

NOTICE

NOTICE is hereby given that the Ninth Extra-ordinary General Meeting of the members of OXYZO Financial Services Private Limited is scheduled to be held at 05.00 P.M. on 05th February 2019, Tuesday at a shorter notice at 101, First Floor, Vipul Agora Mall, Gurgaon-122002, to *inter alia* consider and transact the following business as under:

Ordinary Business:**Item No.1 - Appointment of Mr. Akshat Pande as a Non-executive Independent Director**

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

“RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of members be and is hereby accorded to appoint Mr. Akshat Pande (DIN: 03419636) as a Non-executive Independent Director on the Board of the Company with the immediate effect and who shall hold office for a term upto 5 consecutive years.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Item No.2 - Appointment of Mr. Rohit Kapoor as a Non-executive Independent Director

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

“RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of members be and is hereby accorded to appoint Mr. Rohit Kapoor (DIN: 06529360) as a Non-executive Independent Director on the Board of the Company with the immediate effect and who shall hold office for a term upto 5 consecutive years.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Certified to be true

For OXYZO Financial Services Private Limited


Brij Kishore Kiradoo
Company Secretary
M.No.-A40347



Date: January 17, 2019

Place: Gurgaon

Registered Office: E-6, First Floor, Green Park Extension, New Delhi – 110016 (India)

CIN: U65929DL2016PTC306174

Phone: 01140507973

NOTES:

- I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE.
- II. 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.
- III. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, THE MEMBER WHOSE NAME APPEARS AS THE FIRST HOLDER IN THE ORDER OF NAMES AS PER THE REGISTER OF MEMBERS OF THE COMPANY WILL BE ENTITLED TO VOTE.
- IV. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION TO THE COMPANY, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
- V. THE MEETING IS BEING CALLED AT A SHORTER NOTICE WITH THE CONSENT OF MEMBERS IN ACCORDANCE WITH THE PROVISIONS OF PROVISIO TO SECTION 101(1) OF THE COMPANIES ACT 2013.

Certified to be true

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo

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Company Secretary
M.No.-A40347



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.1 - Appointment of Mr. Akshat Pande as a Non-executive Independent Director**

In terms of applicable provisions of the Companies Act, 2013 and Rules framed there under, appointment of Non-executive Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received consent in writing in Form DIR-2 from Mr. Akshat Pande (DIN: 03419636) to act as a Non-executive Independent Director and a declaration to the effect that he is not disqualified to be appointed as a Non-executive Independent Director in other companies in Form DIR-8. In the opinion of the Board, Mr. Akshat Pande fulfills the conditions specified in the Companies Act, 2013 and Rules thereunder to be appointed as a Non-executive Independent Director of the Company and is Independent of the Company's Management.

Brief Profile of Mr. Akshat Pande is given below:

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).

Akshat is a member of the International Bar Association, Inter-Pacific Bar Association, Eurojuris, Indo-Canada Chamber of Commerce, South Asian Bar Association of North California and ILF-International Law Firms.

The Board considers that it would be prudent to appoint Mr. Akshat Pande and will be of Immense benefit to the company. Accordingly, the appointment of aforesaid Director is recommended by the Board and is now placed before the Members for their approval.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as an Ordinary resolution.

Item No.2 - Appointment of Mr. Rohit Kapoor as a Non-executive Independent Director

In terms of applicable provisions of the Companies Act, 2013 and Rules framed there under, appointment of Non-executive Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received consent in writing in Form DIR-2 from Mr. Rohit Kapoor (DIN: 06529360) to act as a Non-executive Independent Director and a declaration to the effect that he is not disqualified to be appointed as a Non-executive Independent Director in other companies in Form DIR-8. In the opinion of the Board, Mr. Rohit Kapoor fulfills the conditions specified in the Companies Act, 2013 and Rules thereunder to be appointed as a Non-executive Independent Director of the Company and is Independent of the Company's Management.

Brief Profile of Mr. Rohit Kapoor is given below:

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. He will also be responsible for growing OYO's business in India as well as across international markets, through strategic partnerships and investment opportunities.

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.

The Board considers that it would be prudent to appoint Mr. Rohit Kapoor and will be of Immense benefit to the company. Accordingly, the appointment of aforesaid Director is recommended by the Board and is now placed before the Members for their approval.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as an Ordinary resolution.

Certified to be true

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo

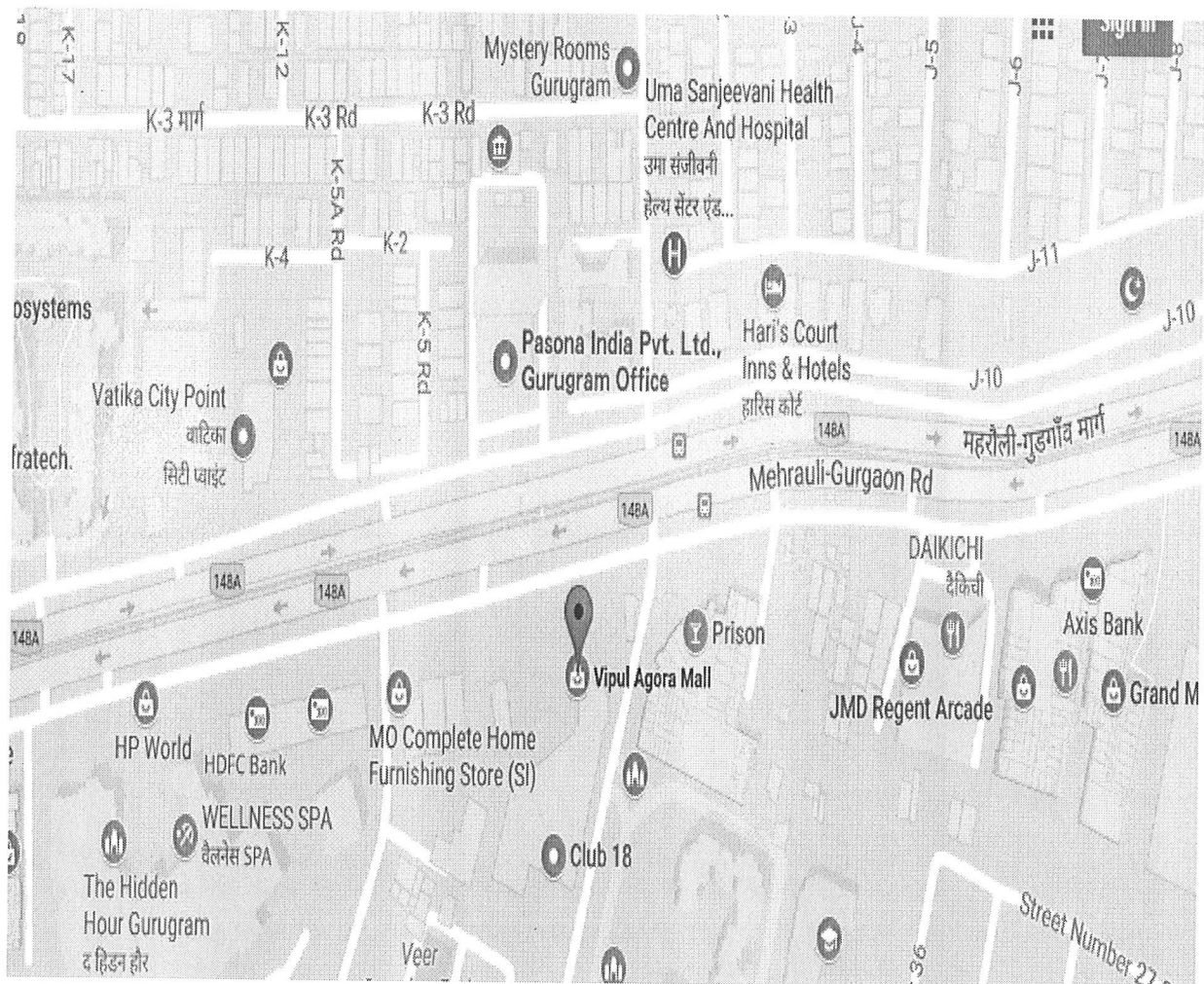
Brij Kishore Kiradoo
Company Secretary
M.No.-A40347



Route Map:

Land Mark-Vipul Agora Mall

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



Registered Office: E-6, First Floor, Green Park Extension, New Delhi – 110016 (India)

CIN: U65929DL2016PTC306174

Phone: 01140507973

Proxy Form

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

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

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

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra- Ordinary General Meeting of members of the Company, to be held on February 05, 2019 at 101, First Floor, Vipul Agora Mall, Gurgaon-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars of Resolution(s)	For	Against
1	Appointment of Mr. Akshat Pande as a Non-executive Independent Director		
2	Appointment of Mr. Rohit Kapoor as a Non-executive Independent Director		

Note:

1. This form of proxy in order to be effective should be duly completed and deposited must be deposited at the Registered office of the company not less than 48 hours before the commencement of the EGM.
2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Proxy need not be Member of the Company pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his/her identity at the time of attending the Meeting

Attendance Slip

No. EGM/2018-19/09- Extra-Ordinary General Meeting of the Company on February 05, 2019 at 05.00 P.M. at the Corporate Office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002 (India).

Folio No./DP ID & Client ID*	
No. of shares held	

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 No. EGM/2018-19/09 Extra-Ordinary General Meeting of the company to be held on **Thursday February 05, 2019 at 05.00 at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon-122002.**

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.