Contact: +91-7353013499
Email: getsupport@oxyzo.in
Website: www.oxyzo.in

NOTICE OF NINTH (9th) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF OXYZO FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS OXYZO FINANCIAL SERVICES PRIVATE LIMITED) IS SCHEDULED TO BE HELD AT A SHORTER NOTICE ON FRIDAY, 26TH DAY OF SEPTEMBER 2025 AT 04:00 PM (IST) TO TRANSACT THE FOLLOWING BUSINESSES VIA VIDEO CONFERENCING

Ordinary Business:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025, and the Reports of Board of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Asish Mohapatra (DIN: 06666246), who retires by rotation and being eligible, offers himself for re-appointment.**
3. **To approve appointment of Statutory Auditor(s) and fix their remuneration thereof**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141 , 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including all the other applicable rules made thereunder (and subject to any enactment, re-enactment or amendment thereof) and RBI circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), **Lodha & Co LLP, Chartered Accountants, (Firm Reg No. 301051E/E300284)**, as appointed by the shareholders in their meeting held on 29th June 2024 be and is hereby ratified as the Statutory Auditor for the Financial Year 2025-26 and to hold the office until conclusion of Annual General meeting to be held in year 2027 at a remuneration determined by the Board of Directors or any other person(s) authorised by the Board of Directors or the Audit Committee and additionally out of pocket expenses, outlays and taxes as applicable;

RESOLVED FURTHER THAT any of the member, be and is hereby empowered to take on record the Eligibility Certificate and consent received by the Auditor under Section 139(1) of the Companies Act 2013 and Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and Form B under RBI circular.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as and when required".

Special Business:

4.TO REAPPOINT MR. PRAVEEN KUMAR BHAMBANI AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) , the consent of members be and is hereby accorded to re-appoint Mr. Praveen Kumar Bhambani (DIN: 09681934) as a Non-executive Independent Director on the Board of the Company with the effect from the Board meeting dated 05th August 2025 wherein the reappointment was approved by the Board and who shall hold office for a term upto 5 consecutive years (Till 04th August 2030).

RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By Order of the Board
For OXYZO Financial Services Limited
(Formerly known as OXYZO Financial Services Private Limited)

Sd/-

Pinki Jha
Company Secretary and Chief Compliance Officer
ICSI Membership No. F10683

Date: 24th September 2025
Place: Gurugram

NOTES:

i. In accordance with the Ministry of Corporate Affairs, Government of India vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 the latest being the General Circular no 09/2023 ("MCA Circulars"), electronic copies of the Annual Report for Financial Year ("FY") 2024-25 and AGM Notice inter-alia indicating the process and manner of e-Voting along with instructions to attend the AGM through video-conferencing / other audio-visual means (VC/OAVM) are being sent by e-mail to those Members, trustees for the debenture-holder of any debentures issued by the Company, holders of Non-Convertible Securities and to all other persons so entitled whose e-mail IDs have been made available to the Company / Registrar and Transfer Agent ("RTA") i.e. **KFin Technologies Limited** or with Depository Participants ("DP") unless the Member has specifically requested for a hard copy of the Annual Report. Members may note that the Annual Report for the FY 2024-25 and the AGM Notice will also be available on the Company's website at *https://www.oxyzo.in/investor-relation/financial-reports* and on the website of BSE Limited at *www.bseindia.com.*

ii. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

iii. Corporate Members are required to send a duly certified copy of their Board Resolution authorizing their representatives to attend the AGM by email to *compliance@oxyzo.in.*

iv. In case of joint holders, only such joint holder who is first in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

v. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to submit their questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number via email at *compliance@oxyzo.in* on or before Thursday, September 25, 2025. The same will be replied by the Company suitably.

vi. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum for the AGM under Section 103 of the Act.

vii. The venue of the AGM shall be deemed to be the Registered Office of the Company at Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016

viii. The Members desiring to inspect the documents referred to in this Notice and other statutory registers are requested to send an email to compliance@oxyzo.in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card. An extract of such documents would be sent to the Members on their registered email address.

ix. Members holding shares in physical mode (if any) are requested to register their email IDs with the Registrar & Share Transfer Agents of the company or to the Company by emailing their requests at *compliance@oxyzo.in* and Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.

x. 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 in the Physical 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 Sunday) up to the date of Annual General Meeting or electronic mode when requested by the Members to the Company Via Email at compliance@oxyzo.in and will also be available during the Annual General Meeting in electronic mode.

xi. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

xii. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.

xiii. When a poll is required or demanded to be taken during the meeting on any resolution, the members shall give their assent/dissent by emailing at *compliance@oxyzo.in*.

xiv. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install Google Meet application and then click on the link provided.

xv. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below:

+91 7353013499

Also, can reach at any time for any query at – *csteam@oxyzo.in*

By Order of the Board
OXYZO Financial Services Limited
(Formerly known as OXYZO Financial Services Private Limited)

Sd/-

Pinki Jha
Company Secretary
ICSI Membership No. F10683

Date: 24th September 2025
Place: Gurugram

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

Item 4: Re-appointment of Mr. Praveen Kumar Bhambani as a Non-Executive Independent Director

Mr. Praveen Kumar Bhambani was appointed as an Independent Director on the Board of your Company since 06th August 2022. His term of 3 years was due for expiration in 2025. Hence your Board had re-appointed Mr. Praveen Kumar Bhambani on 05th August 2025 for a second term of 5 (Five) consecutive years (Till 04th August 2030).

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Praveen Kumar Bhambani (DIN:09681934) as an Independent Director for a term of 5 (Five) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to re-appoint him as an Independent Director.

In the opinion of the Board, Mr. Praveen Kumar Bhambani is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 (“Act”) and the Rules for appointment as an Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 5 (Five) years.

Mr. Praveen Kumar Bhambani (DIN:09681934) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to be re-appointed as Independent Director.

The remuneration/sitting fees payable to Independent Director, shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination, Remuneration and Board.

A copy of the draft letter of re-appointment of Mr. Praveen Kumar Bhambani (DIN:09681934) as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office of the Company during normal business hours on any working day upto the date of EGM, without payment of any fee, by the member and also during the meeting in data room and before the meeting , can be accessed by sending email at compliance@oxyzo.in

A brief profile of Mr. Praveen Kumar Bhambani is provided in the "Annexure A" to the Notice.

The concern or interest, financial or otherwise in respect of agenda

i.	Director and KMP (except Mr. Praveen Kumar Bhambani to the extent of his directorship)	- None
ii.	Every other Key Managerial Personnel	- None
iii.	Relatives of persons mentioned in (i) and (ii)	- None

This statement may also be regarded as an appropriate disclosure under the Act.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in the Notice.

For OXYZO Financial Services Limited
(Formerly known as OXYZO Financial Services Private Limited)

Sd/-

Pinki Jha
Company Secretary and Compliance Officer
ICSI M.No- F10683
Date: 24th September 2025
Place: Gurugram, Haryana