as **Annexure-B** for the issue of 2825 (Two Thousand Eight Hundred And Twenty Five Only) Rated, Secured, Redeemable, Taxable, Unlisted, Non-Convertible Debentures, Non-Convertible Debentures.

Further this rating is in accordance with the requirements as prescribed in the circular dated June 30, 2017 on **"Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)'** issued by the Securities Exchange Board of India.

Request your good office to take this in your record and oblige.

Yours faithfully
For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo
Company Secretary
ICSI M.No.-A40347

Encl: Annexure-A (Copy of resolution and Form PAS-3 along with Challan)
Annexure-B (Copy of Credit Rating Letter)

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED HELD AT 03:15 P.M (IST) ON DECEMBER 31, 2020 (THURSDAY) AT #101, FIRST FLOOR, VIPUL AGORA MALL, GURGAON-122002

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as and when applicable/required), or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed (as and when applicable/required) and subject to approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board via Meeting held on December 16, 2020 and pursuant to Special Resolution passed by Shareholders of the Company on December 17, 2020, the approval of the Board be and is hereby accorded for allotment of 2825 (Two Thousand Eight Hundred And Twenty Five Only) senior, rated, secured, unlisted, redeemable, taxable, non-convertible debentures denominated in Indian Rupees ("**INR**") each having a face value of INR 1,00,000/- (Indian Rupees One Lakh) and aggregating to a face value of INR 28,25,00,000 (Indian Rupees Twenty Eight Crores And Twenty Five Lakhs Only) issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of 35 months and 18 days from deemed date of allotment to Identified Investor i.e Vivriti India Impact Bond Fund through its Trustee Vistra (ITCL) India Limited **("Investor").**

RESOLVED FURTHER THAT Ms. Ruchi Kalra, Chief Financial Officer and Whole time Director and Mr. Asish Mohapatra, Director and Mr. Prashant Roy Sharma, Head- Corporate Finance of the Company and Mr. Brij Kishore Kiradoo, Company Secretary of the Company (the "Authorized Persons") be and are hereby severally authorized to do such acts, deeds and things as they deem necessary or desirable or as and when applicable, in connection with the allotment of the Debentures, including, without limitation the following:

(a) to do all such acts, deeds and things as the Authorised Persons may deem necessary or desirable in connection with the allotment of the Debentures including without limitation the issue and delivery of letters of allotment, filing of the return of allotment with the concerned authorities in accordance with the Companies Act, 2013 and the rules thereunder, ensuring electronic credit of the Debentures in the demat account of the Allottee;

(b) do all acts necessary for the allotment of the Debentures in accordance with the terms set out in the

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Disclosure Documents and the Transaction Documents; and

(c) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates and to give such directions as it deems fit or as may be necessary or desirable with regard to the allotment of the Debentures.

RESOLVED FURTHER THAT the Board hereby approves and ratifies all such acts, deeds and actions taken by the Company till date for the purpose of the issue, offer and allotment of the Debentures.

RESOLVED FURTHER THAT the Debentures be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

RESOLVED FURTHER THAT any one of the Authorised Persons be and are hereby severally authorized to record the name of Debenture Holders in the register of debenture holders as may be required and to undertake such other acts, deeds and acts as may be required to give effect to the allotment of the Debentures and the listing of the Debentures as per SEBI regulations (as and when applicable/required).

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

Certified true copy
For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo
Company Secretary
ICSI M. No. A40347

FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the CompaniesAct, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

सत्यमेव जयते

Return of Allotment

Form language (●) English ( ) Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company: U65929DL2016PTC306174 [Pre-fill]

(b) Global Location Number (GLN) of Company:

2.(a) Name of the company: OXYZO FINANCIAL SERVICES PRIVATE LIMITED

(b) Address of the Registered office of the company:
Shop No. G-22 C (UGF) D-1 (K-84)
Green Park Main
New Delhi
South Delhi
Delhi
110016

(c) *Email ID of the company: finance@oxyzo.in

3. Securities allotted payable in cash

*Number of allotments: 1

1 (i)* Date of allotment: 31/12/2020 (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution: 17/12/2020 (DD/MM/YYYY)

(b) SRN of Form No. MGT-14: R78259298

Particulars	☐ Preference shares	☐ Equity shares without Differential rights	☐ Equity Shares with differential rights	☒ Debentures
Brief particulars of terms and conditions				Secured, Rated, Unlisted, Taxable,
Number of securities allotted				2,825
Nominal amount per security (in Rs.)				100000.00
Total nominal amount (in Rs.)				282,500,000
Amount paid per security on application (excluding premium) (in Rs.)				0.00
Total amount paid on application (excluding premium) (in Rs.)				
Amount due and payable on allotment per security (excluding premium) (in Rs.)				100,000
Total Amount payable on allotment (excluding premium) (in Rs.)				282,500,000.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

4. Securities allotted for consideration other than cash

* Number of allotments

(i) * Date of allotment		(DD/MM/YYYY)
(ii)(a) Date of passing shareholders' resolution		(DD/MM/YYYY)
(b) SRN of Form No. MGT-14		

Particulars	☐ Preference shares	☐ Equity shares without Differential rights	☐ Equity Shares with differential rights	☐ Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv) * Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v) * Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ◯ Yes ◯ No

(vi) Whether valuation report of the Valuated person has been obtained.

◯ Yes ◯ No

5. Bonus shares issued

(a) Date of allotment		(DD/MM/YYYY)
(b) Number of bonus shares		
(c) Nominal amount per share (in Rs.)		
(d) Amount to be treated as paid up per share (in Rs.)		
(e) * Date of passing shareholders' resolution		(DD/MM/YYYY)
(f) * SRN of Form No MGT-14		

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
- ☐ Employee
- ☐ Directors
- ☐ Qualified Institutional Buyers
- ☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- ☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- ☒ completed allotment in respect of earlier private placement offers;
- ☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- ☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- ☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	52,013,744	48,601,124	48,601,124	48,601,124
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	520,137,440.00	486,011,240.00	486,011,240.00	486,011,240.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	520,137,440.00	486,011,240.00	486,011,240.00	486,011,240.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	2,067	1000000	2,067,000,000
Secured loans			5,905,250,842
Others, specify	8,625	100000	862,500,000

9.*Whether complete list of allottees has been enclosed as an attachment.
In case No, then submit the details of all the allottees in a CD separately.

(●) Yes ( ) No

Attachments

List of attachments

1. *List of allottees. Attach separate list for each allotment (refer instruction kit for format).If not attached, then it shall be submitted separately in a CD. Attach

2. * Copy of Board or shareholders'resolution. Attach

6. Complete record of private placement offers and acceptences in Form PAS-5. Attach

Remove attachment

7. Optional attachment(s), if any. Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 06 dated * 22/03/2019 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* **To be digitally signed by** ASISH MOHAPATRA Digitally signed by ASISH MOHAPATRA Date: 2020.12.31 16:02:49 +05'30'

* Designation Director

* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary 06666246

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
ii. All the required attachments have been completely and legibly attached to this form.

* **To be digitally signed by** KUNDAN KUMAR MISHRA Digitally signed by KUNDAN KUMAR MISHRA Date: 2020.12.31 16:06:34 +05'30'

* ○ Chartered accountant (in whole-time practice) or ○ Cost accountant (in whole-time practice) or ◉ Company secretary (in whole-time practice)

* Whether associate or fellow ◉ Associate ○ Fellow

* Membership number 48338

* Certificate of practice number 19844

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : R81245094 **Service Request Date :** 31/12/2020

Payment made into : HDFC Bank

Received From :

Name : KUNDAN Kumar MISHRA

Address : P-32
PANDAV NAGAR MAYUR VIHAR PHASE-1
DELHI, Delhi
IN - 110091

Entity on whose behalf money is paid

CIN: U65929DL2016PTC306174

Name : OXYZO FINANCIAL SERVICES PRIVATE LIMITED

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

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
	Total	600.00

Mode of Payment: Internet Banking - HDFC Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

ICRA

ICRA Limited

Ref: D/RAT/2020-21/O-105/20

Date: November 17, 2020

Ms. Ruchi Kalra
Chief Financial Officer
Ozyzo Financial Services Private Limited
#101, 1st Floor, Vipul Agora Mall
MG Road, Gurugram- 122001

Dear Madam,

Re: ICRA Credit Rating for the Rs. 200 crore NCD programme of Oxyzo Financial Services Private Limited

Please refer to the Rating Agreement dated November 13, 2020 for carrying out the rating of the aforesaid NCD Programme. The Rating Committee of ICRA, after due consideration, has assigned a **[ICRA] BBB+** (pronounced as ICRA Triple B plus) rating to the captioned NCD Programme. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. The Outlook on the long-term rating is **Stable.**

In any of your publicity material or other document wherever you are using our above rating, it should be stated as **[ICRA] BBB+ (Stable).**

We would request if you can sign the acknowledgement and send it to us latest by November 20, 2020 as acceptance on the assigned rating. In case you do not communicate your acceptance/non-acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non-accepted and shall be disclosed on ICRA's website accordingly. This is in accordance with requirements prescribed in the circular dated June 30, 2017 on ***'Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)'*** **issued** by the Securities and Exchange Board of India.

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. ICRA reserves the right to review and/or, revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds, debentures and/ or other instruments of like nature to be issued by you.

ICRA

As mentioned above and in accordance with the aforesaid circular issued by SEBI, you are requested to furnish a monthly *'No Default Statement (NDS)'* (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards,

For ICRA Limited

Karthik Srinivasan
Senior Vice President
Group Head - Financial Sector Ratings
karthiks@icraindia.com

Encl: -

1) **Acknowledgement**
2) **No Default Statement Format**

ICRA

Acknowledgement

(To be signed and returned to ICRA Limited)

I, <*Name of the person*>, <*Designation*> on behalf of the <*Company/ Client name*> hereby accept and acknowledge the above assigned credit rating.

For <*Company/ Client Name****>***

_____

Name:

Date:

Note*: Please return a copy of the above communication along with the acknowledgement to ICRA Limited at <address> or <email>*

ICRA

'No Default Statement on the Company Letter Head'

To,

ICRA Limited
Building No. 8, 2nd Floor, Tower A,
DLF Cyber City, Phase II, Gurugram -122002

Dear Sir/ Madam,

1. We hereby confirm that as on date there are no overdues or default on our listed debt obligations. (Securities).
2. We hereby confirm that as on date there are no overdues or default on our unlisted debt obligations. (Securities).
3. We also confirm that in the month ended **<<Month and Year name>>**, there has been no instance of delay in servicing of our listed debt obligations (Securities).
4. We also confirm that in the month ended **<<Month and Year name>>**, there has been no instance of delay in servicing of our un-listed debt obligations(Securities).
5. We also confirm that in the month ended **<<Month and Year name>>**, there has been no instance of delay in servicing of debt obligations guaranteed by us.
6. We hereby confirm that as on date and in the month ended <<Month and Year name>> there are no over dues or default on payment of interest/installment obligations on loans from banks/financial institutions.
7. We hereby confirm that as on date there are no over dues or default on payment of interest/installment obligations on loans from banks/financial institutions which continues beyond 30 days.
8. We hereby confirm that as on date there are no over dues or default on revolving facilities like cash credit, from banks/financial institutions which continues beyond 30 days.
9. We also confirm that there is no amount remaining unpaid for more than 30 days from the invocation of the bank guarantee facilities or devolvement of Letters of Credit as on date / in the month ended <<**Month and Year name**>> We also confirm that there has not been any instance of devolvement of Letter of Credit in the month ended <**<Month and Year name**>>
10. We also confirm that there has been no overdrawal of the drawing power sanctioned by the bank for a period of more than 30 consecutive days in case of bank facilities which do not have scheduled maturity/repayment dates.
11. Details of default in payment of interest/installment obligations on loans including revolving facilities like cash credit from banks/financial institutions and any overdraws beyond what is sanctioned by the bank, beyond 30 days as on date/ in the month ended <**<Month and Year name**>>, in any of the above case (if any):

Name of Lender	Nature of obligation	Date of Default	Current default amount	Amount to be paid	Actual Date of Payment (if any)	Remarks
Text	Term Loan, CC					

12. Details of default in payment of principal/interest obligations as on date/ in the month ended <**<Month and Year name**>>, on our listed and unlisted debt obligations (Securities), in any of the above case (if any):

Name of the Instrument	ISIN	Amount to be paid	Due Date of Payment	Actual Date of Payment	Remarks
NCD					

Thanking You,
Yours faithfully,
<Authorized Signatory of Issuer>