

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

CIN: U65929DL2016PTC306174

E-6, First Floor, Green Park Extension, New Delhi – 110016 (India) Email: finance@ofbusiness.in Tel: 0124-4006603

NOTICE

NOTICE is hereby given that the 1st(First) Annual General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on October 3, 2017 (Tuesday) at 10.00 A.M at the Registered Office of the Company at E-6, First Floor, Green Park Extension, New Delhi — 110016 to transact the following business as:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements (including Audited Consolidated Financial Statements) as at March 31, 2017 and the Reports of the Board of Directors and Auditors thereon;
2. To approve the appointment of the Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to Section 139, and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, as amended from time to time the appointment of M/S Lodha & Co. Chartered Accountants (Firm Regn No. 301051E) as the statutory auditors of the company be and are hereby approved from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting to be held in the calendar year 2022 at such remuneration as may be decided by the Board of Directors of the Company."

Special Business:

3. To regularize appointment of Mr. Vasant Sridhar as Director of the Company
To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Vasant Sridhar (DIN: 07685035), who was appointed as an Additional Director of the Company effective from 26th December 2016 by the Board of Directors and who holds office until the date of the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT any Directors of the company be and are hereby severally authorized to sign, execute and deliver documents, deeds etc including but not limited to filing of form with Registrar of Companies, National Capital Territory of Delhi and Haryana, New Delhi as may be necessary to give effect to this resolution."

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4. To regularize appointment of Mr. Dhaval Dineshchandra Radia as Director of the Company

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

“RESOLVED THAT Mr. Dhaval Dineshchandra Radia (DIN: 07688760), who was appointed as an Additional Director of the Company effective from 26th December 2016 by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT any Directors of the company be and are hereby severally authorized to sign, execute and deliver documents, deeds etc including but not limited to filing of form with Registrar of Companies, National Capital Territory of Delhi and Haryana, New Delhi as may be necessary to give effect to this resolution.”

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 3 and Item No. 4 forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this report.
3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days up to the date of the Annual General Meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. Route map of the venue of the Meeting (including prominent land mark) is annexed.

**By Order of the Board of Directors
For OXYZO Financial Services Private Limited**

**Sd/-
Ruchi Kalra
Directors
DIN:03103474
Address: E-6, First Floor, Green Park Extension
New Delhi-110016**

Date: September 9, 2017

Place: Gurgaon

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Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item No.3

Mr. Vasant Sridhar (DIN: 07685035), who was appointed as an Additional Director of the Company effective from 26th December 2016 by the Board of Directors and who holds office until the date of the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature.

The Board considered it desirable that the company should continue to avail the services of Mr. Vasant Sridhar therefore, commends the resolution at Item No. 3 for approval by members as an ordinary resolution.

None of the Directors except Mr. Vasant Sridhar (DIN: 07685035), to whom the resolution relates, is interested or concerned in the resolution.

Item No.4

Mr. Dhaval Dineshchandra Radia (DIN: 07688760), who was appointed as an Additional Director of the Company effective from 26th December 2016 by the Board of Directors and who holds office until the date of the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature.

The Board considered it desirable that the company should continue to avail the services of Mr. Dhaval Dineshchandra Radia therefore, commends the resolution at Item No. 4 for approval by members as an ordinary resolution.

None of the Directors except Mr. Dhaval Dineshchandra Radia (DIN: 07688760), to whom the resolution relates, is interested or concerned in the resolution

**By Order of the Board of Directors
For OXYZO Financial Services Private Limited**

**Sd/-
Ruchi Kalra
Directors
DIN:03103474
Address: E-6, First Floor, Green Park Extension
New Delhi-110016**

**Date: September 9, 2017
Place: Gurgaon**

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Green Park Extension, New Delhi Map

Select categories to view on map :



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Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the *Companies* (Management and Administration) Rules, 2014]

Corporate Identification Number : U65929DL2016PTC306174
Name of the Company : OXYZO Financial Services Private Limited
Registered office : E-6, First Floor, Green Park Extension, New Delhi-110016

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at First Annual General Meeting of members of the Company, to be held on October 3, 2017 at 10 a.m. at the registered office of the Company at E-6, Green Park Extension, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars of Resolution(s)	For	Against
1	To consider and adopt the audited financial statements as at March 31 st , 2017 and		
2	To approve the appointment of M/s LODHA & Co. as a statutory auditor till the conclusion of sixth Annual General Meeting.		
Special Business			
3	To regularize appointment of Mr. Vasant Sridhar as Director of the Company.		
4	To regularize appointment of Mr. Dhaval Dineshchandra Radia as Director of the Company		

Signed this day of..... 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue

Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited must be deposited at the Registered office of the company not less than 48 hours before the commencement of the AGM.

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Attendance Slip

**OXYZO Financial Services Private Limited,
E-6, First Floor, Green Park Extension,
New Delhi-110016**

Name of Member/Proxy(ies)*	:
Registered Address	:
E-mail ID	:
Folio No/ Client ID	:
**DP ID	:

I hereby record my presence at the First Annual General Meeting on Tuesday October 3, 2017 at 10.00 AM at the Registered Office of the Company at E-6 Green Park extension, New Delhi 110016.

Signature of Member/Proxy

(To be signed at the time of handing over of this slip)

**To be filed in, if proxy form has been deposited with Company.*

***Applicable for Members holding shares in electronic form.*

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting the First Annual Report on the business and the operations of the company together with Audited Financial Statements of the Company for the period ended on 31st March 2017.

FINANCIAL RESULTS

Particulars	As on 31 st March, 2017
Revenue from Operations	-
Other Income	-
Total Income	-
Expenses	-
Profit/(Loss) before tax and prior period Adjustments	-
Profit/(Loss) before tax	-
Tax Expenses	-
Profit/(Loss) for the year	-

STATE OF COMPANY'S AFFAIRS, OPERATING RESULTS AND PROFITS:

During the period under review, Being the First year since the company was incorporated on September 21, 2016, the company has not earned any revenue. However, the company has not incurred any expenses.

DIVIDEND:

In view of no earning in the year, your directors do not recommend any dividend on equity shares for the year under review.

RESERVES:

The company has not transferred any amount to the General Reserve for the period ended 31st March 2017.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form MGT-9 is appended as **Annexure - I** to the Board's Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Particulars of investments covered under section 186 of the Companies Act, 2013 are nil during the period under review. The Company has not granted any loan or given any guarantees during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contract or arrangement or transaction with the related parties during the period under review. In view of above, disclosure in Form AOC-2 is not applicable.

SUBSIDIARY COMPANIES/ JOINT VENTURE/ ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture or associate companies during the period under review.

NUMBER OF MEETINGS OF THE BOARD:

The Board has met Four times during the period ended on 31st March 2017 and the Attendance Sheet of Directors are as under:

Date of Meeting	Name of Director			
	Ms. Ruchi Kalra	Mr. Srinath Ramakrushnar	Mr. Vasant Sridhar	Mr. Dhaval Rad
	03103474	07596310	07685035	07688760
22-09-2016	Y	Y	-	-
26-12-2016	Y	-	Y	Y
30-12-2016	Y	-	Y	Y
05-01-2017	Y	-	Y	Y

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information under Sec 134(3)(m) of The Companies Act, 2013 read with the Rule 8(3) of Companies (Accounts) Rules, 2014 for the Financial year ended 31st March 2017

(i) Conservation of Energy

Your Company has generally taken reasonable steps to conserve energy and fuel in its operations. As Company's operations, do not involve any process of manufacture or production, no specific steps could be taken for conservation of energy.

(ii) Technology Absorption

Your Company has not received any technology from any other person. Hence, the requirement as to absorption of technology is not applicable.

(iii) Foreign Exchange Earnings and Outgo

There is no Foreign Earnings and outgo during the period under review.

DETAILS OF DIRECTORS:

During the period under review the Board of Directors of the Company had appointed Mr. Vasant Sridhar having DIN 07685035 and Mr. Dhaval Dineshchandra Radia having DIN 07688760 as an additional director w.e.f. from December 26, 2016 on the Board of the company in accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association none of the directors retire by rotation and none of directors of the Company are disqualified from being

PUBLIC DEPOSITS:

The Company has not accepted any fixed deposits within the meaning of section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF EMPLOYEES:

There is no employee of the Company who falls in the category specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the period under review.
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The directors have prepared the annual accounts on a going concern basis.
- (e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITOR:

M/s Lodha & Co., Chartered Accountants, New Delhi, having Firm Registration No. 301051E the Statutory Auditors of the Company has under Sec 139(9) of the Companies Act, 2013 furnished the certificate of their eligibility for their appointment by members.

The directors recommended that M/s Lodha & Co., Chartered Accountants, be appointed as the statutory auditors of the company at the First Annual General Meeting of the Company to hold office till the conclusion of the sixth Annual General Meeting of the Company.

AUDITORS REPORT:

The Auditors Report does not contain any qualification, reservation or adverse remark.

INTERNAL FINANCIAL CONTROLS:

The company has in place adequate internal financial controls with reference to financial statements and no material reportable weakness was observed in the system.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

RISK MANAGEMENT:

The Company has an elaborate risk management system to inform Board Members about risk assessment and minimization procedures.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

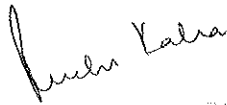
The Company is committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS:

We thank our Members, Bankers and also to the Government Authorities for their assistance, solidarity cooperation, continued trust and support. We are also thankful to our employees and other shareholders of the company.

**For and on behalf of Board of Directors
OXYZO Financial Services Private Limited**

VICE-PRESIDENT



Ruchi Kalra
Director
DIN:03103474
Address: E-6, First Floor,
Green Park Extension, New Delhi-110016

Director

OXYZO FINANCIAL SERVICES PRIVATE LIMITED



Director

Dhaval Dineshchandra Radia
Director
DIN:07688760
Address: A/13, Rajshree Tower
Jodhpur Gam Road Ahmedabad
Gujarat-GJ,380015

EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31st March 2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U65929DL2016PTC306174
ii)	Registration Date	21-09-2016
iii)	Name of the Company	OXYZO Financial Services Private Limited
iv)	Category / Sub-Category of the Company	Private Limited Company
v)	Address of the Registered office and contact details	E-6, FIRST FLOOR, GREEN PARK EXTENSION, NEW DELHI, SOUTH DELHI, DELHI - 110016
vi)	Whether listed company Yes / No	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Financial Service activities, except insurance and pension funding activities	64649	100%

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	-	20,00,000	20,00,000*	100	-

*10 shares held by Ms. Ruchi Kalra as a nominee of OFB Tech Private Limited

(ii) Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	OFB Tech Private Limited	-	-	-	-	-	-	-
	Total				20,00,000	20,00,000	NIL	0%
					20,00,000	20,00,000	NIL	

(iii) Change in Promoters' Shareholding (please specify, if there is no change) -

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company
1.	OFB Tech Private Limited		
	At the beginning of the year	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc):	Date	Reason (No. of Shares)
		-	-
	At the End of the year	-	-
		20,00,000	100%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company
	For Each of the Top 10 Shareholders		
	At the beginning of the year	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc):	Date	Reason (No. of Shares)
		-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-

(v) Shareholding of Directors and Key Managerial Personnel: Same as above point no. iii (Shareholding of promoters)

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors			NIL
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 			
	Total (1)			
2.	Other Non-Executive Directors			
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 			
	Total (2)			
	Total (B) = (1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/ WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL			
2.	Stock Option				
3.	Sweat equity				
4.	Commission -as % of profit -others, specify...				
5.	Others, please specify				
	Total				

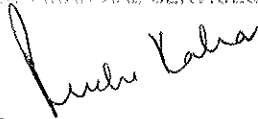
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

NIL

**For and on behalf of Board of Directors
OXYZO Financial Services Private Limited**

For: OXYZO FINANCIAL SERVICES PVT. LTD



Ruchi Kalra

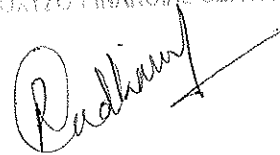
Director

(Director)

DIN:03103474

Add: E-6, First Floor, Green Park Extension
New Delhi-110016
380015

For: OXYZO FINANCIAL SERVICES PVT. LTD



Director

**Dhaval Dineshchandra Radia
(Director)**

DIN:07688760

Add: A/13, Rajshree Tower Jodhpur
Gam Road Ahmedabad Gujarat-GJ,