



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 APRIL 08, 2022 (FRIDAY) AT 05:00 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 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 provisions of section 5 and section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with the rules framed thereunder (including any statutory modifications, amendments thereof the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“**Act**”), and other applicable provisions, if any, and pursuant to:

(a) the share subscription agreement March 23, 2022 executed by and amongst the Company, Alpha Wave Ventures II LP, Creation Investments Social Ventures Fund V, LP, Internet Fund VII Pte. Ltd, Norwest Capital, LLC, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, Ruchi Kalra and OFB Tech Private Limited;

(b) the shareholders’ agreement March 23, 2022 executed by and amongst, *inter alia*, OXYZO Financial Services Private Limited, Alpha Wave Ventures II LP, Creation Investments Social Ventures Fund V, LP, Internet Fund VII Pte. Ltd, Norwest Capital, LLC, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, OFB Tech Private Limited and Ruchi Kalra (“**SHA**”)

the approval and consent of the members of the Company is hereby accorded to approve and adopt the amended and restated articles of association, incorporating the terms of the SHA (“**Restated Articles**”), as placed before the members at this meeting and initialled by the Chairman for the purpose of identification, in substitution for, and to the entire exclusion of, the existing articles of association of the Company.

**RESOLVED FURTHER THAT** the written consent of each of the investors as received for alteration of the articles of association of the Company as required under the existing articles of association (as on date) of the Company be and is hereby taken on record.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, any Director of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, including without limitation approving, finalising and executing, filing any such documents, instruments, writings and forms as may be required, including filing of Form MGT-14 with the jurisdictional Registrar of Companies, or deemed necessary or desirable in their absolute discretion in relation thereof, for the purpose of giving effect to the foregoing resolution and to comply with the provisions of the Companies Act 2013 and provisions of any other applicable law.”

**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

**2. To adopt the entrenched provisions contained in the Amended Articles of Association**

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

**“RESOLVED THAT** the written consent of all the members of the Company as required under Section 5 of the Companies Act, 2013 to include entrenched provisions under the Amended Articles of Association of the Company has been obtained in writing and the same is hereby noted and taken on record by the members and the Company.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to do all such acts and deeds and things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, including, without limitation, approving, finalising and executing, filing any such documents, instruments, writings and forms as may be required including Form MGT-14 with the jurisdictional Registrar of Companies, or deemed necessary or desirable in their absolute discretion in relation thereof, for the purpose of giving effect to the foregoing resolution and to comply with the provisions of the Companies Act, 2013 and provisions of any other applicable law.

**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.”

**For OXYZO Financial Services Private Limited**

  
**Ruchi Kalra**  
**WTD and CFO**  
**DIN: 03103474**

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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.

**For OXYZO Financial Services Private Limited**

  
**Ruchi Kalra**

**WTD and CFO**

**DIN: 03103474**

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

**Item 1- To adopt restated and amended Articles of Association of the Company**

To give effect to the terms of the shareholders' agreement March 23, 2022 executed by and amongst, *inter alia*, OXYZO Financial Services Private Limited, Alpha Wave Ventures II LP, Creation Investments Social Ventures Fund V, LP, Internet Fund VII Pte. Ltd, Norwest Capital, LLC, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, OFB Tech Private Limited and Ruchi Kalra ("SHA") amendments are required to be made to the existing Articles of Association of the Company to incorporate the provisions of the Series A SHA and to replace the existing articles in their entirety ("**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 by way of special resolution.

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 Directors, 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 by passing Resolution by circulation on April 06, 2022, 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 adopt the entrenched provisions contained in the Amended Articles of Association**

In furtherance of the understanding between the Company and the new Investors, the Board by passing resolution through circulation on April 06, 2022 had approved and recommended that the Company to include entrenched provisions under the Amended Articles. As per Section 5(4) of the Companies Act, 2013, a private company may make provisions for entrenchment by an amendment of its articles of association provided all the shareholders of the company agree to such amendment. The Company has circulated a letter seeking due consent of all its shareholders to include entrenched provisions provided under the 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 by way of special resolution.

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.



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The Board by passing resolution through circulation on April 06, 2022, had including entrenched provisions in the restatement and amendment of the Articles of Association and recommends the unanimous adoption of the resolution as set out in item no. 2 of the Notice.

**For OXYZO Financial Services Private Limited**



**Ruchi Kalra**

**WTD and CFO**

**DIN: 03103474**

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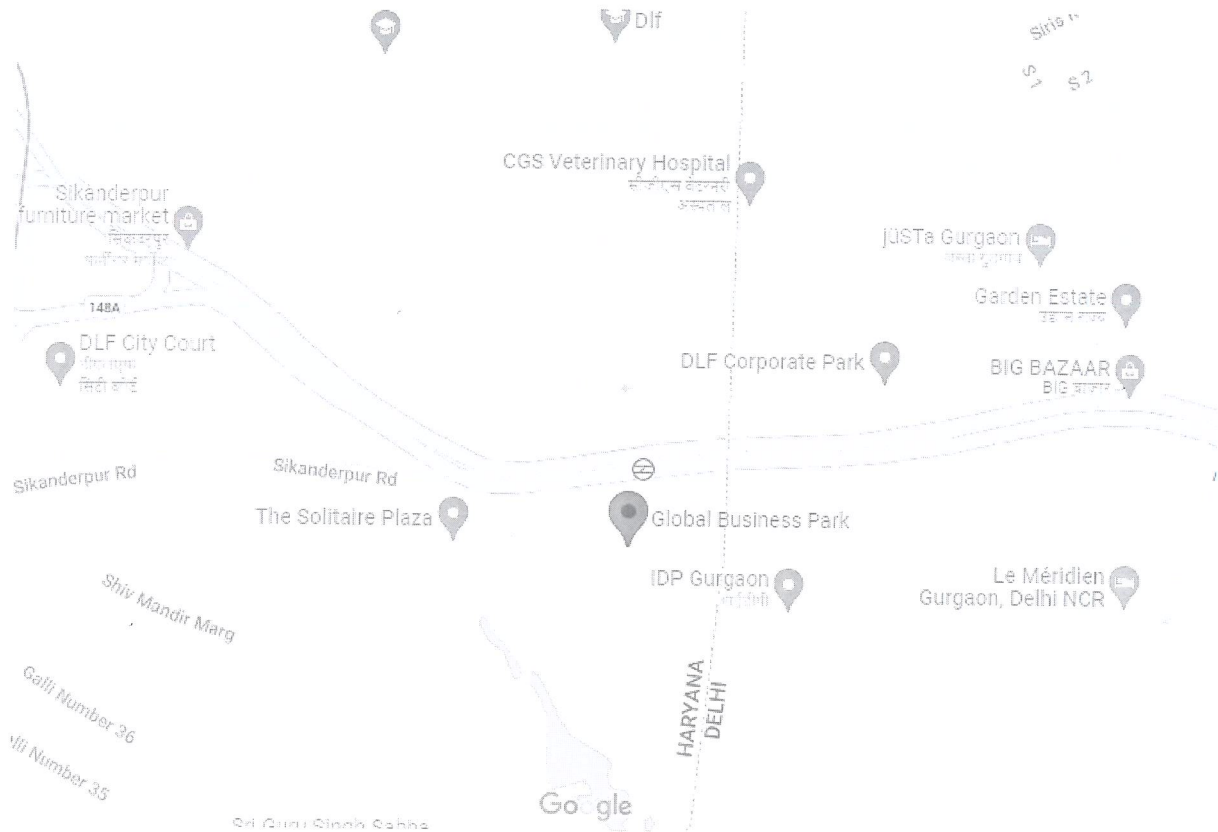
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### Route Map

**Land Mark-Guru Dronacharya Metro Station**

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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 Friday, April 08, 2022 at 05:00 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 at shorter notice 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 adopt the restated and amended articles of association of the Company		
2.	To adopt the entrenched provisions in the restated and amended Articles of Association of the Company		

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

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue

Stamp

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***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*

**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 **Friday, April 08, 2022 at 05:00 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 at shorter notice.

\_\_\_\_\_  
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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