



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

March 15, 2024

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

Sub: Notice of 3rd Extra Ordinary General Meeting to be held on March 16, 2024.

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 Saturday, March 16, 2024 at 10:30 a.m. (IST) on shorter notice via VC facility 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 same on record.

Yours Faithfully,

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

PINKI
JHA

Digitally signed
by PINKI JHA
Date: 2024.03.15
23:01:31 +05'30'

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Pinki Jha
Company Secretary & Compliance Officer
Membership No. F10683

NOTICE

A SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRD EXTRA ORDINARY GENERAL MEETING OF OXYZO FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS OXYZO FINANCIAL SERVICES PRIVATE LIMITED) FOR THE FINANCIAL YEAR 2023-24 IS SCHEDULED TO BE HELD ON MARCH 16, 2024 (SATURDAY) AT 10:30 A.M. (IST) VIA VC FACILITY TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

- 1. TO APPROVE THE ISSUE AND OFFER OF LISTED, RATED, SENIOR, SECURED, UNSUBORDINATED, TRANSFERABLE, REDEEMABLE, FULLY PAID- UP, NON-CONVERTIBLE DEBENTURES ("NCDS" OR "DEBENTURES") ON PREFERENTIAL BASIS**

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 Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI Master Circular - SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 (updated as on July 07, 2023), as amended from time to time, SEBI (LODR) regulation, 2015 as maybe amended time to time, RBI Guidelines on Private Placement of NCDs (maturity more than one year) by NBFCs as Annex XV of Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 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 for the offer and issuance of upto **2,400 (Twenty Four Hundred Only) including 400 (Four Hundred only) as green shoe option for Listed, Rated, Senior, Secured, Unsubordinated, Transferable, Redeemable, Fully Paid- Up, Non-Convertible Debentures ("NCDs" or "Debentures") of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs. 24,00,00,000/- (Rupees Twenty Four Crores Only), through, having a tenor of 36 months from deemed date of allotment to UNIFI PMS-NGI Fund and UNIFI AIF ("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 SEBI Master Circular - SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 (updated as on July 07, 2023), as amended from time to time.

OXYZO Financial Services Limited
(Formerly known as Oxyzo Financial Services Private Limited)
Corp. Office: 101, First Floor, Vipul Agora Mall, MG Road,
Gurugram - 122001

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

CIN: U65929DL2016PLC306174



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.

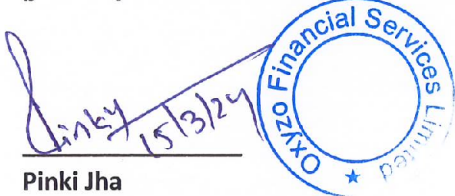
RESOLVED FURTHER THAT the Members do and hereby take on record the terms and conditions for appointment of **Kfin Technologies Limited** as **Registrar and Transfer Agent**, AMFI approved **ICRA** as Credit Rating Agency, NSDL and CDSL as depository and such other intermediaries as may be required to 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, Deputy 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 Limited**
(formerly known as **OXYZO Financial Services Private Limited**)



Pinki Jha

Company Secretary and Compliance Officer

ICSI M. No - F10683

Date: March 15, 2024

Place: Gurugram, Haryana

NOTES:

- I. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act"), as amended, read with the relevant rules made thereunder, the Secretarial Standard No. 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of the Item No. 1 and 2 of this Notice is annexed herewith.
- II. In accordance with the Ministry of Corporate Affairs, Government of India vide General Circular No. 09/2023 Dated 25.09.2023 ("MCA Circular"), the EGM can be conducted through video-conferencing / other audio-visual means (VC/OAVM) and the notice is 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").
- III. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- IV. Corporate Members are required to send a duly certified copy of their Board Resolution authorising their representatives to attend the EGM by email to compliance@oxyzo.in.
- V. 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 EGM.
- VI. Members seeking any information with regard to the accounts or any matter to be placed at the EGM 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, March 07, 2024 by 2:30 P.M. (IST). The same will be replied by the Company suitably.
- VII. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum for the EGM under Section 103 of the Act.
- VIII. The venue of the EGM 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
- IX. 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.

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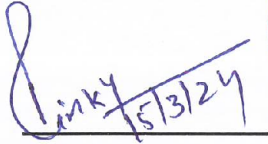


- X. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the company or to the Company by emailing their requests at compliance@oxyzo.in and Members holding shares in demat mode are requested to register their email ID's with 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.
- XI. 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 Corporate 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 Extra Ordinary 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 Extra Ordinary General Meeting in electronic mode.
- XII. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- XIII. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- XIV. 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.
- XV. 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.
- XVI. 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.
- XVII. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below:
- 0124- 4114488
- XVIII. Also, can reach at any time for any query at – [compliance @oxyzo.in](mailto:compliance@oxyzo.in)



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


Pinki Jha



Pinki Jha
Company Secretary and Compliance Officer
ICSI M.No- F10683
Date: March 15, 2024
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 Listed, Rated, Senior, Secured, Unsubordinated, Transferable, Redeemable, Fully Paid- Up, 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	Issue of upto 2,400 (Twenty Four Hundred Only) including 400 (Four Hundred only) as green shoe option for Listed, Rated, Senior, Secured, Unsubordinated, Transferable, Redeemable, Fully Paid- Up, Non-Convertible Debentures ("NCDs" or "Debentures") of face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating up to Rs. 24,00,00,000/- (Rupees Twenty-Four Crores Only), through, having a tenor of 36 months from deemed date of allotment to UNIFI PMS-NGI Fund and UNIFI AIF ("Investor"). Board Meeting to approve issue and offer of aforesaid issue was on March 15, 2024. (05:00 P.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										
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Total: INR 24,00,00,000 (Indian Rupees Twenty Four Crores Only) Including INR 4,00,00,000 (Indian Rupees Twenty Four Crores Only) (Indian Rupees Four Crores Only)										
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 border="1"> <thead> <tr> <th>Details</th><th>Date</th></tr> </thead> <tbody> <tr> <td>Issue Opening Date</td><td>March 22, 2024</td></tr> <tr> <td>Issue Closing Date</td><td>March 22, 2024</td></tr> <tr> <td>Pay-in Date</td><td>March 22, 2024</td></tr> <tr> <td>Deemed Date of Allotment</td><td>March 22, 2024</td></tr> </tbody> </table> Purpose of Offer: With a view to raising debt for the ongoing business purposes of the Company (including expansion of the Company's loan portfolio). To augment the long-term resources of the Company, & to meet working capital requirement. Contribution made by the Promoter or Director: None Principle Terms of Assets Charged as Securities: The Debentures shall be secured by way of a first ranking, exclusive and continuing charge on entire loan receivables ("Hypothecated Receivables") created pursuant to the deed of hypothecation to be executed between the Company and the Debenture Trustee as described herein. The Hypothecated Receivables shall at all times be equal to the value of the outstanding principal amount of the Debentures. The issuer undertakes: to maintain the value of security at all times equal to 1.1 times or 110.0% of the aggregate amount of principal outstanding of the NCDs where at least 1.1 times or 110.0% of the security cover is from principal receivables ("Security Cover");	Details	Date	Issue Opening Date	March 22, 2024	Issue Closing Date	March 22, 2024	Pay-in Date	March 22, 2024	Deemed Date of Allotment	March 22, 2024
Details	Date										
Issue Opening Date	March 22, 2024										
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Deemed Date of Allotment	March 22, 2024										

	- to create and register the security over the Hypothecated Assets as contemplated above no later than 90 (Ninety) calendar days after the Deemed Date of Allotment by executing a duly stamped deed of hypothecation ("Deed of Hypothecation") and filing CHG-9 within the time period applicable; - to pay a penal interest of 2.0% (Two Percent) p.a. over the coupon date in case there is any delay in the creation, registration and perfection of the security over the Hypothecated Assets; - to provide a list on a monthly basis, of loan receivables/ book debts to the Debenture Trustee over which the charge is created and subsisting by way of hypothecation in favour of the Debenture Trustee (for the benefit of the Debenture Holders) ("Monthly Statement") - to add fresh loan assets to the Security Cover to ensure that the value of the Hypothecated Assets is equal to 1.1 times or 110.0% the aggregate amount of principal outstanding and interest accrued of the NCDs where at least 1.1 times or 110.0% of the security cover is from loan receivables. - to replace any Hypothecated Receivables that become NPA with current receivables. Such replacement shall be effected on a monthly basis when the hypothecated receivables statement is shared. The overdue receivables (30+ days) cannot be more than 10% of hypothecated receivables. <u>Eligibility Criteria for the Hypothecated Receivables:</u> - the receivables are existing at the time of selection and have not been terminated or pre-paid; - the receivables have not been restructured or rescheduled - all "Know Your Customer" norms have been complied with as prescribed by the Reserve Bank of India;
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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 24,00,00,000 (Indian Rupees Twenty Four Crores Only) Including INR 4,00,00,000 (Indian Rupees Twenty Four Crores Only) (Indian Rupees Four Crores Only) as stipulated above upon receiving application money.

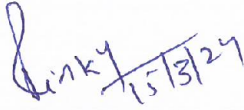
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as Special Resolution.





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


15/3/24



Pinki Jha
Company Secretary and Compliance Officer
ICSI M.No- F10683
Date: March 15, 2024
Place: Gurugram, Haryana

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