

of **b**usiness

Annual Report

2018-2019

About Us

OXYZO Financial Services is a Technology-enabled SME financing NBFC that make strides to add value to SME's business beyond financing through its parent's raw material fulfilment engine (OFB TECH) and new opportunities platform (BidAssist).

OfBusiness group prides itself in deep understanding of the needs of manufacturing and Infrastructure SMEs and thrives to provide credit solutions that deliver high value. With our credit solutions, we aim to bring formal financing options at affordable rates to our SME customers. With this intent, OFB Tech started operations in Aug 2015, with a global first model which combined Lending with services like fulfilment & marketing.

The business is led by experienced and dedicated team with academic and professional excellence (IITians, MBAs, CAs and experienced executives from financial services background). The promoters include Asish Mohapatra (Sales Head & CEO, Previously – Matrix Partner (Director), Mckinsey, ITC, ISB Hyd and IIT KGP), Ruchi Kalra (CFO, Previously – Mckinsey (Partner), ISB Hyd, IIT Delhi) and Bhuvan Gupta (CTO, Previously Snapdeal (VP Engg), BSB (CTO)).

Management Team



Ruchi Kalra **Whole-time Director and Chief Financial Officer**

Ms. Ruchi Kalra leads the entire efforts towards finance control, Accounts and audit, Compliance – Legal and Secretarial and capital management for optimal utilization. Ruchi has worked with numerous Banks and NBFCs on turnaround projects in the past as she led the Retail and SME banking service practice for Mckinsey in India.



Asish Mohapatra **Director**

Asish is newly appointed Director in the company. He brings deep operational expertise in managing and defining vision for new age businesses from his past roles as a Director at Matrix Partners, India and as an Operations manager at ITC.

Asish holds an MBA from Indian School of Business, Hyderabad and a B. Tech in Mechanical Engineering from Indian Institute of Technology, Kharagpur.



Vasant Sridhar **Director**

Vasant led the company's entry into the manufacturing vertical. He heads the Sales function in Southern India where he built the entire business and established a strong customer base across SME clusters. Prior to OXYZO, he headed the Business Excellence Function at ITC Limited - Agri Business Division (ILTD). A certified Lean Six Sigma Black Belt, he drove the deployment of advanced analytics and process excellence across multiple functions, mentoring 200+ managers. As a special assignment from the Chief Executive's Office, he developed the complete strategy blue print for backward integration for launching ITC's Dairy Business.



Sathyan David
Independent Director

Independent Consultant - Financial Sector Regulation and Supervision- specialisation in the NBFC, Payment Systems and banking sectors. Recently retired as Chief General Manager, Reserve Bank of India, with a demonstrated history of working in the financial sector regulation domain. Skilled in Data Analysis, Financial Risk, Operational Risk Management, legal issues in the financial sector. Graduated from BITS, Pilani and INSEAD



Rohit Kapoor
Independent Director

Rohit is a proven professional with over 20 years of experience and is entrusted with the responsibility to drive new real estate business opportunities for the company, which will include exploring new domains and categories, and other strategic initiatives. Rohit holds a PGD from Indian School of Business where he was ranked in the top 5 students in the batch and was the recipient of the Young Leader Award which was awarded for best all-around performance in the batch. In addition to the PGD, he is also a certified Chartered Financial Analyst (CFA Institute, USA). He is also a visiting faculty at SP Jain Institute of Management and Research, IMT Ghaziabad and Vedica Scholars.



Akshat Pande
Independent Director

Akshat is the Founder and Managing Partner of Alpha Partners, a corporate and commercial law firm based in Delhi NCR. Akshat has an experience of 15 years in the field of corporate and commercial law. He completed his law graduation from Delhi University (2005) and post-graduation from University of East Anglia, Norwich, UK (2006). He is also a member of the Institute of Company Secretaries of India (2002).



Brij Kishore Kiradoo Company Secretary

Prior to Ofbusiness, Brij was working with Fortis Healthcare Limited, Gurgaon as a Company Secretary in one of its Subsidiary Company and was responsible for Secretarial and Legal Compliances. After becoming a member of Institute of Company Secretaries of India in July 2015, he joined Religare Aviation Limited, New Delhi as Company Secretary and Compliance Officer and was directly overlooking all the compliance related matters.

Oxyzo Values

OXYZO strongly believes in integrity and transparency in its operations and stakeholders' communication. All employees are expected to adhere to the highest standards of integrity. Employees are guided by the values of collaborative spirit, unrelenting dedication and expert thinking. These values are core to all our operations.



Table of Content

- ❖ Audited Financial Statements, Cash flow Statement for the year ended March 31, 2019 with Auditor Report
- ❖ Director Report with necessary Annexures
- ❖ Detail of Debenture Trustee
- ❖ Related party disclosures as specified in Para A of Schedule V of SEBI Regulation, 2015
- ❖ Corporate Governance Report
- ❖ Management Declaration on Code of Conduct
- ❖ Compliance Certificate
- ❖ Secretarial Auditor Report

Oxyzo Financial Services Private Limited

Statutory Audit

For the year ended 31 March 2019

B S R & Associates LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurugram - 122 002, India

Telephone: + 91 124 719 1000
Fax: + 91 124 235 8613

INDEPENDENT AUDITORS' REPORT

To the Members of Oxyzo Financial Services Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Oxyzo Financial Services Private Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Key Audit Matters (continued)

Key audit matter	How the matter was addressed in our audit
<p>Identification of Non-performing Assets (NPA) and adequacy of provisions Gross NPAs: INR 36.15 million at 31 March 2019 Charge: INR 3.62 million for year ended 31 March 2019 Closing Provisions on NPAs: INR 3.62 million at 31 March 2019</p>	
<p><i>Refer to the accounting policies in the financial statements: Significant Accounting Policies, 2(ii) – Use of Estimates, 2(v) – Provisioning for standard and non-performing assets, Note 13 to the financial statements: Long term loans and advances, Note: 7 to the financial statement: Long term provisions and Note: 28 Schedule to the Balance Sheet of a Non-Banking Financial Company as required in terms of paragraph 18 of the Master Direction.</i></p>	
<p>Significant area of estimate and judgment with manual processes to identify NPAs</p> <p>Identification of NPA's is undertaken in accordance with the Prudential Norms on Income Recognition, Asset Classification & Provisioning. Provisions in respect of non-performing advances (<i>provisioning on loans and advances</i>) are made based on management's assessment of the degree of impairment of the advances subject to the minimum provisioning levels prescribed under RBI guidelines with regard to the Prudential Norms on Income Recognition, Asset Classification & Provisioning, prescribed from time to time as applicable to NBFCs and as per polices approved by the Board of Directors of the Company.</p> <p>We have identified NPA identification and provision as a key audit matter because it may involve significant management judgement on a portfolio basis and case to case basis.</p>	<p>Our key audit procedures included:</p> <p>Design / controls</p> <ul style="list-style-type: none"> • Performed process walkthroughs to identify the key controls used in the process on provision for loan portfolio. • Assessed the design and implementation of controls in respect of the Company's provision for loan portfolio process such as the identification of NPA accounts, measurement and timely recognition of provision, the completeness and accuracy of reports used in the provision process and management review processes over the calculation of provision. • Assessed the reliability of management information, which included overdue reports. <p>Substantive tests</p> <ul style="list-style-type: none"> • Test of details over calculation of NPA provisions as at 31 March 2019 for assessing the completeness, accuracy and relevance of data and to ensure that the same is in compliance with RBI guidelines with regard to the Prudential Norms on Income Recognition, Asset Classification & Provisioning. • Test of details over appropriate application of accounting principles and validating completeness and accuracy of the data used in the identification of NPA's and measurement of provision amounts.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and cash flows of the Company in accordance with the accounting principles generally accepted in India, specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss and the cash flows statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standard specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position – refer to note 32 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses – refer to note 33 to the financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and



iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):
The Company is a private limited company as defined under the Companies Act, 2013. Accordingly, the requirements prescribed under Section 197 of the Companies Act, 2013 do not apply.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No.: 116231 W/W-100024



Manish Gupta

Partner

Membership No.: 095037

Place: Gurugram
Date: 30 May 2019

Annexure A to the Independent Auditor's Report of even date on the financial statements of Oxyzo Financial Services Private Limited

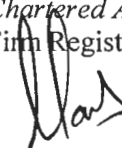
- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and based on our examination of records of the Company, the title deeds of immovable property are held in the name of the Company.
- (ii) The Company is a Non-Banking Financial Company (NBFC), primarily engaged in the lending business and does not hold any physical inventories. Accordingly, paragraph 3 (ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to Companies, firms, limited liability partnerships and other parties, if any, covered in the register maintained under section 189 of the Act.
- (iv) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not entered into any transactions related to loans, investments, guarantees and securities to which the provisions of Section 185 and Section 186 of the Act are applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employee's state insurance, Income-tax, Goods and Services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, though there has been slight delays in few cases. As explained to us, the Company did not have dues on account of Service tax, Value added tax, Duty of customs, Duty of excise and cess during the year.

Also, according to the information and explanations given to us, no undisputed amount payable in respect of Provident fund, Employee's state insurance, Income-tax, Goods and Services tax and other material statutory dues were in arrear as at 31 March 2019 for a period of more than six months from the date they become payable.



- (b) According to the information and explanations given to us, there are no dues of income tax and goods and services tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank and dues to debenture holders. The Company did not have outstanding dues to Government during the year.
- (ix) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans outstanding obtained and money raised through debt instruments during the year were applied for the purpose for which they were obtained. The Company has not raised money from initial public offer or further public offer.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the provisions for managerial remuneration of Section 197 read with Schedule V to the Act is not applicable to the Company. Thus, paragraph 3(xi) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company, hence paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details are disclosed in financial statements as required by the applicable Accounting Standards. Further, the Company, being a listed private company, is not required to comply with the requirements of Section 177 of the Act.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, and accordingly, the Company has obtained the registration certificate from the Reserve Bank of India.

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No: 116231W/ W-100024



Manish Gupta
Partner

Membership No.: 095037

Place: Gurugram
Date: 30 May 2019



Annexure B to the Independent Auditors' report of even date on the financial statements of Oxyzo Financial Services Private Limited for the year ended 31 March 2019.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Oxyzo Financial Services Private Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 116231W/W-100024



Manish Gupta

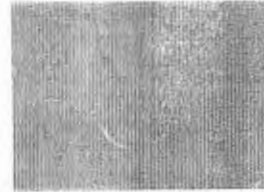
Partner

Membership No. 095037

Place: Gurugram

Date: 30 May 2019

Oxyzo Financial Services Private Limited
Balance Sheet as at 31 March 2019
(All amounts are in Indian Rupees, unless otherwise stated)



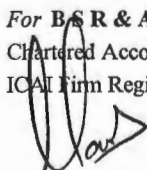
	Note	As at 31 March 2019	As at 31 March 2018
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	355,268,810	250,000,000
Reserves and surplus	4	695,519,209	2,515,963
		<u>1,050,788,019</u>	<u>252,515,963</u>
Non-current liabilities			
Long-term borrowings	5	1,004,416,097	-
Deferred tax liabilities (net)	6	1,479,364	562,006
Long-term provisions	7	5,779,902	1,084,218
		<u>1,011,675,363</u>	<u>1,646,224</u>
Current liabilities			
Short-term borrowings	8	679,989,127	579,200,000
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises		8,070,386	9,532,844
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	9		
Other current liabilities	10	1,026,232,828	17,437,436
Short-term provisions	7	11,805,542	1,934,018
		<u>1,726,097,883</u>	<u>608,104,298</u>
TOTAL		<u><u>3,788,561,265</u></u>	<u><u>862,266,485</u></u>
ASSETS			
Non-current assets			
Property, plant and equipment	11	5,120,672	583,872
Non-current investment	12	80,753,020	-
Long-term loans and advances	13	336,912,112	51,373,761
Other non-current assets	14	6,250,000	-
		<u>429,035,804</u>	<u>51,957,633</u>
Current Assets			
Cash and bank balances	15	49,256,212	33,113,817
Short-term loans and advances	13	3,275,946,923	771,622,441
Other current assets	14	34,322,326	5,572,594
		<u>3,359,525,461</u>	<u>810,308,852</u>
TOTAL		<u><u>3,788,561,265</u></u>	<u><u>862,266,485</u></u>

Significant accounting policies and notes to the financial statements 2 - 35

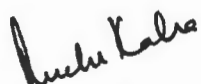
The notes referred to above form an integral part of these financial statements

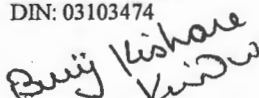
As per our report of even date attached


For BSR & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024


Manish Gupta
Partner
Membership No.: 095037

For and on behalf of the Board of Directors of
Oxyzo Financial Services Private Limited


Ruchi Kalra
Whole-time director and Chief Financial Officer
DIN: 03103474


Brij Kishore Kiradoo
Company Secretary
M.No.: A40347


Asish Mohapatra
Director
DIN: 06666246

Place: Gurugram
Date: 30 May 2019

Place: Gurugram
Date: 30 May 2019

Place: Gurugram
Date: 30 May 2019

Oxyzo Financial Services Private Limited
Profit and Loss for the year ended 31 March 2019
(All amounts are in Indian Rupees, unless otherwise stated)

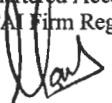
	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue			
Revenue from operations	16	452,567,391	36,990,348
Other income	17	3,520,290	301,553
Total revenue		456,087,681	37,291,901
Expenses			
Employee benefits	18	122,036,122	12,497,673
Finance Costs	19	179,168,197	9,900,405
Depreciation	11	534,550	1,653
Other expenses	20	87,555,449	10,939,004
Total expenses		389,294,318	33,338,735
Profit before prior period items and tax		66,793,363	3,953,166
Prior period items	21	-	590,660
Profit before tax		66,793,363	3,362,506
Tax expense:			
- Current income tax		18,424,314	1,139,616
- Deferred tax charge	6	917,358	562,006
Profit after tax		47,451,691	1,660,884
Earnings per equity share [nominal value of share Rs.10 each (previous year Rs.10 each)]			
- Basic	22	1.58	0.20
- Diluted		1.58	0.20

Significant accounting policies and notes to the financial statements 2 - 35

The notes referred to above form an integral part of these financial statements

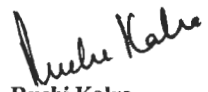
As per our report of even date attached

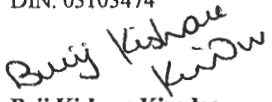
For **BSR & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024


Manish Gupta
Partner
Membership No.: 095037


Place: Gurugram
Date: 30 May 2019

For and on behalf of the Board of Directors of
Oxyzo Financial Services Private Limited


Ruchi Kalra
Whole-time director and Chief Financial Officer
DIN: 03103474


Brij Kishore Kiradoo
Company Secretary
M.No.: A40347

Place: Gurugram
Date: 30 May 2019


Asish Mohapatra
Director
DIN: 06666246

Place: Gurugram
Date: 30 May 2019


Oxyzo Financial Services Private Limited
Cash Flow Statement for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash flow from operating activities:		
Net Profit before tax	66,793,363	3,362,506
Adjustment for:		
Depreciation	534,550	1,653
Contingent provisions for standard assets	6,881,239	2,056,737
Provisions for sub-standard assets	3,615,272	-
Loan portfolio written-off	7,499,800	-
Profit on sale of mutual funds	(366,983)	(301,553)
Interest income on bonds	(2,782,692)	-
Interest income on fixed deposits	(370,615)	-
Employee stock options expense	820,917	855,079
Operating cash flow before working capital changes	82,624,851	5,974,422
Increase/ (decrease) in trade payables	(1,462,458)	9,532,844
Increase/ (decrease) in provisions	4,070,698	961,499
Increase/ (decrease) in other current liabilities	106,321,138	16,883,828
(Increase)/ decrease in loans and advances	(2,796,887,302)	(822,770,702)
(Increase)/ decrease in other current assets	(20,879,096)	(5,572,594)
Cash generated from operations	(2,626,212,169)	(794,990,703)
Income taxes paid	(18,899,645)	(1,365,116)
Net cash used by operating activities (A)	(2,645,111,814)	(796,355,819)
Cash flow from investing activities:		
Purchase of property, plant and equipment	(4,011,792)	(31,917)
Investment in mutual fund	(155,000,001)	(136,000,000)
Proceeds from sale of mutual funds	155,366,984	136,301,553
Investment in fixed deposit	(105,000,000)	-
Investment in security deposit	(7,500,000)	-
Proceeds from maturity of security deposit	1,250,000	-
Proceeds from maturity of fixed deposit	100,000,000	-
Investment in bonds	(80,753,020)	-
Interest received on fixed deposit and security deposit	282,671	-
Net cash provided/ (used) by investing activities (B)	(95,365,158)	269,636
Cash flow from financing activities:		
Proceeds from short-term borrowings	7,597,007,455	711,700,000
Proceeds from loan-term borrowings	2,020,000,000	-
Repayments of short-term borrowings	(7,496,218,328)	(132,500,000)
Repayments of long-term borrowings	(114,169,208)	-
Proceeds from premium on issue of equity shares including share premium	749,999,448	230,000,000
Net cash flow from financing activities (C)	2,756,619,367	809,200,000
Net Increase in cash and cash equivalents (A+B+C)	16,142,395	13,113,817
Cash and cash equivalents at beginning of year (refer Note 15)	33,113,817	20,000,000
Cash and cash equivalents at end of year (refer Note 15)	49,256,212	33,113,817

Note: Cash flows are reported using the Indirect method in accordance with Accounting Standard-3 'Cash Flow Statements' specified under Section 133 of the Companies Act, 2013.

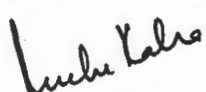
As per our report of even date attached

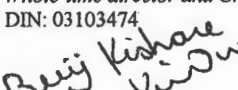
For BSR & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024


Manish Gupta
Partner
Membership No.: 095037

Place: Gurugram
Date: 30 May 2019

For and on behalf of the Board of Directors of
Oxyzo Financial Services Private Limited


Ruchi Kalra
Whole-time director and Chief Financial Officer
DIN: 03103474


Brij Kishore Kiradoo
Company Secretary
M.No.: A40347

Place: Gurugram
Date: 30 May 2019


Asish Mohapatra
Director
DIN: 06666246

Place: Gurugram
Date: 30 May 2019

Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

1. Background

Oxyzo Financial Services Private Limited (the 'Company') is a private limited company incorporated in India on 21 September 2016 under the provisions of the Companies Act, 2013. The Company is a subsidiary of OFB Tech Private Limited and incorporated to carry on the business of financing activities.

The Company has obtained a Certificate of Registration vide Certificate No. N-14.03380 from the Reserve Bank of India ("RBI") on 18 October 2017 to commence / carry on the business of Non-Banking Finance Company ("NBFC") without accepting public deposits. The Company has listed its non-convertible debentures on the Bombay Stock Exchange ("BSE") with effect from 6 February 2019.

2. Significant Accounting Policies:

i. Basis for preparation of financial statements

The financial statements of the Company have been prepared and presented under the historical cost convention, in accordance with Generally Accepted Accounting Principles in India ("GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, ("the Act") and the Master Directions – Non Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 vide Master Direction DNBR.PD.007/03.10.119/2016-17 dated 1 September 2016 ("Master Direction") issued by the Reserve Bank of India, as adopted consistently by the Company.

ii. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. Any revision to the accounting estimates is recognised prospectively in the current and future periods. Estimate and underlying assumptions are reviewed on an ongoing basis. Estimates include provisions for doubtful debts and advances, employee benefit plans, provision for income taxes. Actual results could differ from these estimates.

iii. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in case and cash equivalents, the Company has ascertained its operating cycle as less than 12 months for the purpose of current/ non-current classification of assets and liabilities.

iv. Revenue recognition

The Company's revenue recognition policies are in accordance with the Master Direction and Accounting Standards specified under Section 133 of the Act, to the extent applicable, as adopted consistently by the Company for income recognition. Reversal of income, necessitated by these guidelines, has been netted off from revenue from operations.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

Interest Income from financing activities:

Interest income from loans disbursed is accounted for by applying the Internal Rate of Return (IRR), implicit in the agreement, on the diminishing balance of the financed amount, over the period of the agreement so as to provide a constant periodic rate of return on the net investment outstanding on the contracts on accrual basis except for non-performing assets, in respect of which income is recognised when received in accordance with the Master Direction of the RBI. No income is accrued on accounts delinquent for more than 90 days.

Penal interest charged on delayed payment is recognized on realization basis.

Processing fees and service fees

Processing fees and service fee charged on loans are recognised upfront on accrual basis.

Gain/ loss on redemption of Investment:

Gain or loss on redemption of investments is determined based on the weighted average cost of the investments redeemed.

v. Provisioning for standard assets and non-performing assets

Provisions for standard and non-performing assets are recognized in accordance with the Master Direction. The provision estimate based on DPD (Days Past Due) are as below:

Asset Classification	Overdue (in days)	% of provision
Standard assets	0 – 90 days	0.25%
Sub-standard assets	91 – 455 days	10%
Doubtful 1	456 – 820 days	- 100% provision to the extent to which the advance is not covered by the realizable value of security - 20% on secured portion
Doubtful 2	821 – 1550 days	- 100% provision to the extent to which the advance is not covered by the realizable value of security - 30% on secured portion
Doubtful 3	> 1551 days	- 100% provision to the extent to which the advance is not covered by the realizable value of security - 50% on secured portion

Further, specific provisions are also recognized based on the management's best estimate of the recoverability on non-performing assets.

vi. Expenditure

Interest Expense

Interest on borrowings is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowing.

Other Expenses

Other expenses are recognized on accrual basis and provisions are made for all known losses and liabilities. The Company has also entered into a shared services arrangement for sharing of common resources and facilities with other entity. The cost allocated to the Company under cost sharing arrangement are included under the head other expenses and employee benefits. The cost allocated

to other entity under the arrangement are shown as recoverable from respective entity. Amount charged from other entity is reduced from respective expense.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

vii. Employee benefits

The Company's obligations towards various employee benefits has been recognized as follows:

Short-term employee benefits

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, reimbursements and bonus etc., are recognized in the Statement of Profit and Loss in the period in which the employee renders the services.

Defined contribution plan

The Company's employee provident fund scheme is a defined contribution plan. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Statement of Profit and Loss in the year when the employee renders the related service.

Defined benefit plan

The Company's Gratuity plan is a defined benefit plans. The present value of obligations under such a defined benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

Other long-term benefits – Compensated absences

Entitlements to earned leaves are recognized when they accrue to employees. Any excess over the maximum number of accumulated leaves entitlement days subject to mandatory lapse days is encashed at applicable basic pay rate. Balance leaves, if any can be encashed at the time of retirement/ termination of employment. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation as at the year end.

viii. Employees Stock Option Scheme

The Company accounts of employee stock option based compensation as per the guidance note on share based payment under intrinsic value method. The guidance note also applies to transfer to stock options of the parent of the Company to the employees of the Company. The excess of fair value of underlying equity shares as of the date of grant of options over the exercise price of the options given to employees under the employee stock option plan is recognized as stock compensation cost over the vesting period on a straight line basis.



A

Oyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

ix. Fixed assets and depreciation

Property, plant and equipment

Property, plant and equipment are carried at cost of acquisition less accumulated depreciation. The cost of an item of property, plant and equipment comprises its purchase price, including non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values, over their estimated useful lives as determined under Part C of Schedule II of the Companies Act, 2013, using the straight line method, and is recognised in the statement of profit and loss. Management believes that the useful lives as determined under Part C of Schedule II represent the period over which management expects to use such assets.

In case of assets transferred from holding company to subsidiary company, the useful lives were arrived by deducting the life of assets already used from the total useful lives prescribed under Part C of Schedule II of the Companies Act, 2013.

x. Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date in accordance with Accounting Standard 28 'Impairment of Assets', to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

xi. Investments

Investments are classified into current or non-current based on the intent on the management at the time of making the investment. Investments intended to be held for more than one year are classified as non-current investment. Current investments, other than investments in unquoted mutual funds, are valued at lower of cost and market value. Investments in unquoted mutual funds in the nature of current investments are valued at net asset value declared by the respective funds as at the Balance Sheet date. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to Statement of Profit and Loss; appreciation, if any, is recognised at the time of sale, except investments in current unquoted mutual fund on which appreciation is recognised based on the net asset value.

Non-current investments are valued at cost unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health and specific prospects of the issuer.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

xii. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

xiii. Current and deferred tax

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only to the extent that there is a reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written - up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

xiv. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis. Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

xv. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and fixed deposits with original maturity of three months or less.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

3 Share capital	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of Rs. 10 each (previous year Rs. 10 each)	37,600,000	376,000,000	25,000,000	250,000,000
	<u>37,600,000</u>	<u>376,000,000</u>	<u>25,000,000</u>	<u>250,000,000</u>
Issued, subscribed and fully paid-up				
Equity shares of Rs. 10 each, fully paid up (previous year Rs. 10 each)	35,526,881	355,268,810	25,000,000	250,000,000
	<u>35,526,881</u>	<u>355,268,810</u>	<u>25,000,000</u>	<u>250,000,000</u>

(a) Reconciliation of number and amount of equity shares outstanding at the beginning and end of the year

Balance at the beginning of the year	25,000,000	250,000,000	2,000,000	20,000,000
Add: shares issued during the year	10,526,881	105,268,810	23,000,000	230,000,000
Balance as at the end of the year	<u>35,526,881</u>	<u>355,268,810</u>	<u>25,000,000</u>	<u>250,000,000</u>

(b) The rights, preferences and restrictions to equity shares

The Company has a single class of equity shares having a par value of Rs. 10 per share (previous Rs. 10 per share). Each holder of equity share is entitled to one vote per share in proportion of the share of the paid-up capital of the Company held by the shareholder. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after discharging all liabilities of the Company, in proportion to their shareholding.

(c) Equity shares held by the holding company

Name	As at 31 March 2019		As at 31 March 2018	
	No. of shares	% holding	No. of shares	% holding
OFB Tech Private Limited (holding company)*	35,526,881	100.00%	25,000,000	100.00%

(d) Detail of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name	As at 31 March 2019		As at 31 March 2018	
	No. of shares	% holding	No. of shares	% holding
OFB Tech Private Limited (including shared held by nominees)*	35,526,881	100.00%	25,000,000	100.00%

*The shareholding of the holding company is inclusive of 10 shares held by Ruchi Kalra as a nominee shareholder. The ultimate holding company is OFB Tech Private Limited

4 Reserves and surplus

	As at 31 March 2019	As at 31 March 2018
Capital reserve (Employee stock options outstanding account)		
Opening balance	855,079	-
Add: transferred during the year	820,917	855,079
Closing balance	<u>1,675,996</u>	<u>855,079</u>
Statutory reserve under section 45-IC of the RBI Act, 1934*		
Opening balance	332,177	-
Add: Transfer from surplus in the statement of profit and loss	9,490,338	332,177
Closing balance	<u>9,822,515</u>	<u>332,177</u>
Share Premium		
Opening balance	-	-
Add: Premium on issue of shares during the year	644,730,638	-
Closing balance	<u>644,730,638</u>	<u>-</u>
Surplus in statement of profit and loss		
Opening balance	1,328,707	-
Add: Profit for the year	47,451,691	1,660,884
Less: Transfer to reserve fund as per section 45-IC of RBI Act, 1934*	(9,490,338)	(332,177)
Closing balance	<u>39,290,060</u>	<u>1,328,707</u>
	<u>695,519,209</u>	<u>2,515,963</u>

*Statutory reserve represents the reserve fund created under Section 45-IC of the Reserve Bank of India Act, 1934 (RBI Act). Under Section 45-IC of the RBI Act, a company is required to transfer sum not less than twenty percent of its net profit every year. Accordingly, the Company has transferred Rs.9,490,338 (previous year Rs.332,177) being twenty percent of net profit for the financial year to the statutory reserve. The statutory reserve can be utilised for the purposes as specified by the Reserve Bank of India from time to time.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

	Non-current portion		Current portion**	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
5 Long-term borrowings*				
Debentures (secured)				
Non-convertible debentures	510,000,000	-	160,000,000	-
Term loans (secured)				
From banks	100,833,329	-	273,392,709	-
From non-banking financial institutions	393,582,768	-	468,021,987	-
	<u>1,004,416,097</u>	<u>-</u>	<u>901,414,696</u>	<u>-</u>

* For terms of borrowings, refer note 25

** Amount disclosed under "other current liabilities" (refer note 10)

	As at 31 March 2019	As at 31 March 2018
6 Deferred tax liabilities (net)		
Deferred tax liabilities		
Difference between written down value of fixed assets as per Income-tax Act, 1961 and Companies Act, 2013	149,734	29,729
Unamortised borrowing costs	4,953,426	1,133,000
Total deferred tax liabilities	<u>5,103,160</u>	<u>1,162,729</u>
Deferred tax assets		
Provision for gratuity	569,056	18,536
Provision for compensated absences	480,559	52,577
Contingent provision for standard assets	2,486,545	529,610
Provision for sub-standard assets	87,636	-
Total deferred tax assets	<u>3,623,796</u>	<u>600,723</u>
Net deferred tax liabilities recognised in the financial statements	<u>1,479,364</u>	<u>562,006</u>

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
7 Provisions				
Provision for employee benefits:				
Provision for gratuity (refer note 27)	3,166,955	756,539	3,825	779
Provision for compensated absences (refer note 27)	1,772,419	199,808	88,998	4,373
Others:				
Contingent provision for standard assets	840,528	127,871	8,097,447	1,928,866
Provision for sub-standard assets	-	-	3,615,272	-
	<u>5,779,902</u>	<u>1,084,218</u>	<u>11,805,542</u>	<u>1,934,018</u>

	As at 31 March 2019	As at 31 March 2018
8 Short-term borrowings		
Term loans (secured)*		
From banks	212,500,000	-
From non-banking financial institutions	250,956,486	550,000,000
Loans repayable on demand (secured)		
Bank overdraft #	109,763,431	-
Loan from related party (unsecured)		
OFB Tech Private Limited	-	29,200,000
Other loans and advances (unsecured)		
Commercial papers^	106,769,210	-
	<u>679,989,127</u>	<u>579,200,000</u>

* For terms of borrowings, refer note 25

Rs.30,298,356 (previous year nil) are secured against fixed deposit pledged by the holding company, interest rate of 9% per annum (previous year nil).
 Rs.79,465,075 (previous year nil) secured against first and exclusive charge on specific identified receivables of the Company and corporate Guarantee by the holding company and interest rate varies from 12.35% to 13.36% per annum (previous year nil).

^Details of repayment, interest rate and installment due for the year ended 31 March 2019 (Previous year Nil)

Particulars	Amount	Date of
12.70% Northern Arc Money Market Alpha Trust (ISIN: INE04VS14020)	58,178,010	18-Jun-19
12.75% Northern Arc Money Market Alpha Trust (ISIN: INE04VS14012)	48,591,200	29-Apr-19



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

9 Trade payables*	As at 31 March 2019	As at 31 March 2018
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	8,070,386	9,532,844
	<u>8,070,386</u>	<u>9,532,844</u>

* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should maintain in their correspondence with its customers, the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2019 and 31 March 2018.

10 Other current liabilities	As at 31 March 2019	As at 31 March 2018
Current maturities of long term borrowings (refer note 5)	901,414,696	-
Payable to holding company	44,823,997	-
Loans pending disbursement (payable to holding company)	45,489,595	10,906,989
Interest accrued but not due on borrowings	23,593,299	3,601,736
Capital creditors (payable to holding company)	1,613,166	553,608
Statutory dues payable	7,009,558	2,115,391
Employee related payables	2,288,517	259,712
	<u>1,026,232,828</u>	<u>17,437,436</u>



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

11 Property, plant and equipment

Asset description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2018	Additions	Deletions	As at 31 March 2019	As at 1 April 2018	During the year	Deletions	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
Freehold Land*	-	1,331,400	-	1,331,400	-	-	-	-	1,331,400	-
Computers and other equipment	585,525	3,739,950	-	4,325,475	1,653	534,550	-	536,203	3,789,272	583,872
Total	585,525	5,071,350	-	5,656,875	1,653	534,550	-	536,203	5,120,672	583,872

* Note: Mortgaged by way of first *paripasu* charge for non-convertible debentures of Rs.670,000,000 (previous year Nil)

Property, plant and equipment

Asset description	Gross block				Accumulated depreciation				Net block	
	As at 1 April 2017	Additions	Deletions	As at 31 March 2018	As at 1 April 2017	During the year	Deletions	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
Computers and other equipment	-	585,525	-	585,525	-	1,653	-	1,653	583,872	-
Total	-	585,525	-	585,525	-	1,653	-	1,653	583,872	-



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

22 Earnings per share	For the year ended 31 March 2019	For the year ended 31 March 2018
Net profit for the year	47,451,691	1,660,884
Effect of dilutive potential equity shares (if any)	-	-
Net profit for the year considered for computing diluted EPS	47,451,691	1,660,884
Number of shares at the beginning of the year	25,000,000	2,000,000
Number of shares at the end of the year	35,526,881	25,000,000
Weighted average number of equity shares	29,990,823	8,268,493
Weighted average number of equity shares used in computing diluted	29,990,823	8,268,493
Basic earning per equity share of face value of Rs. 10 each	1.58	0.20
Diluted earning per equity share of face value of Rs. 10 each	1.58	0.20

23 Cost allocation

OFB Tech Private Limited, the holding company, allocates common costs viz. rent, cost of utilities, payroll, technical support etc. to the Company on an appropriate basis, mutually agreed between the two companies. During the current year, personnel costs and administrative and other costs amounting to Rs. 57,622,271 (previous year Rs. 8,535,779) have been allocated by OFB Tech Private Limited to the Company on account of the above.

Further, pursuant to cost sharing arrangement, the Company has also allocated common costs related to Payroll and other expenses to OFB Tech Private Limited. The costs allocated by the Company during the current year is Rs. 2,158,636 (previous year Rs. 1,172,594).

24 Segment reporting

In the opinion of the management, there is only one business segment, i.e. financing as envisaged in AS 17 - Segment Reporting, specified under Section 133 of the Companies Act, 2013. Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company. The Company operates principally within India and does not have operations in economic environments with different risks and returns; hence, it is considered operating in single geographical segment.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

25. Terms of the borrowings

A. Terms of Long-term borrowings (including respective current maturities)

Following are the details of certain pertinent terms and conditions of the borrowings for the year ended 31 March 2019 and year ended 31 March 2018:

Note no. (i) Security and terms of repayment for listed redeemable non-convertible debenture (Listed NCD)*

Particulars	Amount outstanding		Amount outstanding		Principal repayment terms				Interest repayment terms
	As at 31 March 2019		As at 31 March 2018		Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
	Non current	Current maturities	Non current	Current maturities					
200 Series A NCD's of Rs. 1,000,000 each	120,000,000	80,000,000	-	-	10	12.32%	Quarterly	18-Apr-2019	Quarterly
200 Series B NCD's of Rs. 1,000,000 each	120,000,000	80,000,000	-	-	10	12.32%	Quarterly	18-Apr-2019	Quarterly
Total (A)	240,000,000	160,000,000	-	-					

*Listed non-convertible redeemable debentures of Rs.400,000,000, which are secured by first and exclusive charge over the specific identified book debts/ loan receivables of the Company, by first ranking exclusive charge by way of pledge over corporate bonds for Rs.808 lakhs and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.

Note no. (ii) Security and terms of repayment for unlisted redeemable non-convertible debenture

Particulars	Amount outstanding		Amount outstanding		Repayment terms				Interest repayment terms
	As at 31 March 2019		As at 31 March 2018		Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
	Non current	Current maturities	Non current	Current maturities					
100 NCD's of Rs. 1,000,000 each **	100,000,000	-	-	-	1	13.60%	Bullet	31-Mar-2023	Quarterly
1700 NCD's of Rs. 100,000 each ***	170,000,000	-	-	-	1	13.45%	Bullet	1-Mar-2022	On maturity
Total (B)	270,000,000	-	-	-					

**Non-convertible redeemable debentures of Rs.100,000,000, which are secured by first and exclusive charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.

***Market-linked non-convertible debentures of Rs.170,000,000 which are secured by first and exclusive charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.

Note no. (iii) Secured term loans from banks^

Particulars	Amount outstanding		Amount outstanding		Repayment terms				Interest repayment terms
	As at 31 March 2019		As at 31 March 2018		Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
	Non current	Current maturities	Non current	Current maturities					
IDFC First Bank	87,499,987	162,500,013	-	-	12	12.50%	Monthly	1-Sep-2019	Monthly
Utkarsh Small Finance Bank	13,333,342	79,999,992	-	-	15	12.70%	Monthly	15-Mar-2019	Monthly
Fincare Small Finance Bank	-	30,892,704	-	-	15	12.25%	Monthly	28-Oct-2018	Monthly
Total (C)	100,833,329	273,392,709	-	-					

^ Secured term loans from bank are secured by first and exclusive charge on specific identified receivables of the Company and corporate guarantee by holding company.

Note no. (iv) Secured term loans from non banking financial companies ^

Particulars	Amount outstanding		Amount outstanding		Repayment terms				Interest repayment terms
	As at 31 March 2019		As at 31 March 2018		Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
	Non current	Current maturities	Non current	Current maturities					
Northern Arc Capital Limited (formerly IFMR Capital Finance Limited)	16,505,505	3,494,494	-	-	30	13.25%	Monthly	25-Oct-2019	Monthly
	66,028,187	13,971,811	-	-	30	13.25%	Monthly	25-Oct-2019	Monthly
Shriram City Union Finance Limited	-	34,301,362	-	-	18	12.50%	Monthly	5-Oct-2018	Monthly
	-	68,516,684	-	-	18	12.50%	Monthly	5-Oct-2018	Monthly
Hinduja Leyland Finance Limited	126,907,478	73,092,526	-	-	30	11.70%	Monthly	27-Apr-2019	Monthly
	40,618,114	48,274,843	-	-	24	13.25%	Monthly	19-Jan-2019	Monthly
MAS Financial Services Limited	16,666,664	33,333,336	-	-	18	13.00%	Monthly	25-Apr-2019	Monthly
	16,666,664	33,333,336	-	-	18	13.00%	Monthly	25-Apr-2019	Monthly
	8,333,330	33,333,336	-	-	18	13.50%	Monthly	25-Jan-2019	Monthly
	8,333,330	33,333,336	-	-	18	13.50%	Monthly	25-Jan-2019	Monthly
	8,333,330	33,333,336	-	-	18	13.50%	Monthly	25-Jan-2019	Monthly
Ugro Capital Limited	8,994,163	35,899,590	-	-	18	12.50%	Monthly	1-Feb-2019	Monthly
Vivriti Capital Private Limited	68,576,403	21,423,597	-	-	33	13.15%	Monthly	27-Jul-2019	Monthly
	7,619,600	2,380,400	-	-	33	13.15%	Monthly	27-Jul-2019	Monthly
Total (D)	393,582,768	468,021,987	-	-					
Total (A+B+C+D)	1,004,416,097	901,414,696	-	-					

^ Secured term loans from non banking financials companies are secured by first and exclusive charge on specific identified receivables of the Company and corporate guarantee by holding company.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

B. Terms of Short-term borrowings

Following are the details of certain pertinent terms and conditions of the borrowings for the year ended 31 March 2019 and year ended 31 March 2018:

Note no. (i) Secured term loans from banks[^]

Particulars	Amount outstanding		Repayment terms				Interest repayment terms
	As at 31 March 2019	As at 31 March 2018	Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
Kotak Mahindra Bank	50,000,000	-	1	11.75%	Bullet	20-Jun-2019	Monthly
	50,000,000	-	1	11.75%	Bullet	6-Jun-2019	Monthly
AU Small Finance Bank	112,500,000	-	3	13.00%	Quarterly	18-Mar-2019	Monthly
Total (A)	212,500,000	-					

[^] Secured term loans from bank are secured by first and exclusive charge on specific identified receivables of the Company and corporate guarantee by holding company.

Note no. (ii) Secured term loans from non banking financial companies[^]

Particulars	Amount outstanding		Repayment terms				Interest repayment terms
	As at 31 March 2019	As at 31 March 2018	Installments	Rate of Interest (per annum)	Periodicity	Start date	Periodicity
Northern Arc Capital Limited (formerly IFMR Capital Finance Limited)	33,876,191	-	9	13.35%	Monthly	31-Jan-2019	Monthly
	28,333,986	-	9	13.35%	Monthly	31-Dec-2018	Monthly
	22,827,853	-	9	13.35%	Monthly	3-Dec-2018	Monthly
	17,205,358	-	9	13.35%	Monthly	31-Oct-2018	Monthly
	17,205,358	-	9	13.35%	Monthly	31-Oct-2018	Monthly
	11,543,327	-	9	13.35%	Monthly	1-Oct-2018	Monthly
	-	50,000,000	6	13.50%	Monthly	26-Sep-2018	Monthly
	-	50,000,000	6	13.50%	Monthly	13-Sep-2018	Monthly
	-	50,000,000	6	13.50%	Monthly	27-Aug-2018	Monthly
	-	150,000,000	6	13.50%	Monthly	19-Jul-2018	Monthly
-	100,000,000	1	13.50%	Bullet	18-Jun-2018	Monthly	
-	50,000,000	1	13.50%	Bullet	22-Jun-2018	Monthly	
Avanse Financial Services Limited	-	100,000,000	1	12.95%	Bullet	25-Mar-2019	Monthly
Capri Global Capital Limited	24,999,998	-	12	13.70%	Monthly	15-Oct-2018	Monthly
	16,666,664	-	12	14.00%	Monthly	15-Aug-2018	Monthly
A.K.Capital Finance Private Limited	35,714,286	-	7	12.65%	Monthly	28-Feb-2019	Monthly
	35,714,285	-	7	12.65%	Monthly	28-Feb-2019	Monthly
Vivriti Capital Private Limited	6,869,180	-	9	12.50%	Monthly	12-Oct-2018	Monthly
Total (B)	250,956,486	550,000,000					
Total (A+B)	463,456,486	550,000,000					

[^] Secured term loans from non banking financials companies are secured by first and exclusive charge on specific identified receivables of the Company and corporate guarantee by holding company.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

26 Related party disclosures

(a) *Related party and nature of relationship where control exists*

Holding company OFB Tech Private Limited

(b) *Related party and nature of the related party relationship with whom transactions have taken place during the year*

Holding company OFB Tech Private Limited

Key managerial personnel Ruchi Kalra, Whole-time Director and Chief financial officer
Vasant Sridhar, Director
Dhaval Dineshchandra Radia, Director (till 31 July 2018)
Brij Kishore Kiradoo, Company Secretary

(c) *Transactions with related parties*

	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Holding company	Key managerial personnel	Holding company	Key managerial personnel
Issue and allotment of equity share capital*	749,999,448	-	230,000,000	-
Purchase of property, plant and equipment	1,613,166	-	553,608	-
Interest expense	4,127,683	-	2,134,120	-
Pre-incorporation expenses (prior period)	-	-	590,660	-
Technical support services (cost allocation received)	9,908,664	-	2,021,460	-
Business auxiliary services (cost allocation received)	11,193,280	-	2,221,332	-
Employee costs and reimbursements (cost allocation received)	16,558,287	-	4,292,986	-
Reimbursement of legal and other expenses (cost allocation received)	20,000,000	-	-	-
Employee costs and reimbursements received (cost allocation made)	2,158,637	-	1,172,594	-
Payments on behalf of borrowers	2,711,654,991	-	435,732,967	-
Loan taken	-	-	161,700,000	-
Loan repaid	29,200,000	-	132,500,000	-
Guarantee given to lenders on behalf of the Company (loan outstanding as on current year Rs.2,448,752,353 previous year Rs.550,000,000)	4,040,000,000	-	700,000,000	-
Loans secured by fixed deposits given by holding company	30,298,356	-	-	-
Managerial remuneration**				
Ruchi Kalra	-	2,528,401	-	1,250,000
Dhaval Dineshchandra Radia	-	742,949	-	1,841,665
Vasant Sridhar	-	3,178,404	-	283,333
Employee stock options expense				
Vasant Sridhar	-	82,794	-	78,136
Dhaval Dineshchandra Radia***	-	303,405	-	672,424
(d) <i>Balances outstanding as at year end</i>				
Payables	44,823,997	-	8,779,232	-
Capital creditors	1,613,166	-	553,608	-
Interest accrued but not due	3,714,915	-	1,920,708	-
Other recoverables	2,158,637	-	1,172,594	-
Loans pending disbursement	45,489,595	-	10,906,989	-
Loans outstanding	-	-	29,200,000	-



✓

Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

27 Employee benefits

(a) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Employees' Provident Fund and Employees' State Insurance schemes, which are defined contribution plans. The Company has no obligation other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to Employees' Provident Fund and Employees' State Insurance schemes is Rs. 1,968,105 (previous year Rs. 152,672) and Rs. 61,381 respectively (previous year Rs. 4,715).

(b) Defined benefit plans

The Company operates a gratuity plan wherein every employee is entitled to a benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death, whichever is earlier. The benefit vests after five years of continuous service. Gratuity benefits are valued in accordance with the Payment of Gratuity Act, 1972.

The following table sets forth the status of the gratuity plan of the Company and the amounts recognized in the balance sheet and in the statement of profit and loss:

Change in present value of defined benefit obligation

	As at 31 March 2019	As at 31 March 2018
Present value of obligation as at the beginning of the year	757,318	-
Expense in respect of inward transferred employees from holding company	439,953	685,335
Interest cost	59,028	-
Current service cost	2,235,794	90,303
Benefits paid	-	-
Actuarial loss/ (gain) on obligation	(321,313)	(18,320)
Present value of obligation as at the end of the year	3,170,780	757,318

Classification of net liability into current/ non-current

	As at 31 March 2019	As at 31 March 2018
Current	3,825	779
Non-current	3,166,955	756,539
	3,170,780	757,318

Expense recognised in the Statement of Profit and Loss

	For the year ended 31 March 2019	For the year ended 31 March 2018
Current service cost	2,235,794	90,303
Interest cost	59,028	-
Net actuarial loss/ (gain) recognized in the year	(321,313)	(18,320)
Total expense included in 'employee benefits' in Note 18.	1,973,509	71,983

Experience adjustments

Particulars	As at 31 March 2019	As at 31 March 2018
Defined benefit obligation	(3,170,780)	(757,318)
Experience adjustments on plan liabilities	(201,918)	(18,320)

Principal assumptions used at the balance sheet for gratuity and compensated absences are as follows:

Particulars	As at 31 March 2019	As at 31 March 2018
Discount rate (p.a.)	7.55%	7.80%
Salary escalation rate (p.a.)	12.00%	9.00%
Retirement age	60	60
Mortality table	IALM 2006-08	IALM 2006-08
Withdrawal rates (%)		
Upto 30 years	3.00%	3.00%
31 - 44 years	7.00%	2.00%
Above 44 years	0.00%	1.00%

The discount rate is based upon the prevailing market yields available on government bonds as at the balance sheet date for the estimated term of the obligation and the salary growth rate takes account of the inflation, seniority, promotion and other relevant factors on long term basis.

(c) Other long-term benefits:

The actuarial valuation of compensated absences has been carried out by an independent actuary. The obligation of compensated absences in respect of employees of the Company as at 31 March 2019 amounts to Rs. 1,861,417 (previous year Rs. 204,181).



Oxyzo Financial Services Private Limited
Schedules to the financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

6) Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	As at 31 March 2019			As at 31 March 2018		
	Amount net of provisions			Amount net of provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	1,113,896,853	2,497,446,006	3,611,342,859	98,903,293	723,791,401	822,694,694
Total	1,113,896,853	2,497,446,006	3,611,342,859	98,903,293	723,791,401	822,694,694

7) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted):

Category	As at 31 March 2019		As at 31 March 2018	
	Rupees		Rupees	
	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	80,753,020	80,753,020	-	-
Total	80,753,020	80,753,020	-	-

8) Other information

Particulars	As at 31 March 2019 Rupees	As at 31 March 2018 Rupees
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties*	36,152,721	-
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	32,537,449	-
(iii) Assets acquired in satisfaction of debt	-	-

*Out of this Rs. 7,726,735 of Gross NPAs have been regularised subsequently.



Oxyzo Financial Services Private Limited
Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

29 Share based payments

Employee Stock Option Plan ("ESOP Plan")

OFB Tech Private Limited ("OFB"), the holding company, had framed an OfBusiness Stock Options Plan, 2016 ('ESOP 2016 Plan'), which was duly approved by the Shareholder of the OFB in the Extraordinary General Meeting held on 8 April 2016. ESOP 2016 Plan will be administered by Compensation committee and in the absence of such committee Board of Directors of the OFB shall ensure the administration of the ESOP 2016 Plan. The stock options granted are categorized as equity settled and have a graded vesting. The options vest at various dates over the period of one to four year from the date of grant. The options expires within 7 years from the date of last vesting.

Pursuant to incorporation of the Company, certain employees of OFB were transferred to the Company. To align the interest of employees, it was determined that transferred employees of the Company may continue to participate in the ESOP 2016 Plan of OFB and accordingly they are entitled to shares of OFB.

Employee stock compensation expense for stock options during the year ended 31 March 2019 amounts to Rs.820,917 (previous year Rs.855,079).

Details of options granted to the employees of the Company under the ESOP Plan are as follows:

Vesting schedule (from the date of grant)*	Date of grant	No. of options granted	Exercise price (in Rs.)
40% on completion of first year (month end) 20% during the second year (various dates) 20% during the third year (various dates) 20% during the fourth year (various dates)	08-Apr-16	30	10
25% on completion of first year (month end) 25% on completion of second year (month end) 25% on completion of third year (month end) 25% on completion of fourth year (month end)	08-Apr-16	4	10
25% on completion of first year 25% on completion of second year 25% on completion of third year 25% on completion of fourth year	08-Apr-17	40	10
13% on completion of first year 29% on completion of second year 29% on completion of third year 29% on completion of fourth year	15-Jun-17	7	204,767
25% on completion of first year 25% on completion of second year 25% on completion of third year 25% on completion of fourth year	28-Feb-18	20	10
33.33% on completion of second year 33.33% on completion of third year 33.33% on completion of fourth year	28-Feb-18	12	204,767
50% on completion of third year 50% on completion of fourth year	28-Feb-18	12	204,767
100% on completion of fourth year	28-Feb-18	2	204,767
100% on completion of fourth year	02-Jul-18	1	10
100% on completion of fourth year	02-Jul-18	5	204,767
50% on completion of second year 50% on completion of fourth year	02-Jul-18	2	10
50% on completion of second year 50% on completion of fourth year	05-Jul-18	4	10
50% on completion of second year 50% on completion of fourth year	05-Jul-18	2	204,767
20% on completion of first year 20% during the second year 20% during the third year 40% during the fourth year	05-Jul-18	5	204,767
20% on completion of first year 20% during the second year 20% during the third year 40% during the fourth year	05-Jul-18	5	10
23% on completion of first year 23% during the second year 25% during the third year 29% during the fourth year	05-Jul-18	90	152,052

* 40 options granted on 8 April 2017 (with vesting schedule being 25% at month end of successive years for a period of 4 years) and 2 options granted on 28 February 2018 (with vesting schedule being 50% at month end of each of third and fourth year) were forfeited during the year in respect of employees which left the Company and did not exercise the option.



Notes to financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

Stock option activity during the year is as follows:

Particulars	31 March 2019		31 March 2018	
	Shares arising out of Options	Weighted average exercise price (in Rs.)	Shares arising out of Options	Weighted average exercise price (in Rs.)
Outstanding at the beginning of the year	74	29,612	-	-
Granted during the year#	114	141,597	24	102,389
Options granted prior to transfer date in respect of employees transferred from holding company during the year	44	97,735	59	10
Exercised during the year	-	-	-	-
Vested during the year	10	10	-	-
Vested for transferred employees before respective transfer date	11	18,625	9	10
Surrendered / Cancelled during the year	42	9,760	-	-
Outstanding at the end of the year	169	195,485	74	29,612
Exercisable at the end of the year	30	6,835	9	10
Weighted average remaining contractual life of the options outstanding at the end of the year	10.07 years		10.10 years	

The Company accounts of employee stock option based compensation under intrinsic value method as per the Guidance Note on "Accounting for Employee Share-based Payments" ("Guidance Note"), issued by the Institute of Chartered Accountants of India ("ICAI"). Accordingly, the excess of fair value of underlying equity shares as of the date of grant of options over the exercise price of the options given to employees under the employee stock option plan is recognized as stock compensation cost over the vesting period on a straight line basis. Had the compensation cost of employee stock options been determined based on fair value approach as described by the Guidance note, the Company's net profit after tax and basic and diluted earning per share would have been as per the proforma amount shown below:

Particulars	For the year ended	For the year ended
	31 March 2019	31 March 2018
Net profit as reported	47,451,691	1,660,884
Add: Employee stock options expense included in reported net profit/ (loss)	820,917	855,079
Less: Employee stock options expense determined under fair value based method	(7,247,493)	(876,389)
Pro forma net profit/ (loss)	41,025,115	1,639,574
Earning per share		
As reported - Basic	1.58	0.20
As reported - Diluted	1.58	0.20
Adjusted pro forma - Basic	1.37	0.20
Adjusted pro forma - Diluted	1.37	0.20

Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model with the

Particulars	8-Apr-16^	8-Apr-17^	15-Jun-17	28-Feb-18^	28-Feb-18	2-Jul-2018/ 5-Jul-2018	2-Jul-2018	05-Jul-18	05-Jul-18
Fair value of options at grant date	53,187	80,615	22,556	152,052	69,391	152,052	69,390	69,319	101,699
Fair value of share at grant date	53,193	80,621	80,621	152,058	152,058	152,058	152,058	152,058	152,058
Exercise price	10	10	204,767	10	204,767	10	204,767	204,767	152,052
Expected volatility	43.05%	41.16%	39.99%	41.16%	41.16%	56.70%	56.70%	56.70%	56.70%
Option life	9.08	10.08	9.21	10.91	10.91	10.34	10.34	10.34	10.34
Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%
Risk free interest rate	7.47%	6.64%	6.79%	7.51%	7.51%	8.10%	8.10%	8.10%	8.10%

^Options granted on 8 April 2017 and 28 February 2018 were forfeited during the year in respect of employees which left the Company and did not exercise the option.



Oxyzo Financial Services Private Limited
Schedules to the financial statements for the year ended 31 March 2019
(All amounts in Indian Rupees, unless otherwise stated)

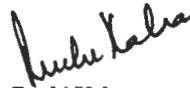
- 30 The Hon'ble Supreme Court of India, vide their ruling dated 28 February 2019, set out the principles based on which certain allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed by a third party and is pending before the SC for disposal. In view of the management, pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decisions is prospective. Further, the impact for the past period, if any, is not practically ascertainable in view of various interpretation issues. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.
- 31 There are no un-hedged liabilities or assets denominated in foreign currency with the Company as at 31 March 2019.
- 32 The Company has a process whereby pending litigations (if any) are reviewed on periodical basis. As at 31 March 2019, the Company did not have any pending litigation.
- 33 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision, if any, as required under any law/ accounting standards for material foreseeable losses on such long-term contracts has been made in the books of account.
- 34 There has been no loans restructured during the financial year ended 31 March 2019 and 31 March 2018.
- 35 Previous year's figures have been regrouped/ reclassified where necessary to conform to current year's classification.

For **BSR & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024



Manish Gupta
Partner
Membership No.: 095037

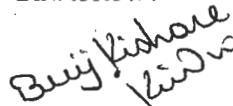
For and on behalf of the Board of Directors of
Oxyzo Financial Services Private Limited



Ruchi Kalra
Whole-time director and Chief Financial Officer
DIN: 03103474



Asish Mohapatra
Director
DIN: 06666246



Brij Kishore Kiradoo
Company Secretary
M.No.: A40347

Place: Gurugram
Date: 30 May 2019

Place: Gurugram
Date: 30 May 2019

Place: Gurugram
Date: 30 May 2019

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Third 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 2019.

FINANCIAL RESULTS

Particulars	As on 31st March, 2019	As on 31st March, 2018
Revenue from Operations	452,567,391	36,990,348
Other Income	3,520,290	301,553
Total Income	456,087,681	37,291,901
Expenses	389,294,318	33,338,735
Profit/(Loss) before tax and prior period Adjustments	66,793,363	3,953,166
Profit/(Loss) before tax	66,793,363	3,362,506
Tax Expenses	19,341,672	1,701,622
Profit/(Loss) for the year	47,451,691	1,660,884

STATE OF COMPANY'S AFFAIRS, OPERATING RESULTS AND PROFITS

During the period under review, the company has earned revenue from operation of **Rs. 452,567,391/-** however, the company has incurred expenses of **Rs. 389,294,318**. The Directors are hopeful that in view of these financial results the efforts will be enhanced by the Company for promoting its services, the business of the company would further augment in the coming years. The Company has earned Profit of the year of **Rs. 47,451,691/- which is higher than previous year.**

SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATOR

Listing: During the period under review, Series A and B Rated, Secured, Redeemable, Taxable, Listed, Non-Convertible Debentures ("NCDs"/" Debentures") were issued and allotted by the Company and got listed by Bombay Stock Exchange w.e.f February 06, 2019 (Series A) and February 14, 2019 (Series B)

Startup: The Company has now recognized as a startup by the Department for Promotion of Industry and Internal Trade w.e.f June 06, 2019.

DIVIDEND

The Board of Directors of the Company has not recommended any dividend for the Financial Year 2018-19.

RESERVE AND SURPLUS

During the period under review, the company has transferred Rs. 6,95,519,209/- to Reserve and Surplus.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

No dividend was declared during the period; hence, no unclaimed dividend was required to be transferred to Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

CHANGE IN NATURE OF BUSINESS

Apart from listed as Debt listed Company and recognized as Startup Company, your Company, NBFC sector (NBFC-ND) has grown in size and complexity over the years and our industry is maturing and achieving high scale as it has crossed Assets Size more than Rs. 500 Crores and notified as Systemically Important w.e.f June 28, 2019(yet to be notified by RBI), though nature of business is certain and unmodified.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the Financial Year ended March 31, 2019 made under the provisions of Section 92(3) of the Act is attached as **Annexure-I** and which forms part of this Report. The Extract of Annual Return is to be placed at web address of the Company i. e <https://www.oxyzo.in/>

CAPITAL STRUCTURE

Authorized Share Capital

As on the date of this report, the Authorised Share Capital of the Company is Rs. 43,70,20,000 (Rupees Forty-Three Crores Seventy Lakhs Twenty Thousand Only) divided into 4,37,02,000 (Four Crores Thirty-Seven Lakhs Two Thousand) Equity Shares of Rs. 10/- each.

Issued, Subscribed and Paid Up Capital

As on the date of this report, the Issued, Subscribed and Paid up Capital of the Company is Rs. 42,36,77,280 (Rupees Forty-Two Crores Thirty-Six Lakhs Seventy-Seven Thousand Two Hundred and Eighty only) divided into 4,23,67,728(Four Crores Twenty-Three Lakh Sixty-Seven Thousand Seven hundred and Twenty-Eight) Equity shares Rs. 10/- each.

Changes in Shares Capital during the period under review

Authorized Share Capital

During the period under review and as on the date of the report the Authorised share capital of the company has been increased in following order:

Change during the period under review and till the date of report.

- i) The Authorised Share Capital of the company was increased from Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two crores and Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 28,50,00,000 (Rupees Twenty-Eight Crores and Fifty Lakhs) divided into 2,85,00,000 (Two Crores Eighty-Five Lakhs) Equity Shares of Rs. 10/- each w.e.f. July 10, 2018.
- ii) Further, the Authorised Share Capital of the company was increased from Rs. 28,50,00,000 (Rupees Twenty-Eight Crores and Fifty Lakhs) divided into 2,85,00,000 (Two Crores Eighty-Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 29,10,00,000/- (Rupees Twenty-Nine Crores Ten Lakhs Only) divided into 2,91,00,000 (Two Crores Ninety-One Lakhs) Equity Shares of Rs. 10/- each w.e.f. July 20, 2018.
- iii) Also, the Authorised Share capital of the company was increased from Rs. 29,10,00,000/- (Rupees Twenty-Nine Crores Ten Lakhs Only) divided into 2,91,00,000 (Two Crores Ninety-One Lakhs) Equity Shares of Rs. 10/- each to Rs. 33,60,00,000 (Rupees Thirty-Three Crores and Sixty Lakh only) divided into 3,36,00,000 (Three Crores Thirty-Six Lakh Only) Equity shares of Rs. 10/- each w.e.f. September 25, 2018 and
- iv) Again, the Authorised Share Capital of the company was increased from Rs. 33,60,00,000 (Rupees Thirty-Three Crores Sixty Lakh Only) divided into 3,36,00,000 (Three Crores Thirty-Six Lakh) Equity shares of Rs. 10/- each to Rs. 37,60,00,000 (Rupees Thirty-Seven Crores Sixty Lakh only) divided into Rs. 3,76,00,000 (Rupees Three Crores Seventy-Six Lakh) Equity shares of Rs. 10/- each w.e.f. October 26, 2018

- v) Further, the Authorised Share Capital of the company was increased from Rs 37,60,00,000 (Rupees Thirty-Seven Crores Sixty Lakhs Only) divided into 3,76,00,000 (Three Crores Seventy-Six Lakhs) Equity Share of Rs. 10/- each to Rs. 39,63,40,000 (Rupees Thirty-Nine Crores Sixty-Three Lakh Forty Thousand Only) divided into 3,96,34,000 (Three Crore Ninety-Six Lakhs Thirty-Four Thousand) Equity Shares of Rs. 10/- each and
- vi) Again, the Authorised Share Capital of the company was increased from Rs 39,63,40,000 (Rupees Thirty Nine Crores Sixty Three lakhs Forty Thousand) divided into 3,96,34,000 (Three Crores Ninety Six Lakhs Thirty Four Thousand) Equity Share of Rs. 10/- each to Rs. 43,70,20,000 (Rupees Forty-Three Crores Seventy Lakhs Twenty Thousand Only) divided into 4,37,02,000 (Four Crores Thirty Seven Lakhs Two Thousand) Equity Shares of Rs. 10/- each.

Hence the Authorized Share capital at present is Rs. 43,70,20,000 (Rupees Forty-Three Crores Seventy Lakhs Twenty Thousand Only)

Paid-up Share Capital

During the period under review and as on the date of the report the Paid-up share capital of the company has been achieved in following manner:

The Company has made rights issue aggregating 88,99,678 equity shares of Rs.10 each at a premium of Rs.51.80 per share and 74,85,123 equity shares of Rs.10 each at a premium of Rs.112.91 per share and 9,82,928 equity shares of Rs.10 each at a premium of Rs.183 per share to its Holding Company (OFB Tech Private Limited). The Company has received all the amounts due for such issue. Consequent upon such allotment the paid-up share capital of the Company as on date of this report is Rs. 42,36,77,280/-

DEBT STRUCTURE AND OTHER SECURITIES

- ❖ Listed Series A and Series B Non-convertible redeemable debentures of Rs.40 crores to Unifi AIF on January 18, 2019 and January 30, 2019 respectively , which are secured by first and exclusive charge over the specific identified book debts/ loan receivables of the Company, by first ranking exclusive charge by way of pledge over corporate bonds for Rs.808 lakhs and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.
- ❖ Unlisted Non-convertible redeemable debentures of Rs.10 Crores to IFMR FIMPACT MEDIUM TERM OPPORTUNITIES FUND on January 31, 2019 , which are secured by first and exclusive charge on Specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.
- ❖ Market-linked non-convertible debentures of Rs.17 Crores to IFMR FIMPACT INCOME BUILDER FUND on March 01, 2019 which are secured by first *and exclusive* charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu. (Pre – Redeemed on September 23, 2019)
- ❖ Commercial paper in the form of Usance promissory note(s) of Unit 100 to NORTHERN ARC MONEY MARKET ALPHA TRUST on January 30 ,2019 and further, of Unit 120 to NORTHERN ARC MONEY MARKET ALPHA TRUST on March 18, 2019.
- ❖ Unlisted Non-convertible redeemable debentures of Rs.10 Crores to IFMR FIMPACT LONG TERM MULTI ASSET CLASS FUND on July 09, 2019 , which are secured by first *and exclusive* charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first

paripassu charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.

- ❖ Unlisted Non-convertible redeemable debentures of Rs.20 Crores in two series (Series A1 and Series A2 -Rs. 10 Crores each) to Mr. Sachin Bansal on July 30, 2019 , which are secured by first *and exclusive* charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.
- ❖ Commercial paper of Unit 180 to NORTHERN ARC MONEY MARKET ALPHA TRUST on January 30 ,2019
- ❖ Market-linked non-convertible debentures of Rs.17 Crores to IFMR FIMPACT INCOME BUILDER FUND on September 24, 2019 which are secured by first *and exclusive* charge on specific identified receivables and by corporate guarantee from the Holding Company, OFB Tech Private Limited and by first *paripassu* charge on the immovable property being freehold land situated at Mappedu Village, Tiruvallur taluk and district, Chennai, Tamil Nadu.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company, being NBFC engaged in the business of financing Industrial enterprises, is exempted to comply with the provisions of Section 186 except Subsection (1) of Companies Act, 2013 as per Section 186 (11) of Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(ies) are in ordinary course of business and on arm's length. The details of such transactions/contracts/arrangements which are material in nature are contained in the **Annexure-II** attached hereto in form **AOC-2**.

SUBSIDIARY COMPANIES/ JOINT VENTURE/ ASSOCIATE COMPANIES

The Company does not have any joint venture or associate companies during the period under review. The Fellow subsidiary Company is OFCONS Construction Private Limited incorporated as on March 21, 2018.

OFCONS Construction Private Limited is engaged in different business activities (as defined below) that contributing the organization at wider level in term of diversified business line.

The main business model of OFCONS is:

- 1.To carry on the business as constructions and structural engineers, mechanical, electrical and civil engineers, masons and masonry and building contractors and as government, military, railway, public works, general and civil contractors.
2. To engage in the business of engineering, contracting and constructions including the design, manufacture, construction, erection, alteration, repair and installation of plants, buildings, structure, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices.

NUMBER OF MEETINGS OF THE BOARD

The Board has met Fourteen (34) times during the period ended on 31st March 2019 and not more than one hundred and twenty days (120) intervened between two consecutive meetings of the Board.

The List of Board Mcting is as under:

(Intentionally Left Blank)

S. No.	Date of BM
1.	08-05-2018
2.	23-05-2018
3.	14-06-2018
4.	26-06-2018
5.	29-06-2018
6.	10-07-2018
7.	18-07-2018
8.	20-07-2018
9.	06-08-2018
10.	04-09-2018
11.	25-09-2018
12.	23-10-2018
13.	26-10-2018
14.	31-10-2018
15.	04-12-2018
16.	18-12-2018
17.	26-12-2018
18.	04-01-2019
19.	17-01-2019
20.	18-01-2019
21.	30-01-2019 (10 AM)
22.	30-01-2019 (5 PM)
23.	31-01-2019
24.	05-02-2019
25.	28-02-2019
26.	01-03-2019
27.	14-03-2019 (5 PM)
28.	14-03-2019 (9 PM)
29.	18-03-2019 (10 AM)
30.	18-03-2019 (2 PM)
31.	22-03-2019 (10 AM)
32.	22-03-2019 (3:30 PM)
33.	26-03-2019
34.	29-03-2019

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 2019

(Intentionally Left Blank)

(i) Conservation of Energy

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

A. Research & Development:

Company is investing in analytics and artificial intelligence capabilities to

- a) be able to connect to the customer in a hyper-personalised manner.
- b) improve credit decision process.

B. Technology Absorption, Adaptation & Innovation:

a) Efforts made towards technology Absorption, Adaptation & Innovation at Oxyzo:

1. Use of Lead management system to maintain and manage all the client leads
2. Use of Loan Management System to automate all pre sanction and post sanction business workflows.
3. Customer website and app where customers can request disbursements and manage their ledgers.
4. Automation of various flows across departments to increase efficiency and controls.
5. Integration with third party software as part of business workflows to enrich information or provide new offerings.

b) Benefits derived as a result of the above efforts:

1. Technology is making business operations and expansion much easier as the cost of administration becomes lower.
2. Reduction in data errors and TAT.
3. reduction in cost of acquiring new segments and servicing existing customers

c) There is no Imported Technology during the period under review.

C. Expenditure incurred on Research and Development:

There is no expenditure incurred on Research & Development during the period under review.

(iii) Foreign Exchange Earnings and Outgo

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

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSON

The Board of Directors of the Company as on date of this report comprise of Six Directors and as per the Company's Articles of Association none of the directors retire by rotation and none of directors of the Company are disqualified from being appointed as Director of the Company pursuant to Section 164 of the Companies Act, 2013 and this fact has been affirmed by the auditors in their report.

Further, the following changes took place in the directorship during the Financial Year 2018-19 and till the date of this report:

- ❖ The designation of Ms. Ruchi Kalra having DIN 03103474 has changed from Executive Director to Chief Financial Officer and Whole Time Director with effect from February 05, 2019
- ❖ Mr. Akshat Vikram Pande (DIN: 03419636) , Mr. Rohit Kapoor (DIN : 06529360) appointed as an Independent Director of the Company with effect from February 05, 2019. Mr. Asish Mohapatra (DIN: 06666246) appointed as an Non -Executive Additional Director of the Company with effect from February 05, 2019 and shall be eligible for regularization in ensuing Annual General Meeting .
- ❖ Mr. Dhaval Dinesh Chandra Radia having (DIN 07688760) has resigned from the directorship of the Company w.e.f. July 31, 2018 due to personal unavoidable reasons.
- ❖ Mr. Brij Kishore Kiradoo , Company Secretary of the Company has been designated as Compliance Officer and Key Managerial Personnel w.e.f February 05, 2019.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration from Mr. Akshat Vikram Pande and Mr. Rohit Kapoor pursuant to Section 149(6) of Companies Act, 2013, at the time of their appointment i.e February 05, 2019.

Further, this is to inform you that Mr. Sathyan David, Earlier CGM, Reserve Bank of India, has been appointed as an Independent Director on the Board of the Company with effect from April 11, 2019 and declaration under 149 (6) is received from him before appointment on April 07, 2019.

PUBLIC DEPOSITS

During the year under review, your company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Annual Report. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this report. The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as part of this report at Annexure-III.

STATUTORY AUDITOR

B S R & Associates LLP, Chartered Accountants (Firm Reg No. 116231W/ W-100024) was appointed as Statutory Auditors of the company by the Members 's consent from the conclusion of Second Annual General Meeting held on September 28,2018 till the conclusion of Annual General Meeting to be held in the Year 2022 on such remuneration as may be decided by the Board of Directors.

AUDITORS REPORT

The Statutory auditor's report dated May 30, 2019 on the financial statements of the Company for FY 2018-19 is unmodified and does not have reservations, qualifications or adverse remarks.

The Secretarial Auditor's Report dated July 15, 2019 on the Statutory Compliances of the Company for the FY ended March 31,2019 is unmodified and does not have reservations, qualifications or adverse remarks.

INTERNAL FINANCIAL CONTROLS

In our Company the adequate policies and procedures adopted to ensure orderly and efficient conduct of its business, including adherence of company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Statutory Auditors and Internal Auditors of the Company on the efficiency or inadequacy of such controls.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of Companies Act, 2013 and rules made thereunder; related to Corporate Social Responsibility are not applicable on the Company

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, Vigil Mechanism/Whistle Blower Policy was formulated which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides for adequate safeguard against victimization of employees who avail the mechanism and also provides direct access to the Nominated Director (Ms. Ruchi Kalra) who play role of Audit Committee as of now (Audit Committee is constituted w.e.f August 21, 2019). Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company.

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. The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013)

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.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT :

RBI: FDI percentage in OFB Tech Pvt. Ltd. (Holding Company) was increased from 49 % (as on March 31, 2019) to 57.90 % in the month of September, 2019, hence Indirect Foreign Investment is applicable on OXYZO Financial Services Pvt. Ltd. (wholly owned subsidiary) as per FEMA Master Direction.

Systemically Important NBFC: Further, our Company, NBFC sector (NBFC-ND) has grown in size and complexity over the years and our industry is maturing and achieving high scale as it has **crossed Assets Size more than Rs. 500 Crores and notified as Systemically Important w.e.f June 28, 2019 (yet to be notified by RBI)** hence, it is imperative to comply with Directions given under **RBI Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended time to time** and Company is required to Comply with regulatory requirements as per Master Directions, hence, we are under compliance to consider, review and acknowledge the various directions/ circular given under Master Direction .

Pursuant to above Company has constituted/adopted/complied required Committees, Policies and other statutory compliances as may be necessary with effect from August 21, 2019, as per Corporate Governance Norms listed under RBI Master Direction.

AUDIT COMMITTEE

S. No.	Name of the Committee	Name of members	Permanent Invitees
1	Audit Committee	1. Rohit Kapoor, Chairman 2. Sathyan David, Member 3. Akshat Pande, Member 4. Ruchi Kalra, Member 5. Asish Mohapatra, Member	1. Board Members of OFB Tech Private Limited; 2. Board Members of Oxyzo Financial Services Private Limited; and 3. Any other individual as the Members may approve.

NOMINATION AND REMUNERATION COMMITTEE

S. No.	Name of the Committee	Name of members	Permanent Invitees
1	Nomination and Remuneration Committee	1. Akshat Pande, Chairman 2. Asish Mohapatra, Member 3. Vasant Sridhar, Member 4. Rohit Kapoor, Member	1. Board Members of OFB Tech Private Limited, 2. Board Members of Oxyzo Financial Services Private Limited and 3. Any other individual as the Members may approve.

RISK MANAGEMENT COMMITTEE

S. No.	Name of the Committee	Name of members	Permanent Invitees
1	Risk Management Committee	1. Sathyan David, Chairman 2. Ruchi Kalra, Member 3. Asish Mohapatra, Member 4. Akshat Pande, Member	1. Mr Bhuvan Gupta; 2. Any Other Individual as the Members may approve.

ASSETS LIABILITY COMMITTEE

S. No.	Name of the Committee	Name of members	Permanent Invitees
1	Assets Liability Committee	1. Ruchi Kalra, Chairperson 2. Akshat Pande, Member 3. Vasant Sridhar, Member	1. Mr Bhuvan Gupta 2. Lokesh Garg 3. Varun Laul 4. John Tyler Day

COMPANY POLICIES

S.No.	Particulars
1	Investment policy
2	Fair Practice Code
3	Outsourcing Policy
4	Policy for Demand /call loans
5	Fit and Proper Policy
6	Risk Management Policy
7	Remuneration Policy
8.	ALM Policy
8	Related Party Transaction Policy

IT STEERING COMMITTEE

Name of the Committee	Composition
IT Steering Committee	1. Ruchi Kalra 2. Dhruva Shree Agrawal 3. Asish Mohapatra

IT STRATEGY COMMITTEE

Name of the Committee	Composition
IT Strategy Committee	1. Sathyan David- Chairman 2. Dhruva Shree Agrawal- CTO 3. Asish Mohapatra- CIO

IT POLICIES

S. No.	Section A
1	IT Policy
2	Information Security Policy (IS Policy)
3	Cyber Security Policy
4	Change Management Policy
5	Policy for Information System Audit (IS Audit)
6	Policy for IT Services Outsourcing

Further, as on September 16, 2019, following polices are executed an took their effect:

S.No.	Particulars
1	Exposure to Single Party or group of single parties
2	Grievance Redressal Policy
3	Corporate Governance Policy
4	KYC policy
5	Interest Rate Policy/ Module

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 had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 profit and loss of the company for that period;
- (c) the directors had 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 had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- (f) the directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

Auditor of a company in the course of the performance of his duties as auditor, has no reason to believe that an offence of fraud involving such amounts as prescribed under the Act, has been committed in the company by its officers or employees, and no such report made to the Central Government or the Board

Also, further to apprise you that there is no such matter on which auditors have reported frauds to the audit committee or the Board but not reported to the Central Government.

COST RECORDS

For the purposes of sub-section (I) of section 148 of the Act. The Company is neither engaged in the production of the goods or providing services as specified in the ACT and nor having an overall turnover from all its products and services of rupees thirty five crore or more during the immediately preceding financial year, hence Company is not required to include cost records for any product or services in their books of account.

SECRETARIAL STANDARD

The Report of Board of Director is in compliance with the Secretarial Standard issued by ICSI on October 01, 2017

ACKNOWLEDGEMENTS

We thank our customers, business associates and bankers for their continued support during the financial year. We also place on record our sincere appreciation for the enthusiasm and commitment of Company's employees for the growth of the Company and look forward to their continued involvement and support.

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

Ruchi Kalra

Ruchi Kalra
CFO and WTD
DIN:03103474

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



Asish Mohapatra
Director
DIN : 06666246

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

Dated : September 24, 2019
Place : New Delhi

ANNEXURE-I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March 2019**

[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 / Ssub-Category of the Company	Private Limited Company
v)	Address of the Registered office and contact details	Shop No. G-22 C (UGF) D-1 (K-84) Green Park Main New Delhi South Delhi DL 110016 IN
vi)	Whether listed company Yes / No	Yes, Only Debt Listed
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium, Tower – B Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad-500032

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
I	Other Financial Services activities, except insurance and pension funding activities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	OFB Tech Private Limited Shop No. G-22 C (UGF) D-1 (K-84) Green Park Main New Delhi South Delhi DL 110016	U74140DL2015PTC 284428	Holding	100	2 (46)

2.	OFCONS Construction Private Limited Shop No. G-22 C (UGF) D-1 (K-84) Green Park Main New Delhi South	U74999DL2018PTC 331298	Subsidiary of OFB Tech Pvt. Ltd. (Sister Concern)	Nil	2(87)
----	---	------------------------	---	-----	-------

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during the year(in times)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
a)Individual/HUF	-	-	-	-	-	-	-	-	-
b)Central Govt	-	-	-	-	-	-	-	-	-
c)State Govt	-	-	-	-	-	-	-	-	-
d)Bodies Corp.*	-	2,50,00,000	2,50,00,000	100%	-	3,55,26,881	3,55,26,881	100%	42.11%
e)Banks/FI	-	-	-	-	-	-	-	-	-
f)Any other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(1)	-	2,50,00,000	2,50,00,000	100%	-	3,55,26,881	3,55,26,881	100%	42.11%
(2)Foreign									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	1-	-	-	-	-
c)Bodies Corp.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any Other.....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	-	2,50,00,000	2,50,00,000	100%	-	3,55,26,881	3,55,26,881	100%	42.11%

B.Public Shareholding									
1.Institutions									
a)Mutual Funds	-	-	-	-	-	-	-	-	-
b)Banks/FI	-	-	-	-	-	-	-	-	-
c)Central Govt.	-	-	-	-	-	-	-	-	-
d)State Govt(s)	-	-	-	-	-	-	-	-	-
e)Venture Capital	-	-	-	-	-	-	-	-	-
f)Insurance Cos.	-	-	-	-	-	-	-	-	-
g)FIIs	-	-	-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2.Non-Institution									
a)Bodies Corp.	-	-	-	-	-	-	-	-	-
i)Indian	-	-	-	-	-	-	-	-	-
ii)Overseas	-	-	-	-	-	-	-	-	-
b)Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									-
c)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2,50,00,000	2,50,00,000	100%	-	3,55,26,881	3,55,26,881	100%	42.11%

*Above Promoter Shareholding includes 10 Equity Shares held by Ms. Ruchi Kalra as nominee of OFB Tech Private Limited

(ii) Shareholding of Promoters

S.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	2,50,00,000	100%	Nil	3,55,26,881	100%	NIL	42.11%
	Total	2,50,00,000	100%	Nil	3,55,26,881	100%	NIL	42.11%

*Above Promoter Shareholding includes 10 Equity Shares held by Ms. Ruchi Kalra as nominee of OFB Tech Private Limited

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

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	OFB Tech Private Limited				
	At the beginning of the year	2,50,00,000	100%	3,55,26,881	100%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc):	Date	Reason	No. of Shares	% Total shares
		July 20, 2018	Allotment of equity shares	16,18,123	100%
		August 06, 2018	Allotment of equity shares	24,27,185	100%
		September 25, 2018	Allotment of equity shares	16,18,123	100%
		October 26, 2018	Allotment of equity shares	24,27,185	100%
		October 31, 2018	Allotment of equity shares	8,09,062	100%
		March 14, 2019	Allotment of equity shares	6,50,883	100%
		March 18, 2019	Allotment of equity shares	4,06,800	100%
		March 22, 2019	Allotment of equity shares	5,69,520	100%
	At the End of the year	2,50,00,000	100%	3,55,26,881	100%

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	-				
	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)	No. of Shares	% Total 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:

Sl. No.	For Each of the Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	OFB Tech Private Limited (Asish Mohapatra- Non Executive Additional Director(w.e.f 05-02-2019) is Authorised Person on behalf of OFB Tech Pvt. Ltd.)	2,50,00,000	100%	3,55,26,881	100%
*Above Shareholding includes 10 Equity Shares held by Ms. Ruchi Kalra (CFO and WTD – w.e.f 05-02-2019) as nominee of OFB Tech Private Limited					

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment -

Amount in Rupees

Particulars	Secured Loan	Unsecured Loan	Total
Indebtedness at the beginning of the financial year			Total
i)Principal Amount	55,00,00,000	-	55,00,00,000
ii)Interest due but not paid	-	-	-
iii)Interest accrued but not due	-	-	-
Total (i+ii+iii)	55,00,00,000	-	55,00,00,000
Change in Indebtedness during financial year			
Addition	9,51,02,38,246	10,67,69,210	9,61,70,07,456
Reduction	7,58,11,87,536	-	7,58,11,87,536
Net Change	1,92,90,50,709	10,67,69,210	2,03,58,19,919
Indebtedness at the end of the financial year			
i)Principal Amount	2,47,90,50,709	10,67,69,210	2,58,58,19,919
ii)Interest due but not paid	-	-	-
iii)Interest Accrued but not due	1,66,65,376	32,30,790	1,98,96,166

*No Deposit in the Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ruchi Kalra	Vasant Sridhar	Dhaval Dineshchandra Radia	

	Gross salary				
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21,49,401	6,52,993	27,90,404	55,92,798
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	32,400	-	32,400	64,800
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	82,794	3,03,405	3,86,200
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- As % of profit	-	-	-	-
	- Others, specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	21,81,801	7,35,787	31,26,209	60,43,798
	Ceiling as per the Act				

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	Nil			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		639,158	2,149,401	2,788,559
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	32,400	32,400

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2	Stock Option		255,111	-	255,111
3	Sweat equity				-
4	Commission				-
	-as % of profit				-
	-others, specify...				-
5	Others, please specify				-
	Total	-	894,269	2,181,801	3,076,070

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			NIL		
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

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

Ruchi Kalra
Ruchi Kalra
 CFO and WTD
 DIN:03103474
 Add: Shop No. G-22 C (UGF) D-1 (K-84)
 Green Park, Main New Delhi, South Delhi -110016



Asish Mohapatra
Asish Mohapatra
 Director
 DIN : 06666246
 Add: Shop No. G-22 C (UGF) D-1 (K-84)
 Green Park, Main New Delhi, South Delhi
 110016



Dated : September 24, 2019
Place : New Delhi

ANNEXURE II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	OFB Tech Private Limited (Holding Company)
b)	Nature of contracts/arrangements/transaction	1. Intercompany Loan Agreement 2. Technical Support Agreement 3. Common Sharing Agreement
c)	Duration of the contracts/arrangements/transaction	As per the Agreement and as mentioned under Annexure A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per Appendix A attached
e)	Date of approval by the Board	March 27, 2018
f)	Amount paid as advances, if any	N.A.

Appendix- A

1. Intercompany Loan Agreement:

The agreement was made on April 16, 2018 between OFB Tech Private Limited and OXYZO Financial Services Private Limited and salient terms of agreement are as follows:

- a) Nature of Facility: Working Capital Loan repayable on demand.
- b) Interest: 10%p.a.
- c) Repayment: Interest-monthly
Principal-Repayable on demand
- d) Term: Effective from November 01, 2017 and shall remain in full force and effect until it is terminated in accordance with the terms of Agreement.
- e) Use of Funds: Utilized for the working capital requirement.

2. Technical Support Agreement:

The agreement was made on April 16, 2018 between OFB Tech Private Limited and OXYZO Financial Services Private Limited where OFB Tech Private Limited shall provide Information Technology Services to OXYZO Financial Services Private Limited w.e.f. November 01,2017. The description of which is mentioned in the agreement.

3. Common Sharing Agreement:


The agreement was made on April 16, 2018 between OFB Tech Private Limited and OXYZO Financial Services Private Limited and salient terms of the agreement are as follows:

- a) Shared Services: The OXYZO Financial Services Private Limited shall use the following facilities on a cost to cost basis:
 - Office space and its maintenance;
 - Electricity;
 - Telecommunication etc.
- b) Term: Effective from November 01, 2017 and shall remain in full force and effect until it is terminated in accordance with the terms of Agreement.

Value of Transaction:

Nature of Transaction	Value as at 31-03-2019 (INR)
Common Sharing Agreement (Including Technical Support) with OFB Tech Private Limited	Rs. 6,14,32,034/-
Inter Company Loan Agreement with OFB Tech Private Limited	Rs. 6,81,52,81,030/-
Issue of Share Capital to OFB Tech Private Limited	Rs. 74,99,99,448/-

For OXYZO Financial Services Private Limited


Ruchi Kalra
CFO and WTD
DIN:03103474

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

Dated : September 24, 2019
Place : New Delhi




Asish Mohapatra
Director
DIN : 06666246

Add: Shop No. G-22 C (UGF) D-1 (K
Green Park, Main New Delhi, South I
110016



Annexure III

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF (THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014)

(Pursuant to Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 and
- ii) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2018-19 (In Lacs)	% increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director/ to median remuneration of employees for financial year 2018-19
1.	Ruchi Kalra- CFO and WTD	28,50,000	-5%	4.11
2.	Asish Mohapatra- Non-Executive Additional Director	28,50,000	-5%	4.11
3.	Vasant Sridhar- Executive Director	33,60,000	20%	4.85
4.	Akshat Vikram Pande- Independent Director	NA		
5.	Rohit Kapoor- Independent Director	NA		
6.	Sathyan David- Independent Director	NA		
7.	Brij Kishore Kiradoo- Company Secretary	6,37,000	20%	0.92

(iii) the percentage increase in the median remuneration of employees in the financial year: **12.2%**

(iv) the number of permanent employees on the rolls of company (at the end of year): **170**

(v) average percentile increases already made in the salaries of employees other than the managerial personnel (managing director; or whole-time director or manager) in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **28.3%**

(vi) affirmation that the remuneration is as per the remuneration policy of the company.: **Remuneration Policy was placed before the Board on August 21, 2019 for their approval.**

Explanation. - the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;

(ii) if there is an even number of observations, the median shall be the average of the two middle values.

(Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

A. Names of the top ten employees in terms of remuneration drawn:

S. No.	Name & Age of Employee	Qualification & Experience of the Employee	Designation	Remuneration (in INR)	Nature & Date of Commencement of Employment	Detail of Last Employment
1	ARVIND GULIANI-44 YEARS	POST GRADUATION-19 YEARS	STATE HEAD-SALES	18,79,832	01-Aug-18	RATHI BARS LTD
2	JAIVEE JOSEPH-30 YEARS	B.TECH-9 YEARS	STATE HEAD-SALES	22,33,334	01-Aug-18	ITC
3	VASANT SRIDHAR-28YEARS	B.TECH-6YEARS	ZONAL HEAD-SALES	33,60,000	01-Mar-18	ITC
4	RUCHI KALRA-34 YEARS	B.TECH-IIT-DELHI-7YEARS	HEAD-CREDIT & PAYMENT	28,50,001	01-Nov-17	MCKINSEY
5	ANANDHARAJAN M- 27 YEARS	B.TECH-4YEARS	CLUSTER HEAD-SALES	17,91,667	01-Mar-18	SANDVIK COROMANT INDIA
6	VIVEK SETHIA	B.TECH-7 YEARS	HEAD- CREDIT PROCESSING	17,92,631	01-Jan-18	ITC
7	MOHIT CHOUDHARY-27 YEARS	MBA- 4 yrs	CLUSTER HEAD-SALES	15,20,271	01-Aug-18	MU SIGMA
8	NIPUN CHOPRA-38 YEARS	MBA-11 yrs	SENIOR MANAGER	24,16,673	01-Mar-18	IIFLS
9	ASHVARYA ABHISHEK-31	BE-7yrs	ZONAL MANAGER	20,51,079	29-May-18	SBM
10	TAMARISH SINHA	MBA-3.7YRS	STATE HEAD	16,38,487	01-Aug-18	GOLDMAN SACNS

B. the name of every employee, who-

(i) if employed throughout the financial year ended on March 31, 2019, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees : NA

(ii) If employed for a part of the financial year ended on March 31, 2019, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: NA

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NA

(iv) the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and 0.000028%

(v) whether any such employee is a relative of any director or manager of the company: No

For OXYZO Financial Services Private Limited

Ruchi Kalra

Ruchi Kalra
CFO and WTD
DIN:03103474

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



Asish Mohapatra
Director
DIN : 06666246

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

Dated : September 24, 2019
Place : New Delhi

Details of Debenture Trustee

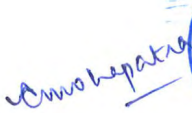
PURSUANT TO REGULATION 53 (E) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

S. No.	Details of Debenture Trustee
1.	Catalyst Trusteeship Limited Office No.-83-87, 8th Floor, Mittal Tower, B Wing, Nariman Point, Mumbai, Maharashtra-400021 Tel: 022-49220506 Fax: 022-49220505 Email id: deeshatrivedi@ctltrustee.com
2.	VISTRA ITCL (INDIA) LIMITED Registered office: IL & FS Financial Centre, Plot No- C22, G Block, Bandra Kurla Complex, East Mumbai- 400051 Tel : +91 22 2659 3535 Fax: 912226533297 vistra ITCL (India) Limited Email: Mumbai@vistra.com / dipti.jain@vistra.com

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


Ruchi Kalra
CFO and WTD
DIN:03103474
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi -110016




Asish Mohapatra
Director
DIN : 06666246
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi
110016



Dated : September 24, 2019
Place : New Delhi

Related Party Disclosure

PURSUANT TO REGULATION 53 (E) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. The Company is in compliance with the Accounting Standard on “Related Party Disclosures”.

2. A. The disclosure requirements are as follows:

Sr. no.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	<input type="checkbox"/> Loans and advances in the nature of loans to subsidiaries by name and amount. - NIL <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. NIL <input type="checkbox"/> Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount. -NIL
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company. -NIL
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.-NIL

B. Disclosures of transactions of the listed entity with OFB Tech Private Limited, holding more than 10 % in OXYZO Financial Services Pvt. Ltd:

Related party and nature of the related party relationship with whom transactions have taken place during the year

Holding company OFB Tech Private Limited

Key managerial personnel

1. Ruchi Kalra, Whole-time Director and Chief Financial officer
2. Vasant Sridhar, Director
3. Dhaval Radia, Director (till 31 July 2018)
4. Brij Kishore Kiradoo, Company Secretary

<i>Transactions with related parties</i>	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Holding company	Key managerial personnel	Holding company	Key managerial personnel
Issue and allotment of equity share capital*	74,99,99,448	-	23,00,00,000	-
Purchase of property,	16,13,166	-	5,53,608	-

plant and equipment				
Interest expense	41,27,683	-	21,34,120	-
Pre-incorporation expenses (prior period)	-	-	5,90,660	-
Technical support services (cost allocation received)	99,08,664	-	20,21,460	-
Business auxiliary services (cost allocation received)	1,11,93,280	-	22,21,332	-
Employee costs and reimbursements (cost allocation received)	1,65,58,287	-	42,92,986	-
Reimbursement of legal and other expenses (Cost allocation received)	2,00,00,000	-	-	-
Employee costs and reimbursements received (cost allocation made)	21,58,637	-	11,72,594	-
Payments on behalf of borrowers	2,71,16,54,991	-	43,57,32,967	-
Loan taken	-	-	16,17,00,000	-
Loan repaid	2,92,00,000	-	13,25,00,000	-
Guarantee given to lenders on behalf of Company (Loan outstanding as on Current year Rs. 2,44,87,52,353 previous year Rs. 55,00,00,000)	4.04,00,00,000		70,00,00,000	
Loan secured by fixed deposits given by holding Company	3,02,98,356		-	
Managerial remuneration**				
Ruchi Kalra	-	25,28,401	-	12,50,000
Dhaval Radia	-	7,42,949	-	18,41,665

Vasant Sridhar	-	31,78,404	-	2,83,333
Employee stock options expense				
Vasant Sridhar	-	82,794	-	78,136
Dhaval Radia	-	3,03,405	-	6,72,424
Balances outstanding as at year end				
Payables	4,48,23,997	-	87,79,232	-
Capital creditors	16,13,166	-	5,53,608	-
Interest accrued but not due	37,14,915	-	19,20,708	-
Other recoverables	21,58,637	-	11,72,594	-
Loans pending disbursement	4,54,89,595	-	1,09,06,989	-
Loans outstanding	-	-	2,92,00,000	-

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

Ruchi Kalra

Ruchi Kalra
CFO and WTD
DIN:03103474
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi -110016



Asish Monapatra

Asish Monapatra
Director
DIN : 06666246
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi
110016



Dated : September 24, 2019
Place : New Delhi

Corporate Governance Report

I. Company's Philosophy on Corporate Governance

OXYZO Financial Services Private Limited (hereinafter referred to as 'OXYZO' or 'Company'), believes that Corporate Governance is an essential element of business, which helps the Company to fulfill its responsibilities to all its stakeholders. OXYZO is committed to adopting global best practices in Governance and Disclosure. OXYZO believes that highest standards of Corporate Governance are essential to enhance long term value of the Company for its stakeholders and practice the same at all levels of the organization. Ethical business conduct, integrity and commitment to values, which enhance and retain stakeholders' trust are the traits of your Company's Corporate Governance. Good Governance practices stem from the culture and mindset of the organization. Your Company considers fair and transparent Corporate Governance as one of its core management tenets. Your Company follows the best governance practices with highest integrity, transparency and accountability.

Salient features of OXYZO's Corporate Governance Philosophy

Act in the spirit of law
and not just the letter
of law

Do what is right and
not what is convenient

Provide complete
transparency on our
operations

Follow openness in
our communication to
all our stakeholders

The Corporate Governance Structure of OXYZO can be described through three layers namely:

- Shareholders appoint Board of Directors and entrust them necessary powers;
- Board leads strategic management and appoints various Committees to handle specific areas of responsibilities;
- The Executive Management and the Committees take up specific responsibilities and day to day affairs as set by the Board.

OXYZO's Values

OXYZO strongly believes in integrity and transparency in its operations and stakeholders' communication. All employees are expected to adhere to the highest standards of integrity. Employees are guided by the values of collaborative spirit, unrelenting dedication and expert thinking. These values are core to all our operations.

II. The Board of Directors (The Board)

(a) Composition

As on March 31, 2019, Board comprised of Two Independent Directors. The Board composition comprised of Five Directors consisting two Executive, one Non-Executive and Two Non-Executive and Independent Directors, including One Woman Director. The composition of the Board was in accordance with Companies Act, 2013. Number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under Companies Act, 2013. The necessary disclosures regarding constitution of Committees, have been made by all the Directors, on August 21, 2019 .

(b) Attendance of Board Meetings and Second Annual General Meeting (AGM)

The Attendance Record of the Directors at the Board Meetings and at the Second AGM for the Financial 2018-19 are as follows:

Name of Director	Attendance at Board Meeting (Number of Total Board Meeting is 34)	Attendance at 2nd AGM (Yes / No)
Ruchi Kalra	34/34	Yes
Vasant Sridhar	24/34	Yes
Asish Mohapatra	10/34	No
Rohit Kapoor	0/34	No
Akshat Vikram Pande	0/34	No

*Meetings attended includes attendance through audio visual means/video conferencing.

(c) Number of Directorship / Committee position of Director as on March 31, 2019

Name of Director	In Listed Company	Directorship		Committee positions in listed and unlisted public limited companies	
		In unlisted Public Company	In Private Company	As Member (including as Chairman)	As Chairman
Ruchi Kalra	Nil	Nil	1	Nil	Nil
Asish Mohapatra	Nil	1	2	1.Audit Committee (Chairman) 2.Nomination & Remuneration Committee (Member) 3.Stakeholder relationship Committee (Member) 4.Corporate Social Responsibility Committee (Chairman)	1.Audit Committee (Chairman) 2.Corporate Social Responsibility Committee (Chairman)
Vasant Sridhar	NIL	Nil	Nil	Nil	Nil
Akshat Vikram Pande	Nil	Nil	1	NA	NA
Rohit Kapoor	Nil	1	Nil	Member in Audit Committee (not Chairman)	Nil

(d) Number of Board Meeting held

The Board has met Fourteen (34) times during the period ended on 31st March 2019. The necessary quorum was present for all the Board Meetings. The maximum interval between any two Board Meetings was well within the maximum allowed gap of one hundred and twenty days. After each Board Meeting, your Company has a well-articulated system of follow up, review and reporting on actions taken by the Management on the decisions of the Board.

The List of Board Meeting is as detailed under Director's Report

(e) Relationship between Director inter-se;

The Board Members are not related to each other Except Mr. Asish Mohapatra and Ms. Ruchi Kalra are Husband and wife.

(f) Number of Shares and Non-convertible Instrument held by Non- Executive Director

The Company is wholly owned subsidiary of OFB Tech Pvt. Ltd.

(g) Familiarization Programme for Independent Directors

Your Company is a debt Listed Company, hence Regulation 25 (7) of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, is not applicable on your Company.

(h) Chart/Matrix relating to skills /expertise /competence of the Board Directors

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board.



(I) Independent Directors

Independent Director is a Non-Executive Director, who fulfils the criteria as laid down under Listing Regulations and Companies Act, 2013, including any amendments thereto. The Company has issued formal letter of appointment to its Independent Directors. The brief profile of Independent Director is posted on Website of the Company i.e www.oxyzo.in. The Independent Director is not related to the Management of the Company in any aspect.

The appointment of Independent Directors is in accordance with the Companies Act, 2013 and RBI Master Director on Non – Deposit taking NBFC or other applicable law for the time being in force.

(J) No Resignation of Independent Director occurred during the period under review

Governance by the Committees of the Board

Your Company, NBFC sector (NBFC-ND) has grown in size and complexity over the years and our industry is maturing and achieving high scale as it has crossed Assets Size more than Rs. 500 Crores and notified as Systemically Important w.e.f June 28, 2019 (yet to be notified by RBI) hence, it is imperative to comply with Directions given under *RBI Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended time to time* and Company is required to Comply with regulatory requirements as per Master Directions, hence, we are under compliance to consider, review and acknowledge the various directions/ circular given under Master Direction.

Pursuant to above Company has constituted/adopted/complied required Committees, Policies and other statutory compliances as may be necessary with effect from August 21, 2019, as per Corporate Governance Norms listed under RBI Master Direction. Following are the AC and NRC Committee with scope of work :

(III) AUDIT COMMITTEE

Composition:

S. No.	Name of the Committee	Name of members
1	Audit Committee	1. Rohit Kapoor, Chairman 2. Sathyan David, Member 3. Akshat Pande, Member 4. Ruchi Kalra, Member 5. Asish Mohapatra, Member

Powers, functions and duties/ Scope of Committee:

S. No.	Name of the Committee	Powers, functions and duties/ Scope
1.	Audit Committee	1. Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include, — (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company; (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process; (iii) examination of the financial statement and the auditors' report thereon; (iv) approval or any subsequent modification of transactions of the company with related parties;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;

(v) scrutiny of inter-corporate loans and investments;

(vi) valuation of undertakings or assets of the company, wherever it is necessary;

(vii) evaluation of internal financial controls and risk management systems;

(viii) monitoring the end use of funds raised through public offers and related matters.

2. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

3. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

4. The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

5. Audit committee shall oversee the vigil mechanism, if exist , through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

6. The Audit Committee must ensure that an **Information System Audit** of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the applicable NBFCs.

7. Any other functions as Board/Management may decide time to time as per regulatory requirement.

(IV) NOMINATION AND REMUNERATION COMMITTEE:

S. No.	Name of the Committee	Name of members	Permanent Invitees
1	Nomination and Remuneration Committee	1. Akshat Pande, Chairman 2. Asish Mohapatra, Member 3. Vasant Sridhar, Member 4. Rohit Kapoor, Member	1. Board Members of OFB Tech Private Limited, 2. Board Members of Oxyzo Financial Services Private Limited and 3. Any other individual as the Members may approve.

Powers, functions and duties/ Scope of Committee:

S. No.	Name of the Committee	Powers, functions and duties/ Scope
1.	Nomination and Remuneration Committee	<p>1. To ensure 'fit and proper' status of proposed/ existing directors.</p> <p>2. The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.</p> <p>3. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.</p> <p>4. The Nomination and Remuneration Committee shall, while formulating the policy under sub-section (3) ensure that— (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.</p> <p>5. Any other function as Board/Management may decide time to time as per regulatory requirement</p>

(V) Remuneration paid to Directors

Remuneration by way of Sitting Fees to Independent Directors are in accordance to Appointment letter and Terms and conditions mentioned thereunder;

Remuneration to Independent Directors and Non-Executive Directors, is fixed by the Board based on (i) the contribution they make to the decision making at the Board level and (ii) Industry standards/practice. No stock options have been granted to any Executive Directors, Non- Executive and/or Independent Directors during the Financial Year 2018-19.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive and/or Independent Directors apart from the remuneration and the transactions under the Related Party Transactions, as disclosed in the financial statements. The details of remuneration paid to Executive, Non-Executive and/or Independent Directors for the Financial Year 2018-19 are provided in extract of Annual Return, annexed to the Directors' Report in Form MGT-9, as required under the provisions of Section 92 of the Companies Act, 2013.

(VI) Stakeholder Grievance

Your Company has Investor Grievance Redressal mechanism, headed by Ms. Ruchi Kalra as Nodal Officer.

The Company has filed with the BSE - SCORES on July 01, 2019 for the quarter ended June 30, 2019, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter pursuant to Regulation 13(3) of SEBI (LODR) Regulations, 2015. As on 31 March 2019, there were no pending issues to be addressed or resolved.

(VII) General Meeting

Year	Date	Location	Time	Special Resolution Matter
2016-2017	October 03, 2017	E-6, First Floor, Green Park Extension, South Delhi-110016	10:00 AM	No such Business
2017-2018	September 28, 2018	E-6, First Floor, Green Park Extension, South Delhi-110016	10:00 AM	No such Business

* In last two year, No meeting is conducted through Postal Ballot .

(VIII) Means of Communication

The communication is the key element of the overall Corporate Governance framework. Your Company constantly interacts with Shareholders through multiple channels of communication such as result announcement, annual report, Company's website i.e www.Oxyzo.in and other specific communications, as applicable. Your Company also sends financial updates to all lenders as per Sanction letter and Shareholders whose e-mail ids/ addresses are registered/made available to us.

Newspaper publications on Financial Results Half yearly and Annual financial results are also published in English national daily newspaper. The details of publication of financial results for the year under review are given below:

Description	Date of Publication
Audited Financial results (Half yearly and Annually) for the financial year ended March 31, 2019	May 31, 2019

Website

The Company's website www.oxyzo.in contains a dedicated segment called 'About us', where all the information as may be required by the stakeholder is available including Financial results, shareholding pattern, stock exchange disclosures, Annual Reports, Policies, additional disclosures, etc. in accordance with Regulation 62 of Listing Regulations.

(IX) General Shareholders' Information

Third Annual General Meeting

Day, Time and Date	Venue
September 30, 2019 (Monday) at 12:00 Noon (IST)	Shop No. G-22C (UGF) D-1 (K-84) Green Park Main New Delhi-110016

The Shareholders/Members, who cannot attend the AGM in person, can appoint a proxy to represent themselves at the AGM by sending a Proxy Form. The Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.

Details of Dividend for the Financial Year 2018-19:

Your Directors have not declared any dividend for the FY 2018-2019

Listing on Stock Exchanges:

Your Company's Non- Convertible Debentures (Series A and Series B) of 200 unit each are listed on the Bombay Stock Exchanges as on March 31, 2019:

(i) BSE Limited (Bombay Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

Stock Code:

Stock Exchange	Scrip ID/Code	Date of Issue	Confirmation regarding Annual Listing Fees	Detail of Security
BSE	958558	February 06, 2019	Yes, Paid	Secured Rated Senior Redeemable Taxable, Transferable Listed Non-Convertible Debentures. Series A issued on private placement basis of Rs.10,00,000/- each.
BSE	958581	February 14, 2019	Yes, Paid	Secured Rated Senior Redeemable Taxable, Transferable Listed Non-Convertible Debentures Series B issued on private placement basis of Rs.10,00,000/- each.

Market Price Data: High, Low during each month in the Financial Year 2018-19

Not Applicable

Performance in comparison to broad-based indices such as BSE Sensex , CRISIL index etc:

Not Applicable

Security Suspended

No such event is occurred during the period under review .

Registrar and Share Transfer Agent

All work related to Share Registry, both in physical form and electronic form, are handled by the Company's Registrar and Share Transfer Agent, **Karvy Fintech Private Limited**. The communication address of the Registrar and Share Transfer Agent is given hereunder:

Karvy Fintech Private Limited

Karvy Selenium, Tower – B
Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25
Financial District, Nanakramguda, Hyderabad-500032

Share transfer system

Karvy Fintech Private Limited is the common Share Transfer Agent for both physical and dematerialised mode. Transfer of shares in electronic form are processed and approved by National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") through their Depository Participant without the involvement of the Company. Transfer of shares in physical form are registered and transferred to the respective transferees within the prescribed time as per the Listing Regulations/ Companies Act , 2013 , after the confirmation from Registrar and Share Transfer Agent on the completeness of documentation.

Distribution of Shareholding as on March 31, 2019

Category of Shareholder	No. of Shareholder PAN wise details	Total Number of Shareholder	Percentage (%)
Promoter			
Individual	1	10	0.00%
Body Corporate	1	3,55,26,871	99.99%

Dematerialization of Shares and Liquidity

Your Company's shares are admitted into both the Depositories i.e. NSDL and CDSL by the Company's Registrar and Share Transfer Agent, The dematerialisation of Equity Shares are under process.

Shares held in Physical Form

For matters regarding shares held in physical form, share certificates, dividends, change of address, etc., Shareholders should communicate with RTA, our Registrar and Share Transfer Agent.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs / ADRs / Warrants / Convertible Instruments of the Company and hence, the same is not applicable to the Company.

Commodity price risk or foreign exchange risk and hedging activities

Your Company do not have any above captioned risk.

Plant Locations of the Company

Not Applicable

Address for Correspondence

Shareholders can also send their correspondence to the Company with respect to their shares, dividend, request for annual reports and other grievances. The contact details are provided below:

Name of the officer	Ms. Ruchi Kalra	Mr. Brij Kishore Kiradoo
Designation	Chief Financial Officer & Whole Time Director	Company Secretary
Postal address	101, First Floor Vipul Agora Mall, MG Road Gurgaon -122002, HR ,IN	101, First Floor Vipul Agora Mall, MG Road Gurgaon -122002, HR ,IN
Telephone Number	01140507973	01140507973
Mobile Number	09999400918	8826785109
Email ID	ruchi@oxyzo.in	brij.kishore@oxyzo.in

Credit Rating

Facility	Rating agency	Rating	Amount outstanding as at 31 March 2019	Amount outstanding as at 31 March 2018
Series A and Series B Non- convertible debentures	Brickworks	BWR Single A Minus (Structured Obligation) (Outlook: Stable)	4,000.00	-
Non-convertible debentures	ICRA	BBB (Stable) (Outlook: Stable)	1,000.00	-
LT-Market Linked Debenture	ICRA	PP-MLD ICRA BBB [Stable]	1,700.00	-
Commercial Paper	ICRA	A2; assigned	1,068.00	-
Long term Bank facilities	ICRA	BBB (Stable)	3,742.00	-

(X) Other Disclosures

Whistle Blower Policy /Vigil Mechanism

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, Vigil Mechanism/Whistle Blower Policy was formulated which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides for adequate safeguard against victimization of employees who avail the mechanism and also provides direct access to the Nominated Director (Ms. Ruchi Kalra) who play role of Audit Committee. Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company.

Disclosure of Related Party Transactions and weblink

Your Company has formulated a policy on materiality of related party transactions and on dealing with related party transactions in accordance with Companies Act, 2013 and Listing Regulations/ RBI Master Direction.

Since the Audit Committee is constituted on August 21, 2019, hence in future all related party transactions will be entered with the prior approval of the Audit Committee. During the Financial Year 2018-19, there were no materially significant related party transactions that may have potential conflict of interests of the Company at large. Register under Section 189 of the Companies Act, 2013 is maintained and particulars of transactions are entered in the Register, wherever applicable. The related party transactions, as set out in the financial statements are provided to the Board and Audit Committee (now onwards) on a quarterly basis. The Audit Committee and the Board takes the same on record and notes that these transactions are at arm's length and in the ordinary course of business.

Disclosure on Accounting treatment in preparation of Financial Statements

The Company has prepared financial statements in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

No penalty or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years (including 2018-2019), since all applicable requirements were fully complied with.

Details of compliance with mandatory and adoption of non-mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Not Applicable

Reporting of Internal Auditor – The Internal auditor reports directly to the Audit Committee.

Audit Qualifications – The Company has unqualified financial statements since inception. The Auditors of the Company, have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the year ended March 31, 2018.

Disclosure of Subsidiaries

Your Company does not have any material subsidiary.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable.

Cases where board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.

Mandatory Committee is constituted w.e.f August 21, 2019.

Statutory Audit Fees

Payment to Auditor	OFB (Holding Company)	OXYZO (WOS)	OFCONS Construction (Subsidiary of Parent Company)
Statutory Audit	10.73	9,00,000	75,000
Tax Audit	1.5	1,00,000	-
Certifications in capacity of Statutory Audit	-	1,00,000	-
Reimbursement of expenses	0.16	41,756	-

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. The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013)

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

(XI) Compliance with Corporate Governance

Your Company has complied with Corporate Governance practice to the extent of applicability under the Law.

*No Applicable provisions

Your Company being Debt listed at BSE portal is not required to comply with following clauses/points under Part C of Schedule V of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

- Point -12
- Point 13
- Point 10 (h)

Disclosures with respect to demat suspense account/ unclaimed suspense account

No such accounts are existing to the Company

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

Ruchi Kalra



Ruchi Kalra
CFO and WTD
DIN:03103474
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi -110016



Asish Mohapatra
Director
DIN : 06666246
Add: Shop No. G-22 C (UGF) D-1 (K-84)
Green Park, Main New Delhi, South Delhi
110016

Dated : September 24, 2019
Place : New Delhi

Declaration by Management

Declaration by the Management under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended March 31, 2019.

**By order of the Board of Director
For OXYZO Financial Services Private Limited**

Ruchi Kalra

**Ruchi Kalra
CFO and WTD
DIN: 03103474**



**Date: September 24, 2019
Place: Gurgaon**



KUNDAN KUMAR MISHRA & ASSOCIATES
Company Secretaries

Date: 27.09.2019

TO WHOMSOEVER IT MAY CONCERN

PURSUANT TO SCHEDULE V of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to confirm that the OXYZO Financial Services Private Limited, as on date, a Wholly Owned subsidiary of OFB Tech Private Limited under the provisions of Companies Act, 2013 and rules made thereunder and any other rules/regulations for the time being in force, is complied with the Conditions of Corporate Governance as stated under SEBI regulations to the extent applicable on the Company.

FOR KUNDAN KUMAR MISHRA & ASSOCIATES

Kundan Kumar Mishra
27.09.2019

Kundan Kumar Mishra
Company Secretary
Membership No. 48338
Cop: 19844

Place: New Delhi



Address: D-150, Fourth Floor, West Patel Nagar, New Delhi-110008
Email id: Kundankumarmishra107@gmail.com ; cskundankumarmishra@gmail.com
Mobile: +91-8527675107, +91-8851440227

BRAJESH KUMAR & ASSOCIATES
COMPANY SECRETARIES

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration
Personnel) Rules, 2014]

To,

The Members,

Oxyzo Financial Services Private Limited

E-6, First Floor,

Green Park Extension,

New Delhi-110016

We have conducted Secretarial audit that includes compliance audit of applicable statutory provisions and corporate practices adhering by Oxyzo Financial Services Private Limited (hereinafter referred as the Company). Secretarial Audit is conducted in a manner that provides a reasonable base for evaluating the corporate conducts/statutory compliances and expressing Opinion thereon.

Based on our verification of books, papers, minute books, forms and returns, Website and other records maintained by the Company and also other information provided by the Company, (Company Secretary) during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019, complied with the statutory provisions listed hereunder and also Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

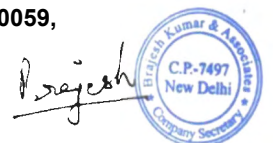



BRAJESH KUMAR & ASSOCIATES
COMPANY SECRETARIES

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Oxyzo Financial Services Private Limited (“The Company”) for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Indirect Foreign Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable)**
 - (b) \The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;(**Not Applicable**)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable)**
 - (d) The Securities and Exchange Board of India (Shares Based Employee Benefit Regulation), 2014; **(Not Applicable)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable as the Company is not registered as Registrars or Shares Transfer Agents)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009; and **(Not Applicable)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable)**

Flat No- 73/74/75, Second Floor (LHS) Gali No-10, Om Vihar Extn. Uttam Nagar, Delhi-110059,



BRAJESH KUMAR & ASSOCIATES
COMPANY SECRETARIES

- (i) Other regulation as applicable and (Circular and Guideline issue therein)

- (vi) the other law and regulation applicable on the company as mentioned below:
 - (a.) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (b.) Specific requirement for NBFC under RBI Acts, Regulations, Directions, Notifications and amendments form time to time by RBI.
 - (c.) Specific provision of Labour Law

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited- Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I/we further report that

The Board of Directors of the Company is duly constituted with required balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, the changes in composition of the Board of Directors were carried out in compliance with the provisions of the Act.

Adequate notice, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors to schedule Board Meetings of the Company and a system exists to members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. **(Some of the Board Meeting held with shorter notice)**

Decisions of Majority Board Members are taken in consideration and recorded as part of the minutes. **(There is no dissenting vote)**.




BRAJESH KUMAR & ASSOCIATES
COMPANY SECRETARIES

I/we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I/we further report that during the audit period the Company has issued Non-Convertible debentures on Private placement basis as per applicable Law and Rules made thereunder;

I / we further discussed / advised on various areas of improvement and better compliance on various applicable laws.

Place: Delhi

Date: 15/07/2019

Signature:  

Brajesh Kumar & Associates:
Firm Registration No: I2007DE575400
FCS No.: 6965, CP No.: 7497