

NOTICE

Notice is hereby given that the Extra General Meeting of OXYZO Financial Services Private Limited is scheduled to be held on September 19, 2019 (Thursday) at 09:00 PM (IST) at a shorter notice at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002 to transact the following business as:

AS SPECIAL BUSINESS

1. To adopt 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 the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“**Act**”), and the recommendation made by the board of directors of the Company (hereinafter referred to as the “**Board**” which shall deemed to include any committee thereof) at its meeting held on September 18, 2019 consent of members of the Company, be and is hereby accorded to alter and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company (“**Amended Articles**”) is hereby approved in substitution for, and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Directors of the Company, be and are hereby severally authorised to execute and file necessary forms and other necessary documents as may be required by the statutory authorities including with Registrar of Companies, NCT of Delhi and to do all such acts and deeds as may be necessary for the implementation of this resolution and to submit all documents to the concerned authorities in this behalf.

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

2. To approve issue, offer and allotment of Market Linked Non-convertible debentures by way of Private Placement

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, consent of the members be and is hereby accorded to the Board of Directors of the Company (including any duly authorized committee thereof) for the issuance, offer and allotment of 1700 rated, senior, secured, redeemable, transferable, principal-protected Market-linked Non-convertible debentures of face value of Rs. 1,00,000/- (Rupees One Lac Only) each (“**Debentures**”) for an amount aggregating to INR 17,00,00,000/- (Indian Rupees Seventeen Crores only) having a tenor of 1008 days from deemed date of allotment at par on a private placement basis (“**Issuance**”) to Axis Trustee Services Limited acting in its capacity as the trustee of the **IFMR FImpact Income Builder Fund** as its scheme (“**Investor**”) on such terms and conditions at par as fully paid instruments.

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

RESOLVED FURTHER THAT the approval of the shareholders 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 applicable Law/Guidelines to be signed by the Company in relation to the issuance.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution and for all matters connected therewith.”

Certified true copy

For Oxyzo Financial Services Private Limited

Brij Kishore Kiradoo
16/9/19



Brij Kishore Kiradoo

Company Secretary

ICSI Membership No. A40347

**Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

Date: September 18, 2019

Place: Gurgaon

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 Annual General Meeting and will also be available during the Annual 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 Annual General Meeting is annexed with the notice of Annual General Meeting.
- VII. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.

Certified true copy
For Oxyzo Financial Services Private Limited

Brij Kishore Kiradoo

Brij Kishore Kiradoo
Company Secretary
ICSI Membership No. A40347
Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002



Date: September 18, 2019
Place: Gurgaon

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CIN: U65929DL2016PTC306174, Phone: 011-41054262

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 Association of the Company.

Certain amendments are required to be made to the existing Articles of Association of the Company. The amendments 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**"). This 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.

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 this notice, till the date of this general meeting and is open for inspection at the meeting.

None of the Director, 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 at its meeting held on September 18, 2019 had 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.

Item 2- To Approval for issue of non-convertible 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	Offer of 1700 Rated, Senior, Secured, Transferable, Redeemable, Principal Protected Market Linked Non- convertible Debentures of face value of Rs 100,000 each, aggregating to Rs. 1700,00,000
	Board Meeting for issue and offer of Rated, Senior, Secured, Transferable, Redeemable, Principal Protected Market Linked Debentures was September 18, 2019.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	1700 Senior, rated, secured, redeemable, transferable , principal-protected, market-linked, non-convertible debentures (" NCDs "). The NCDs will be offered/issued at par.

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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	Care Rating Limited										
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	An amount of Rs. 17,00,00,000/- (Rupees Seventeen Crores Only)										
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	<p>Material Terms: As may be decided by the Board of Directors of the company;</p> <p>Proposed Time Schedule:</p> <table border="1"> <thead> <tr> <th>Details</th><th>Date</th></tr> </thead> <tbody> <tr> <td>Issue Opening Date</td><td>September 23, 2019</td></tr> <tr> <td>Issue Closing Date</td><td>September 24, 2019</td></tr> <tr> <td>Pay-in Date</td><td>September 24, 2019</td></tr> <tr> <td>Deemed Date of Allotment</td><td>September 24, 2019</td></tr> </tbody> </table> <p>Purpose of Offer: Onward lending to Customers</p> <p>Contribution made by the Promoter or Director: None</p> <p>Principle Terms of Assets Charged as Securities: Exclusive Hypothecation on receivables of the Company upto 1.1x and first ranking <i>parri pasu</i> charge on immovable property of the Company.</p>	Details	Date	Issue Opening Date	September 23, 2019	Issue Closing Date	September 24, 2019	Pay-in Date	September 24, 2019	Deemed Date of Allotment	September 24, 2019
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Pay-in Date	September 24, 2019										
Deemed Date of Allotment	September 24, 2019										

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 on private placement basis up to INR 17,00,00,000/- (Indian Rupees Seventeen Crores Only) as stipulated above.

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

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Company. The Board recommends the passing of the resolution as Special Resolution.

Certified true copy

For Oxyzo Financial Services Private Limited

Brij Kishore Kiradoo


Brij Kishore Kiradoo

Company Secretary

ICSI Membership No. A40347

**Add: #101, First Floor, Vipul Agora Mall,
Gurgaon-122002**

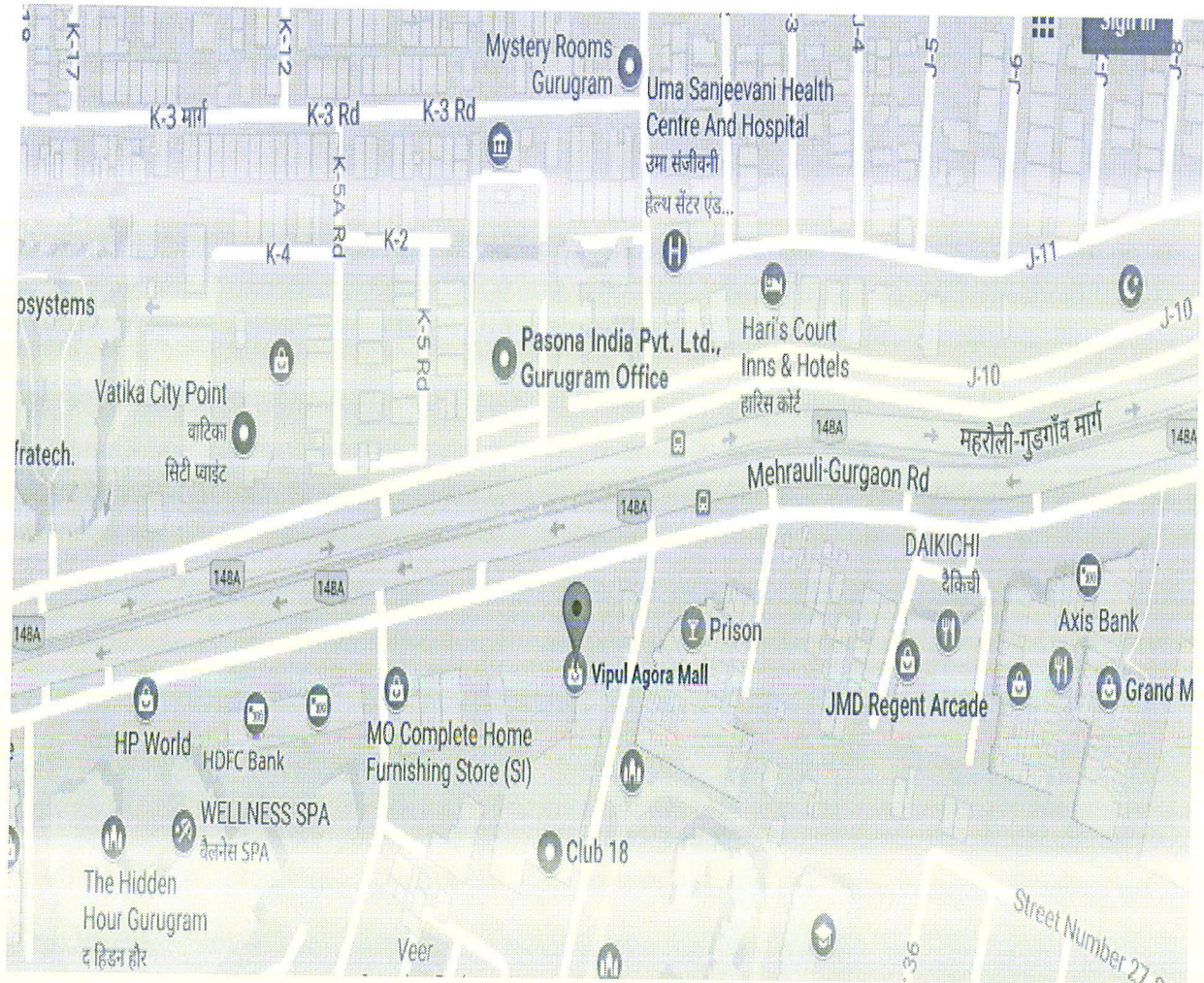
Date: September 18, 2019

Place: Gurgaon

Route Map:

Land Mark-Vipul Agora Mall

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



Buy Kishore



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

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FORM NO. MGT.11
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-110016

Name of the 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:

Name of the Members :

Address :

E-mail ID :

Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company to be held on **Thursday, September 19, 2019 at 09:00 PM (IST)** 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:

Resolution No.	Description	For	Against
Special Business			
1	To adopt restated and amended Articles of Association of the Company		
2.	To approve issue, offer and allotment of Market Linked Non-convertible debentures by way of Private Placement		

Signed this ____ day of ____ 2019

Signature of first proxy holder

Signature of Member

Signature of second proxy holder

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 AGM*

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 **Thursday, September 19, 2019 at 09:00 PM (IST)** at the Corporate office of the Company located at 101, First Floor, Vipul Agora Mall, M.G. Road, Gurgaon, Haryana-122002, 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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