

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON OCTOBER 18, 2021 (MONDAY) AT 10:00 A.M (IST) AT 101 FIRST FLOOR, VIPUL, AGORA MALL, MG ROAD, GURGAON-122002 AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS AS:

AS SPECIAL BUSINESS

Approval for adoption of restated and amended Articles of Association of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution to be passed as Special Resolution:

“RESOLVED THAT pursuant to provisions of section 5 and section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with the rules framed thereunder (including any statutory modifications, amendments thereof the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“Act”), and other applicable provisions, if any, and the recommendation made by the Board of Directors of the Company vide their Resolution by circulation dated October 17, 2021, the approval of the members is hereby given to adopt the amended and restated articles of association, as placed before the members at this meeting as Annexure A and initialed by the Chairperson for the purpose of identification, in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, including, without limitation, approving, finalising and executing, filing any such documents, instruments, writings and forms as may be required, including filing of Form MGT-14 with the jurisdictional Registrar of Companies, or deemed necessary or desirable in their absolute discretion in relation thereof, for the purpose of giving effect to the foregoing resolution and to comply with the provisions of the Companies Act 2013 and provisions of any other applicable law.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo
Company Secretary
ICSI M.No- A40347
Date:- October 17, 2021
Place:- Gurgaon, Haryana

NOTES:

- I. A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.
- II. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- III. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- IV. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of General Meeting and will also be available during the General Meeting
- V. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- VI. A Route Map along with Prominent Landmark for easy location to reach the venue of General Meeting is annexed with the notice of General Meeting.
- VII. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of general meeting at the meeting.

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo
16/10/21

Brij Kishore Kiradoo

Company Secretary

ICSI M.No- A40347

Date:- October 17, 2021

Place:- Gurgaon, Haryana

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

Item No. 1: Adoption of restated and amended articles of the Company.

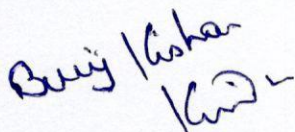
Certain amendments are required to be made to the existing articles of association of the Company, due to the execution of a shareholders' agreement dated September 29, 2021 by OFB Tech Private Limited ("the Holding Company"). The amendments to the Company's Articles of Association will be given effect by replacing the existing articles of association of the Company with the amended and restated articles of association of the Company ("Amended Articles"). An amendment to the existing Articles of Association of the Company, in terms of the Companies Act, 2013, requires the members of the Company to approve the same. Hence, it is proposed to adopt the Amended Articles in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

A draft of the Amended Articles of the Company would be available for inspection at the registered office and corporate office of the Company from the date of issue of the notice, till the date of the general meeting and is open for inspection at the meeting.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board vide its resolution through circulation dated October 17, 2021, approved the restatement and amendment of the Articles of Association and recommends the adoption of the resolution as set out in item no. 1 of the notice as a special resolution.

For OXYZO Financial Services Private Limited



Brij Kishore Kiradoo

Company Secretary

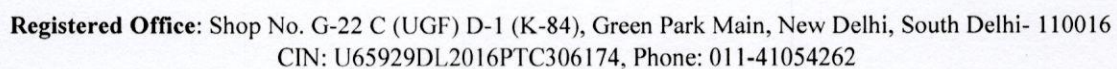
ICSI M.No- A40347

Date:- Date:- October 17, 2021

Place:- Gurgaon, Haryana

#101, First Floor, Vipul Agora Mall,
MG Road, Gurgaon-122002
Contact: 0124- 4006603
Email: finance@oxyzo.in
Website: www.oxyzo.in

Corporate office: 101, First Floor, Vipul Agora Mall, Gurgaon-122002, Haryana





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Proxy Form

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

Corporate Identification Number : U65929DL2016PTC306174

Name of the Company : OXYZO Financial Services Private Limited

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

Name of Members	
Registered Address	
E-mail ID	
Folio No. /DP ID & Client ID*	

*Applicable in case shares are held in electronic form.

I/ We being the holder(s) of _____ shares of OXYZO Financial Services Private Limited, hereby appoint:

I. Name:

Address:

E-mail Id:

Signature:, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra- Ordinary General Meeting of members of the Company, to be held on Monday, October 18, 2021 at 10:00 A.M(IST) on at the Corporate office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

S. No.	Particulars of Resolution(s)	For	Against
1.	Approval for adoption of restated and amended Articles of Association of the Company.		

Signed this day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM

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

CIN: U65929DL2016PTC306174, Phone: 011-41054262



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ATTENDANCE SLIP

**OXYZO Financial Services Private Limited - Shop No. G-22 C (UGF) D-1 (K-84), Green Park Main,
New Delhi-110016**

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

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra Ordinary General Meeting of members of the Company to be held on **Monday, October 18, 2021 at 10:00 A.M(IST)**

Member's / Proxy's name in BLOCK letters Signature of Member /Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

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