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

NOTICE OF 10TH (TENTH) ANNUAL GENERAL MEETING OF OXYZO FINANCIAL SERVICES LIMITED

NOTICE IS HEREBY GIVEN THAT THE 10TH (TENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF OXYZO FINANCIAL SERVICES LIMITED ("COMPANY") IS SCHEDULED TO BE HELD ON A SHORTER NOTICE ON MONDAY, THE 28TH DAY OF SEPTEMBER 2026 AT 04:00 P.M. (IST), TO TRANSACT THE FOLLOWING BUSINESS(ES) VIA AUDIO-VIDEO CONFERENCING MODE:

Ordinary Business:

1. **To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026, and the reports of Board of Directors and Auditors thereon.**

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

   "**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026, and the reports of Board of Directors and Auditors thereon be and are hereby considered, adopted and taken on record."

2. **To appoint a director in place of Mr. Vasant Sridhar (DIN: 07685035), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, read with the Articles of Association of the Company, Mr. Vasant Sridhar (DIN: 07685035), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take such steps in relation to the above resolution and to do all such act(s), deed(s), matter(s), and thing(s) as may be necessary, proper, expedient and incidental for giving effect to the above resolution, including making required entries in the statutory registers prepared and duly maintained as provided under Companies Act, 2013 ("the Act") and to sign, file or submit necessary e-form(s) with the Registrar of Companies, Ministry of Corporate Affairs, and/or any other regulator(s), authority(ies), department(s) as may be required.

   RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

Special Business:

3. **TO APPOINT MR. MUNISH DAYAL (ADDITIONAL DIRECTOR-INDEPENDENT) 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 ordinary resolution:

   "RESOLVED THAT pursuant to section 149, 150 and 152 of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Munish Dayal (DIN: 01683836), who was appointed as an Additional Director of the Company with effect from June 1, 2026 and who meets the criteria for independence as prescribed under the Act and in respect of whom the Company has received the requisite consent, declarations and disclosures, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of three (3) consecutive years with effect from June 1, 2026 up to May 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Consent to act as a Director of the Company in the Form DIR-2, Notice of interest in Form MBP-1, no disqualification letter in Form No. DIR-8, Declaration of independence pursuant to provision of section 149 of the Act and other necessary disclosure(s) as required under other applicable laws / statutory provisions for the time being in force, received from Mr. Munish Dayal, (DIN: 01683836) as tabled before the shareholders duly initialed by the Chairperson for the purposes of the identification be and is hereby taken on record.

RESOLVED FURTHER THAT any Director and/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(s) with the Registrar of Companies, Ministry of Corporate Affairs, and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

4. TO APPROVE THE OVERALL BORROWING LIMIT OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

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

"**RESOLVED THAT** in supersession of the resolution passed by the members of the Company on March 25, 2026 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), and as per the directions / guidelines issued by the Reserve Bank of India and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by the concerned authorities (if any) consent of members of the Company, be and is hereby accorded to the Board of the Directors of the Company, which shall include the Borrowing and Resource Committee or any other committee constituted by the Board (hereinafter called the **"Board" and "Committee"**) avail Credit Facility (ies) ("Credit Facility") in form of Term Loan, Working capital lines or other forms (including Non-Convertible Debentures (NCDs), Market Linked Debentures (MLDs) and Commercial Papers (CPs)), Pass Through Certificates (PTCs), Direct Assignment (DA), or any other borrowing in such other forms which are permissible within regulatory ambit or onward lending/working capital requirements or other permissible usage of the Company from Banks/Financial institutions/ other Lenders as the case may be with an overall limit of INR 11,910 Crores (Eleven Thousand Nine Hundred Ten Crores Only) on such terms and conditions as may be mentioned in respective Sanction Letter(s), Term Sheets , which as maybe placed before the Committee on time to time basis for their consideration and note, subject to any modification as mutually decided between the Lender/Financial Institutions/Other Lenders and the Company, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed INR 11,910 Crores (INR Eleven Thousand Nine Hundred Ten Crores Only) or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director including Whole Time Director (WTD), Chief Financial Officer (CFO), and Mr. Bhavesh Keswani - Chief Investor Relations Officer of the Company (**"Authorized Persons"**) be and are hereby severally authorized to negotiate, finalize, sign and execute on behalf of the company all such agreements, documents, undertaking, declarations including but not limited to Facility/Loan Agreement(s), Deed of Hypothecation, Demand Promissory Note, Letter of Continuity or any other related documents (**"Transaction Documents"**) and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

5. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:

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

"RESOLVED THAT in supersession of the resolution passed by the Members of the Company on March 25, 2026 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the directions/guidelines issued by the Reserve Bank of India and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities (if any) consent of members of the Company be and is hereby accorded to the Board of the Directors or any Committee authorized by Board of Directors thereof of the Company (hereinafter called the **"Board" or "Committee"**) to (a) sell, assign, securitize any assets of the Company in accordance with the prevailing directions, rules, and regulations of the Reserve Bank of India and any other governmental authority, and (b) hypothecate, pledge, mortgage, create charge / security interest from time to time, on movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of banks, financial institutions, investors and any other lenders in such form and manner as the Board may deem fit, for securing any loans and/or borrowings and/or together with interest (including any non-convertible debentures) and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or Indian Rupees by the Company (collectively to be referred as **"Borrowings"**), and/or such charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings (the terms of which may include authorization to the lender to transfer/assignment of security in favour of third party) from any lender/investor/providers of financial indebtedness including without limitation, any bank, financial or other institutions, non-resident Indians, foreign portfolio investors and/or public financial institutions as defined under Section 2(72) of the Act and/or mutual funds and/or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities and/or any other person(s) or institution(s) for any purpose, including on-lending purposes or repayment of loans or general corporate requirements) whether in favour of any lender/investor/providers of financial indebtedness or in favour of trustees/security agents for debenture holders/bonds etc. that may be appointed, as security for the borrowings availed (including debentures/bonds that may be issued by the Company) together with interest, cost, charges, expenses and all other monies payable by the Company such as but not limited to remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in respect thereof, provided that the aggregate indebtedness secured by the assets/properties/undertaking of the Company shall not at any time exceed INR 11,910 Crores (Rupees Eleven Thousand Nine Hundred Ten Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director including Whole Time Director, Chief Financial Officer (CFO) and Mr. Bhavesh Keswani - Chief Investor Relations Officer of the Company (**"Authorized Persons"**) be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

6. TO APPROVE THE LIMIT FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES FOR ONE YEAR, SUBJECT TO APPROVAL OF THE SHAREHOLDERS:

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

"**RESOLVED THAT** in supersession of the resolution passed by the Members of the Company on March 25, 2026 and pursuant to the provisions of Section 42 and 71 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and pursuant to the Foreign Exchange Management Act, 1999, 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 Act, 1992 ("SEBI"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 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 the consent of members of the Company be and is hereby accorded to the Board of the Directors or any committee authorised by Board of Directors thereof, of the Company (hereinafter called the **"Board" or "Committee"**) to offer, issue and allot, in one or more tranches or series, non-convertible debentures including but not limited to senior, secured, unsecured, subordinated debt, bonds, market linked debentures, non-convertible debentures to be issued/ redeemed at par or a discount or a premium and/or other debt securities etc. whether listed or unlisted or rated or unrated ("NCDs") on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding INR 2,000/- Crores (Rupees Two Thousand Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board in one or more tranches or series to such person(s), including one or more company(ies), bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide so, however, that the aggregate amount of funds to be raised by issue of NCD's shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director including Whole Time Director, Company Secretary (CS), Chief Financial Officer (CFO), and Mr. Bhavesh Keswani - Chief Investor Relations Officer of the Company, be and are hereby severally authorized to determine and consider the terms of issue of NCDs to the Company including, without limitation, the class of investors to whom the NCDs are to be issued, timing, size, series/tranches, issue price, tenor, interest rate, listing, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all such acts and things and deal with all such matters and settle all the questions, difficulties or doubts that may arise in this regard and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/ agreements/papers/writings, as may be required in this regard and matters connected therewith or incidental thereto and to get the acts pursuant to power herein conferred executed through any committee of the Board, Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to the Banks/Financial Institutions/Other Lenders or their agents/trustee, or any other regulatory authorities as may be required, under the signatures of any one Directors and/or Company Secretary."

NOTES:

1. 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. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") read with the Circular bearing reference number SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025, issued by the Securities and Exchange Board of India ("SEBI") as amended from time to time, electronic copies of the Annual Report for Financial Year ("FY") 2025-26 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 2025-26 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.

2. 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.

3. 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.

4. 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.

5. 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 Saturday, September 26, 2026. . The same will be replied by the Company suitably

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.
11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
12. 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.
13. 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.
14. 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.
15. In case of any assistance with regards to using the technology before or during the meeting, please contact on the **helpline number (+91) 73530 13499**.

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

By Order of the Board
For and on behalf of Oxyzo Financial Services Limited

SD/-

Pinki Jha
Company Secretary and Compliance Officer
ICSI Membership No. F10683
Date : September 24, 2026
Place: Gurugram

Explanatory Statement

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

Item No. 3:

Appointment of Mr. Munish Dayal as an Independent Director (Non-Executive).

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Munish Dayal (DIN: 01683836) as a Independent Director (Non-Executive) for a term of 3 (Three) consecutive years on the Board of the Company. In the opinion of the Board, Mr. Munish Dayal is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 (“Act”) and the Rules for appointment as a Independent Director (Non-Executive) of the Company.

Based on the recommendation of the NRC and his consent to act as an Independent Director (Non-Executive), the Board of Directors, at its meeting held on May 28, 2026, approved his appointment as an Additional Director (Non-executive Independent Director) of the Company with the effect June 1, 2026, for 3 (Three) consecutive year till May 31, 2029, subject to the approval of the Members for his appointment as an Independent Director (Non-Executive) of the Company w.e.f. June 1, 2026, for 3 (Three) consecutive year till May 31, 2029.

Mr. Munish Dayal (DIN: 01683836) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. 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 Committee and Board of the Company and shall be mutually decided and agreed between the Nomination and Remuneration Committee and Board of the Company with Mr. Munish Dayal.

A copy of the draft letter of appointment of Mr. Munish Dayal (DIN: 01683836) as an Independent Director (Non-Executive) 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 AGM, 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.

The Board has recommended the resolution set out at item no. 3 of the accompanying notice, for the approval of the members of the Company as an ordinary resolution.

None of the directors (except Mr. Munish Dayal and his relatives) 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.

Brief profile of Mr. Munish Dayal along with his additional information as proposed at Item No. 3, is provided as required by Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

S. No.	Particulars	Comments
1.	Name of the Director	Mr. Munish Dayal
2.	Category	Independent Director (Non-Executive)
3.	Director’s Identification Number (DIN)	01683836
4.	Date of Birth	03/04/1966
5.	Age	60

6.	Nationality	Indian
7.	Date of Appointment on the Board	01/06/2026
8.	Qualifications	Stanford Executive Program, MBA, Marketing and Finance, B.Com (H).
9.	Expertise in specific functional area	More than 30 years of experience spanning foreign, and private banking sectors, private equity sector and asset management.
10.	Brief Resume	A global business leader with extensive experience in scaling, transforming and governing complex organisations across financial services, technology, payments, commercial real estate and BPO. Expertise includes value creation, turnarounds, carve-outs, M&A; integration, leadership hiring and board engagement. Worked across India, Middle East, SE Asia, UK and USA.
11.	Terms & Conditions of appointment	He will be appointed for a term of 3 years w.e.f. June 1, 2026 till May 31, 2029, and shall not be liable to retire by rotation during his tenure.
12.	Last drawn Remuneration	NA
13.	Remuneration sought to be paid	As maybe mutually decided and agreed by the Nomination and Re-muneration Committee and Board of the Company with Mr. Munish Dayal.
14.	Number of shares held in the Company	NA
15.	No. of Board meetings attended out of 5 Meetings held during the year	2 (Two)
16.	List of the directorships held in other companies (except OXYZO Financial Services Limited)	NA
17.	Chairman/Member in the Committees of the Boards of other companies in which he is Director	SK Finance Limited Member: Executive Committee
18.	Relationships between Directors/ Managers/ KMP	NA

Item No 4: To approve the overall borrowing limit of the Company u/s 180(1)(c) of the Companies Act, 2013:

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a Special Resolution.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 4 of the Notice to enable the Board of Directors to borrow money subject to the prevailing Direction, Guidelines, Rules and other regulations issued by Reserve Bank of India applicable on Company and in excess of the limit as specified under Companies Act 2013. Pursuant to the borrowings made/ to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding INR 11,910 Crores (Eleven Thousand Nine Hundred Ten Crores Only).

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 5: To seek approval under section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained. In order to secure the borrowings/financial assistance and/or together with interest (including any non-convertible debentures)/advances/guarantees ("Borrowings") together with such charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time. Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section. Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on September 5, 2026 has, subject to the approval of shareholders of the Company, proposed and approved for setting up limit under Section 180(1)(a) of the Companies Act, 2013 in line with the sanction limits of INR 11,910 Crores ((Eleven Thousand Nine Hundred Ten Crores Only).

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a special resolution.

Item No. 6:

To approve the limit for issuance of non-convertible debentures, in one or more tranches for one year, subject to approval of the shareholders:

The Company has been raising funds by offer and/or invite for issuing non-convertible debentures, secured or unsecured, listed/unlisted, fixed rate or market/benchmark linked and/or any other debt instruments (not in the nature of equity shares) including (hereinafter referred to as "Debt Securities") on private placement basis, from time to time.

In terms of Section 71 which deals with the issue of debentures read with Section 42 of the Companies Act, 2013, which deals with the offer or invitation for subscription of debentures of the Company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of its debentures only after receipt of prior approval of its Members by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014 further provides that the said special resolution must be passed in respect of all offers/invitations for the debentures to be issued during a year and such a special resolution is required to be passed every year.

Accordingly, the approval of the Members is sought by way of a special resolution to authorize the Board to issue and offer such debt Instruments for the Financial Year 2026-27 up to the tune of INR 2,000 Crores (Two Thousand Crores Only).

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a special resolution.

By Order of the Board
For and on behalf of Oxyzo Financial Services Limited

SD/-

Pinki Jha
Company Secretary and Compliance Officer
ICSI Membership No. F10683
Date : September 24, 2026
Place : Gurugram.