



OXYZO Financial Services Private Limited

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122002

Contact: 0124- 4006603

Email: finance@oxyzo.in

Website: www.oxyzo.in

The Secretary
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai-400001S

September 25, 2021

Subject: - Intimation of circular resolution passed by Board of Directors for allotment of Non-Convertible Debt Securities , under Regulation 51(2) read with Part-B of Schedule-III of SEBI (LODR) Regulations, 2015

Respected Sir/Madam,

This is to inform your good office that in pursuant to the Regulation 51 (2) and Part-B of Schedule-III of SEBI (LODR) Regulations, 2015, the Company has allotted **350 (Three Hundred and Fifty) Rated, Unsubordinated, Secured, Transferable, Redeemable, Listed, Principal Protected Non-Convertible Market Linked Debentures (“NCDs” or “Debentures”)** of face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating up to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only), having a tenor of 24 months from deemed date of allotment to Northern Arc Capital Limited (“Investor”), on September 24, 2021.

In this regard pursuant to provisions of Companies Act, 2013, the company has filed Form PAS-3 (Return of Allotment) with the Registrar of Companies, New Delhi. The copy of resolution for allotment and Form PAS-3 along with its challan is enclosed here as **Annexure-A**.

Further that the Company has obtained Credit Rating of **CRISIL PPMLD A r /Stable (Assigned)** vide credit rating letter dated September 22, 2021 by the Credit Rating Agency “CRISIL Ratings Limited”, are enclosed here as **Annexure-B** for aforesaid issue.

Further this rating is in accordance with the requirements as prescribed in the circular dated June 30, 2017 on “**Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)**” issued by the Securities Exchange Board of India.

Request your good office to take this in your record and oblige.

Yours faithfully

For OXYZO Financial Services Private Limited

Brij Kishore Kiradoo

Company Secretary

ICSI M.No.-A40347

Encl: Annexure-A (Copy of resolution and Form PAS-3 along with Challan)

Annexure-B (Copy of Credit Rating Letter)

FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

**Return of Allotment**

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U65929DL2016PTC306174

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

OXYZO FINANCIAL SERVICES PRIVATE LIMITED

(b) Address of the Registered office of the company

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

(c) *Email ID of the company

finance@oxyzo.in

3. Securities allotted payable in cash

*Number of allotments

1

1 (i) *Date of allotment

24/09/2021

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

23/09/2021

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T46685236

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Rated, Senior, Secured, Redeemable
Number of securities allotted				350
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				350,000,000
Amount paid per security on application (excluding premium) (in Rs.)				0.00
Total amount paid on application (excluding premium) (in Rs.)				
Amount due and payable on allotment per security (excluding premium) (in Rs.)				1,000,000
Total Amount payable on allotment (excluding premium) (in Rs.)				350,000,000.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No

5. Bonus shares issued

(a) Date of allotment	<input type="text"/>	(DD/MM/YYYY)
(b) Number of bonus shares	<input type="text"/>	
(c) Nominal amount per share (in Rs.)	<input type="text"/>	
(d) Amount to be treated as paid up per share (in Rs.)	<input type="text"/>	
(e) * Date of passing shareholders' resolution	<input type="text"/>	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	<input type="text"/>	

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
☐ Employee
☐ Directors
☐ Qualified Institutional Buyers
☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
☒ completed allotment in respect of earlier private placement offers;
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7. * Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	52,013,744	51,183,651	51,183,651	51,183,651
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	520,137,440.00	511,836,510.00	511,836,510.00	511,836,510.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	520,137,440.00	511,836,510.00	511,836,510.00	511,836,510.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	1,699	1000000	1,699,000,000
Secured loans			8,930,844,502
Others, specify	9,925	100000	992,500,000

9.* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

List of attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format).If not attached, then it shall be submitted separately in a CD.

Attach

List of allottees.pdf
PAS 5.pdf
Clarification to ROC.pdf
CTC_BR_Allotment_35 Cr_NCDs.pdf

2.* Copy of Board or shareholders' resolution.

Attach

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * dated * to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* **To be digitally signed by**

* Designation



* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* **To be digitally signed by**



* ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

* Certificate of practice number

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : T47025846

Service Request Date : 24/09/2021

Payment made into : HDFC Bank

Received From :

Name : KUNDAN Kumar MISHRA

Address : P-32

PANDAV NAGAR MAYUR VIHAR PHASE-1

DELHI, Delhi

IN - 110091

Entity on whose behalf money is paid

CIN: U65929DL2016PTC306174

Name : OXYZO FINANCIAL SERVICES PRIVATE LIMITED

Address : Shop No. G-22 C (UGF) D-1 (K-84)

Green Park Main

New Delhi, Delhi

India - 110016

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

CONFIDENTIAL

RL/OXFSP/269922/LTPPMLD/0521/08909/93210042/1

September 22, 2021

Ms. Ruchi Kalra

Director

Oxyzo Financial Services Private Limited

First Floor, 101, Vipul Agora Mall

M. G. Road

Gurgaon - 122001

9876543210

Dear Ms. Ruchi Kalra,

Re: CRISIL Rating on the Rs. 100 Crore Long Term Principal Protected Market Linked Debentures of Oxyzo Financial Services Private Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

Please refer to our rating letters dated May 07, 2021 bearing Ref. no.: RL/OXFSP/269922/LTPPMLD/0521/08909/93210042

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Long Term Principal Protected Market Linked Debentures	100	CRISIL PPMLD A r /Stable

A prefix of 'PP-MLD' indicates that the instrument is a principal-protected market-linked debenture. The terms of such instruments indicate that while the issuer promises to pay back the face value/principal of the instrument, the coupon rates of these instruments will not be fixed, and could be linked to one or more external variables such as commodity prices, equity share prices, indices, or foreign exchange rates. A suffix of 'r' indicates investments carrying non-credit risk. The 'r' suffix indicates that payments on the rated instrument have significant risks other than credit risk. The terms of the instrument specify that the payments to investors will not be fixed, and could be linked to one or more external variables such as commodity prices, equity indices, or foreign exchange rates. This could result in variability in payments, including possible material loss of principal, because of adverse movement in value of the external variables. The risk of such adverse movement in price/value is not addressed by the rating.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Rahul Malik
Associate Director - CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at CRISILratingsdesk@crisil.com or at 1800-267-1301.