



**OXYZO Financial Services Private Limited**

**Corp. Office:**

#101, First Floor, Vipul Agora Mall,

MG Road, Gurugram-122001

Contact: 0124- 4114488

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

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

**February 03, 2024**

**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai-400001

**Sub: Notice of Extra Ordinary General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 50 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed the Notice of the Extra Ordinary General Meeting of the Company ("EGM Notice") scheduled to be held on Saturday, February 03, 2024 at 05:00 p.m. (IST) on shorter notice at 101, First Floor, Vipul Agora Mall, MG Road, Gurugram-122001.

EGM Notice are being sent through electronic mode to all the Members whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP').

The EGM Notice are also uploaded on the website of the Company at [www.oxyzo.in](http://www.oxyzo.in)

We request you to take the above information on your record.

**For OXYZO Financial Services Private Limited**

**Pinki Jha**  
**Company Secretary & Compliance Officer**  
**M. No. F10683**



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## **NOTICE**

**SHORTER NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2023-24 OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD ON SATURDAY, 03<sup>RD</sup> FEBRUARY 2024 AT 05:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS**

### **SPECIAL BUSINESS**

#### **1. APPROVAL FOR CONVERSION OF THE COMPANY TO PUBLIC LIMITED 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 section 14 and 18 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of Registrar of Companies, the status of the Company be and is hereby converted from Private Limited Company to Public Limited Company.

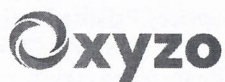
**RESOLVED FURTHER THAT** subject to the approval of Registrar of Companies, the name of the Company shall stand changed from **“OXYZO FINANCIAL SERVICES PRIVATE LIMITED”** to **“OXYZO FINANCIAL SERVICES LIMITED”**, by deletion of the word ‘Private’ from the name of the Company, and that the new name shall substitute the existing Company name wherever it appears in Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file the necessary documents / form(s), make applications with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

#### **2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013**

**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 all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force), and



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in accordance with the approval of Affected Investors and Qualified Investor Majority of the Company (for alteration of entrenched provisions of Chapter II of the existing articles), the new set of Articles of Association (which no longer includes the restrictions and limitations which are required to be included in the articles of a private company under Companies Act, 2013) is hereby approved and adopted in accordance with the provisions of the Companies Act, 2013 in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file the necessary documents / form(s), make applications with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**3. 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 Special 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 re-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 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."

**4. TO BORROW IN EXCESS OF THE LIMITS PROVIDED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the provisions of the Master Direction- Reserve Bank of India (Non-Banking Financial Company-Scale Based regulation) Directions, 2023 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the Company do borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and



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conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 3,500 Crore (Thirty-Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution."

**For OXYZO Financial Services Private Limited**

Company Secretary

Pinki Jha

Company Secretary and Compliance Officer

ICSI M. No - F10683

Date: 03/2/24

Place: Gurugram, 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 including a copy of the Memorandum and Articles of Association proposed to be approved in the meeting, 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.
- VIII. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- IX. Since the meeting is being held at shorter notice, accordingly shorter notice consent is required from majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting.



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**Corp. Office:**

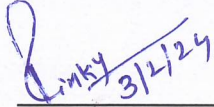
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**For OXYZO Financial Services Private Limited**

 3/2/24

Company Secretary

**Pinki Jha**

**Company Secretary and Compliance Officer**

**ICSI M.No- F10683**

**Date: 03/02/24**

**Place: Gurugram, Haryana**



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

**Item 1: Approval for conversion of the Company to Public Limited Company**

The Company was incorporated on 21/09/2016 as a Private Limited Company which put some restrictions on the Company which limiting its scope of working and growth. The Board considered that for the purpose of the expanding the business activities of the Company, it is necessary to convert its constitution from a private limited company to a Public Limited Company for obtaining the confidence of the Public as a whole. Accordingly the required changes in Memorandum and Articles of Association of the Company have been made for approval of members.

The Directors recommend the Resolution set out in the Notice for the approval of the members.

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.

**Item 2: Adoption of new set of Articles of Association in compliance with the provisions of the Companies Act, 2013**

The Board intends to inform the member of the Company that upon the conversion of Company from Private Limited to Public Limited Company, various provisions which are applicable to private company may have to be deleted and Articles of Association of the Company needs to be re-aligned as per the provisions applicable to the Public Company under the Companies Act, 2013. Accordingly, it is proposed to adopt a new set of Articles of Association (including certain alterations in the Chapter II of the existing Articles of Association of the Company) in place of and to the exclusion of existing Articles of Association of the Company.

The approval of Affected Investors and Qualified Investor Majority are also sought by way of this notice as the said provisions are entrenched in accordance with the approval granted in Extra-Ordinary General Meeting of members of the Company dated April 08, 2022.

The draft regulations contained in the new Articles of Association of the Company are presented to its members which requires approval of the members of the Company **by way of Special Resolution to that effect.**

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.



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

**Item 3: Re-appointment of Mr. Rohit Kapoor as a Non-Executive Independent Director**

Mr. Rohit Kapoor is appointed as an Independent Director on the Board of your Company since 05<sup>th</sup> February 2019. His term of 5 years was due for expiration in 2024. Hence your Board had re-appointed Mr. Rohit Kapoor 03<sup>RD</sup> February 2024 for a second term of 5 (Five) consecutive years.

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Rohit Kapoor (DIN – 06529360) as an Independent Director for a term of 5 (Five) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to re-appoint him as an Independent Director.

In the opinion of the Board, Mr. Rohit Kapoor is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 5 (Five) years.

Mr. Rohit Kapoor (DIN – 06529360) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to be re-appointed as Independent Director.

The remuneration/sitting fees payable to Independent Director, shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination, Remuneration and Board.

A copy of the draft letter of re-appointment of Mr. Rohit Kapoor as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office of the Company during normal business hours on any working day upto the date of EGM, without payment of any fee, by the member and also during the meeting in data room and before the meeting, can be accessed by sending email at [compliance@oxyzo.in](mailto:compliance@oxyzo.in)

A brief profile of Mr. Rohit Kapoor is provided in the "Annexure A" to the Notice.

The concern or interest, financial or otherwise in respect of agenda

- |   |        |
|---|--------|
| i. Director and KMP (except Mr. Rohit Kapoor to the extent of his directorship) | - None |
| ii. Every other Key Managerial Personnel  | - None |
| iii. Relatives of persons mentioned in (i) and (ii)                             | - None |

This statement may also be regarded as an appropriate disclosure under the Act.



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The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in the Notice.

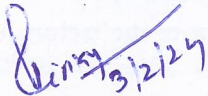
**Item 4: To borrow in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013**

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a Special Resolution.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 4 of the Notice to enable the Board of Directors to borrow money subject to the Master Direction- Reserve Bank of India (Non-Banking Financial Company-Scale Based regulation) Directions, 2023 and in excess of the limit as specified under Companies Act 2013. Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 3,500 Crore (Thirty-Five Hundred Crores Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

**For OXYZO Financial Services Private Limited**

OXYZO Financial Services Private Limited



Pinki Jha

Company Secretary

Company Secretary and Compliance Officer

ICSI M.No- F10683

Date: 03/02/24

Place: Gurugram, Haryana



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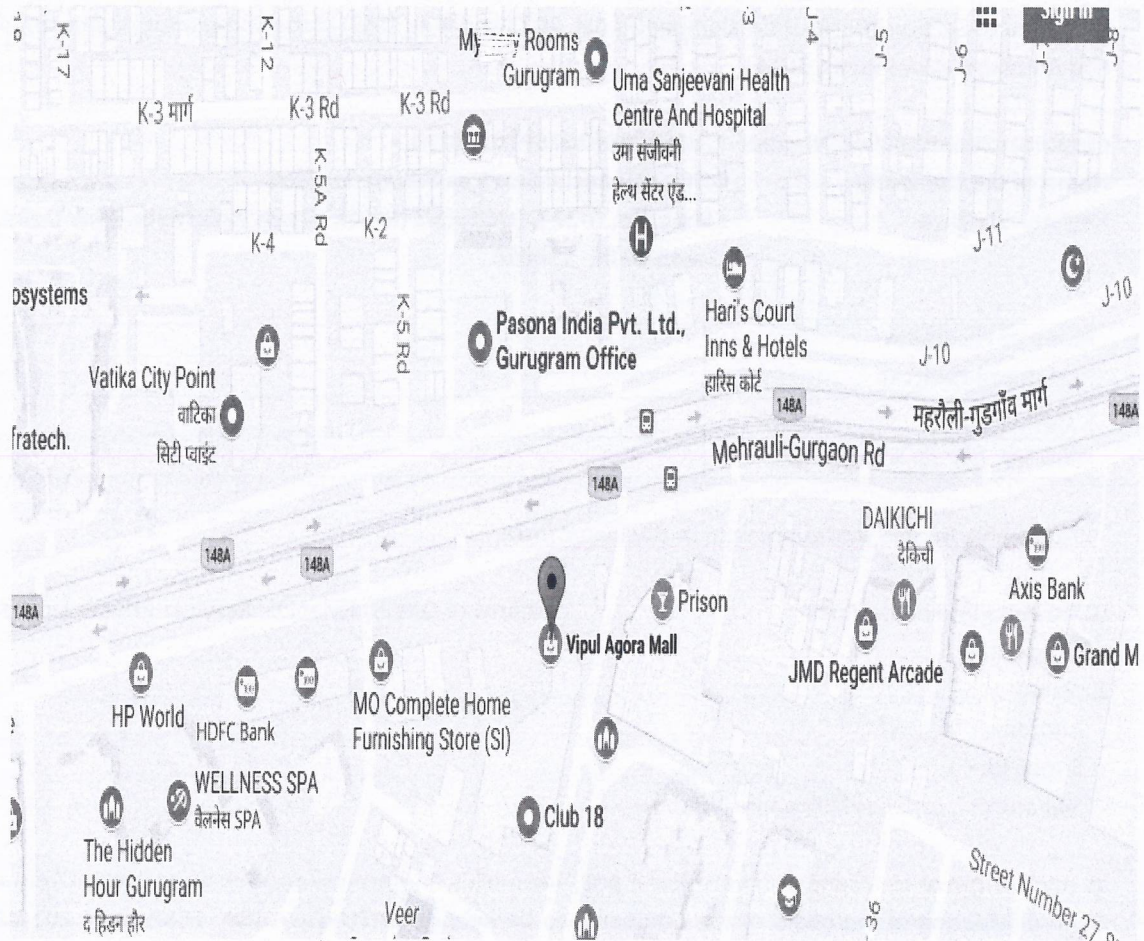
Contact: 0124- 4114488

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**Route Map:**

**Land Mark- #101, First Floor, Vipul Agora Mall, MG Road, Gurugram-122001**



**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



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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**

<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 **SATURDAY, 03<sup>RD</sup> FEBRUARY 2024 AT 05:00 P.M.** at the Corporate office of the Company located at #101, First Floor, Vipul Agora Mall, MG 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.	Approval for conversion of the Company to Public Limited Company		
2.	To approve adoption of new sets of articles of association in compliance with the provisions of the companies act, 2013		

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CIN: U65929DL2016PTC306174, Phone: 011-41054262



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Signed this ..... day of..... 2024

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**

**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 **SATURDAY, 03<sup>RD</sup> FEBRUARY 2024 AT 05:00 P.M.**

\_\_\_\_\_  
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.

-----CUT HERE-----