

NOTICE

Notice is hereby given that the Tenth Extra-ordinary General Meeting of the members of OXYZO Financial Services Private Limited is scheduled to be held at 11.00 A.M. on February 28, 2019, Thursday at a shorter notice at 101, First Floor, Vipul Agora Mall, Gurgaon-122002, to *inter alia* consider and transact the following business as under:

Special Business:

1. **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, unsubordinated, 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 1096 days at par on a private placement basis to Axis Trustee Services Limited acting in its capacity as the trustee of IFMR Finance for Freedom Fund V with IFMR FImpact Income Builder Fund as its scheme (**“Investor”**) on such terms and conditions at par as fully paid instruments.

RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded to 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 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.”

**By Order of the Board of OXYZO Financial
Services Private Limited**

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

Date: February 28, 2019

Regd off: E-6, First Floor, Green Park Extension, South Delhi, Delhi-110016

Brij Kishore Kiradoo
Company Secretary

Brij Kishore Kiradoo
Company Secretary
M.No.-A40347

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.

By Order of the Board of OXYZO Financial
Services Private Limited

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

Date: February 28, 2019

Regd off: E-6, First Floor, Green Park Extension,
South Delhi, Delhi-110016

Brij Kishore Kiradoo

Company Secretary

Brij Kishore Kiradoo

Company Secretary

M.No.-A40347

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

Item 1- 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.

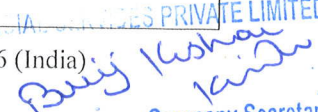
Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

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 shall be February 28, 2019.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	1700 unsubordinated, rated, secured, redeemable, fully paid up, principal-protected, market-linked, non-convertible debentures ("NCDs"). 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 (in multiple issues/tranches) are non-convertible debt instruments.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
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	Material Terms: As may be decided by the Board of Directors of the company;

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

CIN: U65929DL2016PTC306174

Phone: 01140507973

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

 Company Secretary

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

Proposed Time Schedule

Details	Date
Issue Opening Date	February 28, 2019
Issue Closing Date	March 01, 2019
Pay-in Date	March 01, 2019
Deemed Date of Allotment	March 01, 2019

Purpose of Offer: Onward lending to Customers

Contribution made by the Promoter or Director: None

Principle Terms of Assets Charged as Securities: Exclusive Hypothecation on receivables of the Company upto 1.1x and first ranking *parri pasu* charge on immovable property of the Company.

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

By Order of the Board of OXYZO Financial Services Private Limited

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

Brij Kishore
Company Secretary

Date: February 28, 2019
Regd off: E-6, First Floor, Green Park Extension,
South Delhi, Delhi-110016

Brij Kishore Kiradoo
Company Secretary
M.No.-A40347

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

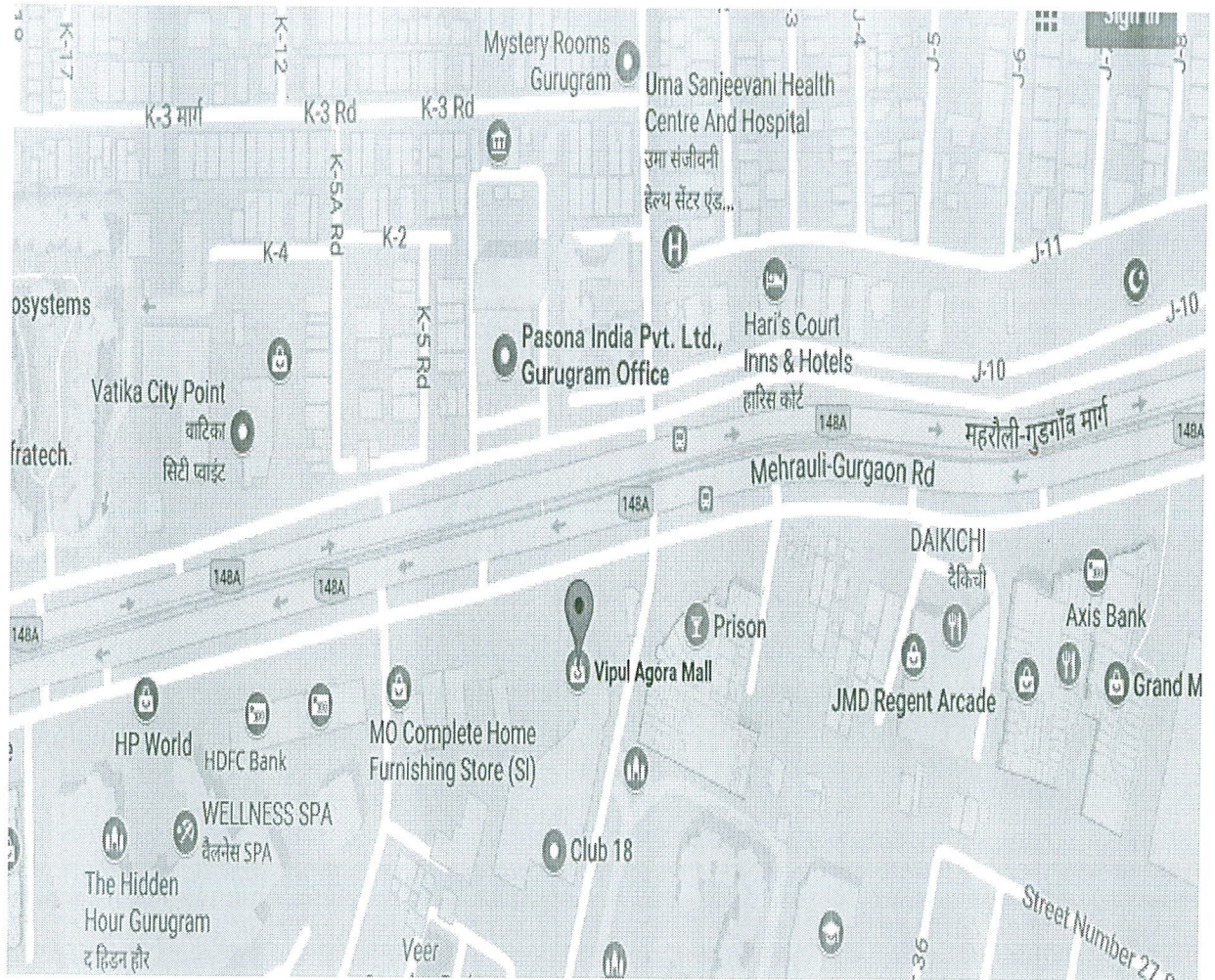
Email: finance@oxyzo.in

Website: www.oxyzo.in

Route Map:

Land Mark-Vipul Agora Mall

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



OXYZO FINANCIAL SERVICES PRIVATE LIMITED

Beij Kishore
Company Secretary

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 28, 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	Approval for Issue and Offer of Non- Convertible Debentures by way of Private Placement		

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue

Stamp

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

CIN: U65929DL2016PTC306174

Phone: 01140507973

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/2018-19/10- Extra-Ordinary General Meeting of the Company on February 28, 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/2018-19/10 Extra-Ordinary General Meeting of the company to be held on **Thursday February 28, 2019 at 11.00 A.M. 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.