

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA GENERAL MEETING OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON JUNE 22, 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**

- 1. To approve issue, offer and allotment of Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 on Private Placement Basis**

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 Company (including any duly authorized committee thereof) for the issuance and offer of **Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 (“NCDs” or “Debentures”)** issued on a fully paid basis and on a private placement basis (the **“Issue”**), having a tenor of **48 months** from deemed date of allotment to Identified Investors i.e **Global Access Fund LP (“Investor”)**.

**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.

**RESOLVED FURTHER THAT** Ms. Ruchi Kalra, Chief Financial Officer and Whole time Director; Mr. Asish Mohapatra, Director; Mr. Prashant Roy Sharma, Head- Corporate Finance; Mr. Brij Kishore Kiradoo, Company Secretary and Mr. Anuj Sharma, authorize representative on behalf of the Company (the **“Authorized Officers”**) be and are hereby severally authorized 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 or delegate the powers to such official/s of the company as may be deemed necessary.”

Certified true copy

For OXYZO Financial Services Private Limited

*Brij Kishore Kiradoo*  
*Kiradoo*

Brij Kishore Kiradoo

Company Secretary

ICSI M.No- A40347

Date:- June 16, 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.

**Certified true copy**

**For OXYZO Financial Services Private Limited**

*Brij Kishore Kiradoo*  
*Kiradoo*

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- June 16, 2021**

**Place:- Gurgaon, Haryana**



**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



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

**Item 1- To approve issue, offer and allotment of Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 on Private Placement Basis.**

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:

<b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b>	<p><b>Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 ("NCDs" or "Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of 48 months from deemed date of allotment to Identified Investors i.e Global Access Fund LP ("Investor").</b></p> <p>Board Meeting to approve issue and offer of aforesaid issue was <b>May 24, 2021</b>.</p>
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	<p><b>Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 ("NCDs" or "Debentures") issued on a fully paid basis and on a private placement basis (the "Issue"), having a tenor of 48 months from deemed date of allotment to Identified Investors i.e Global Access Fund LP ("Investor").</b></p> <p>The NCDs will be offered/issued at par.</p>
<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	Not applicable, as the securities proposed to be issued are non-convertible debt instruments.
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	N.A

<p><b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b></p>	<p>An amount of INR equivalent to USD 7,000,000</p>										
<p><b>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></p>	<p><b>Material Terms:</b> As may be decided by the Board of Directors of the company;</p> <p><b>Proposed Time Schedule:</b></p> <table border="1" data-bbox="663 701 1356 992"> <thead> <tr> <th>Details</th><th>Date</th></tr> </thead> <tbody> <tr> <td>Issue Opening Date</td><td>June 25, 2021</td></tr> <tr> <td>Issue Closing Date</td><td>June 28, 2021</td></tr> <tr> <td>Pay-in Date</td><td>June 28, 2021</td></tr> <tr> <td>Deemed Date of Allotment</td><td>June 28, 2021</td></tr> </tbody> </table> <p><b>Purpose of Offer:</b></p> <p>To disburse SME loans related to the development of water and sanitation infrastructure, specifically towards water supply projects and sewage treatment projects. Borrower SME loan disbursement targets as well as a list of projects that can be and cannot be financed under the Facility summarized as:</p> <ol style="list-style-type: none"> <li>1. The Borrower must demonstrate continued engagement in water supply and sanitation with new projects either by existing customers or new customers.</li> <li>2. The Loan must be fully deployed in eligible water supply and sanitation projects (as defined in 3 &amp; 4 below) in the form of new and exclusive working capital limits for the eligible projects, within 9 months from disbursement.</li> <li>3. The loan can support only future projects that are focused on water supply and sanitation that fit the following description: <ul style="list-style-type: none"> <li>• Water supply / drinking water pipelines</li> <li>• Clean water treatment plants</li> <li>• Sewerage network</li> <li>• Sewage treatment</li> <li>• Canal restoration and renovation for water supply</li> <li>• Fecal sludge management</li> <li>• Any other type with prior approval from the Fund.</li> </ul> </li> </ol>	Details	Date	Issue Opening Date	June 25, 2021	Issue Closing Date	June 28, 2021	Pay-in Date	June 28, 2021	Deemed Date of Allotment	June 28, 2021
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	<p>4. The following projects are specifically excluded from financing under the Loan:</p> <ul style="list-style-type: none"><li>• Dam construction/renovation/repairs</li><li>• Reservoir construction/renovation/repairs</li><li>• New canal construction</li></ul> <p><b>Contribution made by the Promoter or Director:</b> None</p> <p><b>Principle Terms of Assets Charged as Securities:</b></p> <ol style="list-style-type: none"><li>1. Hypothecation of its loan portfolio equal to 100 % of the outstanding loan balance.</li><li>2. Corporate guarantee of OFB Tech Private Limited</li></ol>
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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 equivalent to USD 7,000,000 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 Company. The Board recommends the passing of the resolution as Special Resolution.

**Certified true copy**

**For OXYZO Financial Services Private Limited**

*Brij Kishore Kiradoo*  
*Kidw*

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M.No- A40347**

**Date:- June 16, 2021**

**Place:- Gurgaon, Haryana**







**OXYZO Financial Services Private Limited**

**Corp. Office:**

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

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

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

**Route Map:**

**Land Mark-Vipul Agora Mall**

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



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

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 **Tuesday, June 22, 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.	To approve issue, offer and allotment of Rated, Unlisted, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures of up to INR equivalent to USD 7,000,000 on Private Placement Basis.		

Signed this ..... day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue

Stamp

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

***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 **Tuesday, June 22, 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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