



**OXYZO Financial Services Private Limited**

**Corp. Office:**

#6th Floor, Tower A, Global Business Park,

M.G. Road, Gurugram-122001

Contact: 0124- 4006603

Email: [finance@oxyzo.in](mailto:finance@oxyzo.in);

[compliance@oxyzo.in](mailto:compliance@oxyzo.in)

Website: [www.oxyzo.in](http://www.oxyzo.in)

### NOTICE

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON MARCH 14, 2022 (MONDAY) AT 04:00 P.M (IST) AT #6TH FLOOR, TOWER A, GLOBAL BUSINESS PARK, M.G. ROAD, GURUGRAM-122001 TO INTER ALIA CONSIDER AND TRANSACT THE FOLLOWING BUSINESS AS UNDER:**

**As Special Business:**

- 1. To approve issue and offer of Non-Convertible Debentures (Listed or Unlisted “NCDs” or “Debentures”).**

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

**“RESOLVED THAT** in accordance with Sections 42, 71, 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum and Articles of Association of the Company and subject to consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if and to the extent necessary, post to the approval of Board of Directors vide resolution dated September 23, 2021, consent of the members be and is hereby accorded to the Company (including any duly authorized committee thereof) for the offer and issuance of Non-Convertible Debentures (Listed or Unlisted “NCDs” or “Debentures”), to the investors as identified by the Board, as mentioned below:

Type of Security	Tentative Quantum	Tentative Issue Open
Unlisted NCDs	Rs. 30 Crores	15-March-2022
MLD NCDs	Upto Rs. 75 Crores	28-March-2022
Others	Rs. 50 Crores or more	on or before 31-March-2022

**RESOLVED FURTHER THAT** the approval of the shareholders, as and when applicable, be and is hereby accorded for the listing of the Debentures on the wholesale debt market segment of BSE in accordance with the terms and timelines agreed and contained in the transaction documents and SEBI (Issue & Listing of NCS) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time and SEBI Circular no. SEBI/HO/DDHS/CIR/P/2020/198 dated October 05, 2020.

**RESOLVED FURTHER THAT** the members hereby take on record the appointment of **IDBI Trusteeship Services Limited or any other Trustee as may be decided by the Board** (the ‘**Debenture Trustee**’) as the debenture trustee for the issue of the Debentures.

**RESOLVED FURTHER THAT** the members do and hereby consider and approve the terms and conditions for appointment of Kfin Technologies Private Limited as Registrar and Transfer Agent, ICRA Limited as Credit Rating Agency or any other agency as may be decided by the Board, NSDL and CDSL as depository and such other intermediaries as may be required to be appointed, including their successors and their agents.

**RESOLVED FURTHER THAT** the members hereby approve the creation of security by way of a first ranking exclusive security by way of hypothecation over certain identified loan receivables up to the security cover as prescribed in the Term Sheet and Information Memorandum., for securing the obligations of the Company in respect of the Debentures.

**RESOLVED FURTHER THAT** Ms. Ruchi Kalra, Chief Financial Officer and Whole time Director; Mr. Asish

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Mohapatra, Director; Mr. Prashant Roy Sharma, General Manager- Corporate Finance; Mr. Brij Kishore Kiradoo, Company Secretary and Mr. Anuj Sharma, Assistant General Manager- Corporate Finance, of the Company (the “**Authorized Officers**”) be and are hereby severally authorized to:

- (i) negotiate, approve of and decide the terms and conditions of the issue of the said debentures,
- (ii) execute term sheet/s,
- (iii) finalize/ acknowledge/ consider and take note on the terms and conditions of the appointment of a debenture trustee, a registrar and transfer agent, a credit rating agency, a depository and such other intermediaries as may be required to be appointed, including their successors and their agents,
- (iv) decide upon the date of opening and closing of the debenture issue and the period for which the aforesaid issue will remain open,
- (v) finalize the date of allocation and deemed date of allotment of the debentures,
- (vi) negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the debenture issue and deal with regulatory authorities in connection with the debenture issue including but not limited to SEBI, Registrar of Companies, Ministry of Corporate Affairs/ ROC, Company Law Board, BSE, Sub-Registrar of Assurances and such other authorities as may be required,
- (vii) including without limitation, approve, negotiate, sign, execute, amend, supplement and / or issue the following:
  - a) information memorandum / private placement offers cum application letter/ disclosure document for the Debenture Issue (the “**Information Memorandum**”);
  - b) tripartite agreement between the Company, the depository and the registrar and transfer agent; if required
  - c) the memorandum of understanding between the Company and the registrar and transfer agent; if required
  - d) debenture trust deed, deed of hypothecation and other requisite documents for the creation of a security over the Company’s movable and assets, (including any powers of attorney in connection thereto);
  - e) documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures including without limitation for the purposes of recognizing the rights of the debenture trustee to operate such bank accounts;
  - f) any other documents required for the purposes of the debenture issue and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
  - g) any other document designated as a security document by the debenture trustee.
- (viii) do all acts necessary for the proposed listing of the debentures in accordance with the terms set out in the Information Memorandum, wherever applicable and
- (ix) do all other acts, deeds and things as may be deemed necessary to give effect to the foregoing and the other terms of this resolution.”

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**RESOLVED FURTHER THAT** the Information Memorandum and Private Placement offer cum Application Letter placed before the members and be and is hereby approved and the same be issued to the identified Investors under the signature of any one of the Authorised Officer of the Company.

**RESOLVED FURTHER THAT** Authorized Officers/Company Secretary be and are hereby severally authorized to take all necessary steps relating to the creation, perfections and registration of charges and also to sign and submit the necessary forms with the Registrar of Companies and other relevant governmental authorities.

**RESOLVED FURTHER THAT** the Authorized Officers be and are hereby severally authorized to pay all stamp duty, if required to be paid for the debenture issue in accordance with the laws of the Republic of India and procure the stamped documents from the relevant governmental authorities.

**RESOLVED FURTHER THAT** any one of the Authorised Officers be and are hereby severally authorized to approve and finalise, sign, execute and deliver documents in relation to the debenture issue as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required by the debenture trustee, or any of them in connection with the debentures to be issued by the Company.

**RESOLVED FURTHER THAT**, the Authorized Officers be and hereby severally authorized to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, agreements and other papers or documents as may be required in relation to any of the above with any registering authority or governmental authority competent in that behalf.

**RESOLVED FURTHER THAT** Authorised Officers be and are hereby severally authorized to delegate the powers to such official/s of the company as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue of the debentures.

**Certified true copy**

**For OXYZO Financial Services Private Limited**

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- March 13, 2022**

**Place:- Gurgaon, Haryana**

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**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.

**Certified True Copy**

**For OXYZO Financial Services Private Limited**

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- March 13, 2022**

**Place:- Gurgaon, Haryana**

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

**Item 1-To approve issue and offer of Non-Convertible Debentures (Listed or Unlisted “NCDs” or “Debentures”).**

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution.

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Type of Security	Tentative Quantum	Tentative Issue Open
	Unlisted NCDs	Rs. 30 Crores	15-March-2022
	MLD NCDs	Upto Rs. 75 Crores	28-March-2022
	Others	Rs. 50 Crores or more	on or before 31-March-2022
	Board Meeting to approve issue and offer of aforesaid issue was on September 23, 2021. (11:00 A.M)		
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	Same as above.  The NCDs will be offered/issued at par.		
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued are non-convertible debt instruments.		
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	As per Term Sheet and Information Memorandum		

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AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Type of Security	Tentative Quantum	Tentative Issue Open
	Unlisted NCDs	Rs. 30 Crores	15-March-2022
	MLD NCDs	Upto Rs. 75 Crores	28-March-2022
	Others	Rs. 50 Crores or more	on or before 31-March-2022
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	<b>Material Terms:</b> As may be decided by the Board of Directors of the company;		
	<b>Proposed Time Schedule:</b> As may be decided by the Board		
	<b>Purpose of Offer:</b>  The proceeds of the Issuance will be utilized as per the Term Sheet and Information Memorandum		
	<b>Contribution made by the Promoter or Director:</b> None  <b>Principle Terms of Assets Charged as Securities:</b>  First ranking exclusive security by way of hypothecation over certain identified loan receivables up to the security cover as prescribed in the Term Sheet and Information Memorandum., for securing the obligations of the Company in respect of the Debentures.		

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board (including any committee of the Board, if applicable) to allot such NCDs as mentioned below on a private placement basis as stipulated above upon receiving application money.

Type of Security	Tentative Quantum	Tentative Issue Open
Unlisted NCDs	Rs. 30 Crores	15-March-2022
MLD NCDs	Upto Rs. 75 Crores	28-March-2022
Others	Rs. 50 Crores or more	on or before 31-March-2022

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 Special Resolution.

**Certified true copy****For OXYZO Financial Services Private Limited****Brij Kishore Kiradoo****Company Secretary****ICSI M.No- A40347****Date:- March 13, 2022****Place:- Gurgaon, Haryana**

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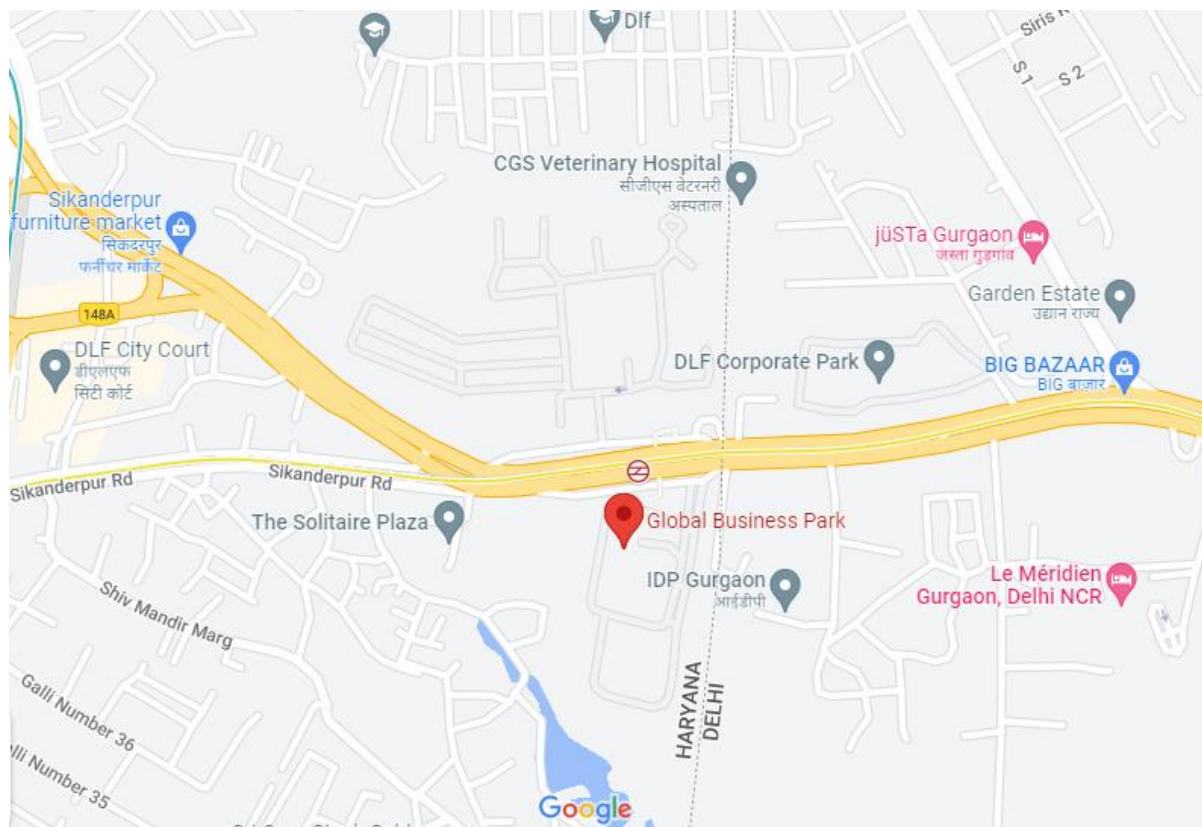
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**Route Map:**

**Land Mark-Guru Dronacharya Metro Station**

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[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**

<b>Name of Members</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No. /DP ID &amp; Client ID*</b>	

\*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:

1. 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, March 14, 2022 at 04:00 P.M(IST) on at the Corporate office of the Company located at #6th Floor, Tower A, Global Business Park, M.G. Road, Gurugram-122001, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

<b>S. No.</b>	<b>Particulars of Resolution(s)</b>	<b>For</b>	<b>Against</b>
1.	To approve issue and offer of Non-Convertible Debentures (Listed or Unlisted "NCDs" or "Debentures").		

Signed this ..... day of..... 2022

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

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**Attendance Slip**

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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, March 14, 2022 at 04:00 PM (IST)** at the Corporate office of the Company located at #6th Floor, Tower A, Global Business Park, M.G. Road, Gurugram, Haryana-122001, India.

\_\_\_\_\_  
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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