



**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)

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

**May 07, 2022**

**Sub: Intimation of fund raised by the company pursuant to Share Subscription Agreement and Shareholding Agreement dated March 23, 2022, executed by and amongst Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust (collectively referred as “Matrix”), Creation Investments Social Ventures Fund V, LP (“Creation”), Alpha Wave Ventures II LP (“Alpha”), Norwest Capital, LLC (“NVP”) and Internet Fund VII Pte. Ltd. (“Tiger”), OFB Tech Private Limited (“OFB”), Ruchi Kalra (“Ruchi”) (OFB and Ruchi collectively the “Promoters”) and the Company**

Respected Sir/Madam,

This is to inform your good office that the Company had raised Fund, by way of Issue/ allotment of Equity Shares and **Series A** Cumulative Mandatorily and Fully Convertible Preference Shares (CCPS) on Preferential basis by way of private placement as follows:

S. No.	Name of investor	Country	No. of equity shares allotted	No. of Series A CCPS	Date of allotment	Face Value per share	Premium per share	Total Amount of Investment
1.	Norwest Capital, LLC	USA	10	27,88,515	29/03/2022	10/-	1031.26/-	Rs. 290,35,79,541.50/-
2.	Creation Investments Social Ventures Fund V, LP	USA	10	14,67,634	30/03/2022	10/-	1031.26/-	Rs. 152,81,98,991.44/-
3.	OFB Tech Private Limited	India	2,93,528	-	30/03/2022	10/-	1031.26/-	Rs. 30,56,38,965.28/-
4.	Internet Fund VII Pte. Ltd.	Singapore	10	33,02,191	31/03/2022	10/-	1031.26/-	Rs. 343,84,49,813.26/-
5.	Matrix Partners India Investments III, LLC	Mauritius	9	3,54,794	05/04/2022	10/-	1031.26/-	Rs. 36,94,42,171.78/-
6.	Matrix Partners	India	1	12,107	05/04/2022	10/-	1031.26/-	Rs. 1,26,07,576.08

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

	India III AIF Trust							
7.	Alpha Wave Ventures II LP	Cayman Islands	10	54,30,276	06/04/202 2	10/-	1031.26/ -	Rs. 565,43,39,600.36/ -
8.	Ruchi Kalra	India	-	29,35,263 (OCRPS)	06/04/202 2	10/-	-	NA
			<b>2,93,57 8</b>	<b>1,62,90,78 0</b>				<b>1,421,22,56,659.7 0-</b>

Thus, the paid-up share capital has been increased from **51,18,36,510/- (Rupees Fifty One Crore Eighteen Lakh Thirty Six Thousand Five Hundred and Ten Only)** to **67,76,80,090/- (Rupees Sixty Seven Crores Seventy Six Lakh Eighty Thousand and Ninety Only)** by considering above table.

In this regard pursuant to provisions of Section 62(1) of the 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 of equity shares and Series A CCPS and Form PAS-3 along with its challan are enclosed as **Annexure A**.

**Further, the Company will execute second tranche of Equity shares and CCPS to above mentioned Matrix entities within 90 days from Tranche -I closing date which is April 05, 2022 and will keep your good office intimated subsequently.**

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

**Yours faithfully**

**For OXYZO Financial Services Private Limited**

**Ruchi Kalra**

**Whole-time Director and CFO**

**DIN: 03103474**

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

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON APRIL 06, 2022 (WEDNESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“RESOLVED THAT pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **54,30,276 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **10 Equity Shares** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Alpha Wave Ventures II LP**, the Board confirms receipt of consideration from the Investor as detailed below:

Investor	Amount of remittance (Amount in INR)
Alpha Wave Ventures II LP	5,65,43,39,600.36

RESOLVED FURTHER THAT in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Alpha Wave Ventures II, LP**, free and clear of all encumbrances, as detailed below:

Sr. No	Name of Investor	No of Subscription Securities	No of Subscription Securities	Subscription Amount (INR)
		Equity	Series A CCPS	
1.	Alpha Wave Ventures II LP	10	54,30,276	5,65,43,39,600.36
	Total	10	54,30,276	5,65,43,39,600.36

RESOLVED FURTHER THAT duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Alpha Wave Ventures II LP** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Alpha Wave Ventures II LP** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Alpha Wave Ventures II LP**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required.”

**Certified to be true**

**For OXYZO Financial Services Private Limited**

  
**Ruchi Kalra**  
**WTD and CFO**  
**DIN: 03103474**  
**Address: #6th Floor, Tower A, Global Business Park,**  
**M.G. Road, Gurugram-122001**





# 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

compliance@oxyzo.in

3. Securities allotted payable in cash

\*Number of allotments

1

1 (i) \*Date of allotment

06/04/2022

(DD/MM/YYYY)

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

25/03/2022

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu with Existing Equity Shares	Equity shares ranking pari passu with Existing Equity Shares		
Number of securities allotted	5,430,276	10		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	54,302,760	100.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	54,302,760	100.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)	0.00	0.00		
Total Amount payable on allotment (excluding premium) (in Rs.)	0.00	0.00		
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	5,600,026,428	10,312.6		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	5,600,026,428	10,312.6		
Amount of discount per security (if any) (in Rs.)	0.00	0.00		
Total discount amount (if any) (in Rs.)		0.00		
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)	0.00	0.00		
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)	0.00	0.00		

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	73,381,715	51,477,229	51,477,229	51,477,229
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	514,772,290.00	514,772,290.00	514,772,290.00
Number of preference shares	17,318,137	13,355,517	13,355,517	13,355,517
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	133,555,170.00	133,555,170.00	133,555,170.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	648,327,460.00	648,327,460.00	648,327,460.00

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	1,383	1000000	1,383,000,000
Secured loans			16,790,539,312
Others, specify	6,200	100000	620,000,000

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

2. \* Copy of Board or shareholders' resolution.

Attach

List of allottees- Alpha.pdf  
BR- Allotment - Alpha.pdf  
Form PAS 5 Record of Private Placement.pdf  
Clarification to ROC.pdf  
Oxyzo\_Companies Act Report\_Jan 2022.pdf

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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

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**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 :** T94225760

**Service Request Date :** 07/04/2022

**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
<b>Total</b>		<b>600.00</b>

**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)



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON MARCH 30, 2022 (WEDNESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“**RESOLVED THAT** pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **14,67,634 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **10 Equity Shares** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Creation Investments Social Ventures Fund V, LP**, the Board confirms receipt of consideration from the Investor as detailed below:

Investor	Amount of remittance (Amount in INR)
Creation Investments Social Ventures Fund V, LP	1,52,81,98,991.44

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Creation Investments Social Ventures Fund V, LP**, free and clear of all encumbrances, as detailed below:

Sr. No	Name of Investor	No of Subscription Securities	No of Subscription Securities	Subscription Amount (INR)
		Equity	Series A CCPS	
1.	Creation Investments Social Ventures Fund V, LP	10	14,67,634	1,52,81,98,991.44
	<b>Total</b>	<b>10</b>	<b>14,67,634</b>	<b>1,52,81,98,991.44</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Creation Investments Social Ventures Fund V, LP** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and

2017-18

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[compliance@oxyzo.in](mailto:compliance@oxyzo.in)

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

Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Creation Investments Social Ventures Fund V, LP** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Creation Investments Social Ventures Fund V, LP**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required."

**Certified to be true**

**For OXYZO Financial Services Private Limited**

  
**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M. No.-A40347**

**Address: #6th Floor, Tower A, Global Business Park,**

**M.G. 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

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON MARCH 30, 2022 (WEDNESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT**

“**RESOLVED THAT** pursuant to the provisions of sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **2,93,528 Equity Shares** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **OFB Tech Private Limited**, the Board confirms receipt of consideration from the Investor as detailed below:

Investor	Amount of remittance (Amount in INR)
OFB Tech Private Limited	30,56,38,965.28

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares to **OFB Tech Private Limited**, free and clear of all encumbrances, as detailed below:

Sr. No	Name of Investor	No of Subscription Securities	Subscription Amount (INR)
		Equity	
1.	OFB Tech Private Limited	2,93,528	30,56,38,965.28
	<b>Total</b>	<b>2,93,528</b>	<b>30,56,38,965.28</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares be issued to **OFB Tech Private Limited** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares to **OFB Tech Private Limited** on the date hereof and that



**OXYZO Financial Services Private Limited**

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M.G. Road, Gurugram-122001

Contact: 0124- 4006603

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[compliance@oxyzo.in](mailto:compliance@oxyzo.in)

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

any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **OFB Tech Private Limited**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required.”

**Certified to be true**

**For OXYZO Financial Services Private Limited**

*Brij Kishore Kiradoo*  
*16/2/20*

**Brij Kishore Kiradoo**

**Company Secretary**

**ICSI M. No.-A40347**

**Address: #6th Floor, Tower A, Global Business Park,**

**M.G. Road, Gurugram-122001**



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

CIN: U65929DL2016PTC306174, Phone: 011-41054262



# 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

compliance@oxyzo.in

3. Securities allotted payable in cash

\*Number of allotments

2

1 (i) \*Date of allotment

30/03/2022

(DD/MM/YYYY)

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

25/03/2022

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu basis for	Equity shares ranking pari passu with		
Number of securities allotted	1,467,634	10		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	14,676,340	100.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	14,676,340	100.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	1,513,512,239	10,312.6		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	1,513,512,239	10,312.6		
Amount of discount per security (if any) (in Rs.)	0.00	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	0.00		
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				

- 2 (i)\* Date of allotment 30/03/2022 (DD/MM/YYYY)
- (ii)(a) Date of passing shareholders' resolution 25/03/2022 (DD/MM/YYYY)
- (b) SRN of Form No. MGT-14 T90792284

Particulars	<input type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions		Equity shares ranking pari passu with		
Number of securities allotted		293,528		
Nominal amount per security (in Rs.)		10.00		
Total nominal amount (in Rs.)		2,935,280		
Amount paid per security on application (excluding premium) (in Rs.)		10.00		
Total amount paid on application (excluding premium) (in Rs.)		2,935,280		
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)		1031.26		
Total premium amount due and payable (if any) (in Rs.)		302,703,685.3		
Premium amount paid per security (if any)		1031.26		
Total premium amount paid (if any) (in Rs.)		302,703,685.3		
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	73,381,715	51,477,199	51,477,199	51,477,199
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	514,771,990.00	514,771,990.00	514,771,990.00
Number of preference shares	17,318,137	4,256,149	4,256,149	4,256,149
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	42,561,490.00	42,561,490.00	42,561,490.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	557,333,480.00	557,333,480.00	557,333,480.00

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	1,119	1000000	1,119,000,000
Secured loans			17,056,680,875
Others, specify	6,200	100000	620,000,000

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

2.\* Copy of Board or shareholders' resolution.

Attach

List of Allottees.pdf  
CTC- Allotment.pdf  
Form PAS-5.pdf  
Oxyzo\_Companies Act Report\_Jan 2022.pdf  
Clarification Letter.pdf

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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

**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 :** T92527324

**Service Request Date :** 30/03/2022

**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
<b>Total</b>		<b>600.00</b>

**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)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON MARCH 31, 2022 (THURSDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“**RESOLVED THAT** pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **33,02,191 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **10 Equity Shares** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Internet Fund VII Pte. Ltd.**, the Board confirms receipt of consideration from the Investor as detailed below:

Investor	Amount of remittance (Amount in INR)
Internet Fund VII Pte. Ltd.	3,43,84,49,813.26

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Internet Fund VII Pte. Ltd.**, free and clear of all encumbrances, as detailed below:

Sr. No	Name of Investor	No of Subscription Securities	No of Subscription Securities	Subscription Amount (INR)
		Equity	Series A CCPS	
1.	Internet Fund VII Pte. Ltd.	10	33,02,191	3,43,84,49,813.26
	<b>Total</b>	<b>10</b>	<b>33,02,191</b>	<b>3,43,84,49,813.26</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Internet Fund VII Pte. Ltd.** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.


**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Internet Fund VII Pte. Ltd.** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Internet Fund VII Pte. Ltd.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required."

**Certified to be true**

**For OXYZO Financial Services Private Limited**

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



**Address: #6th Floor, Tower A, Global Business Park,**  
**M.G. Road, Gurugram-122001**

# 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

compliance@oxyzo.in

3. Securities allotted payable in cash

\*Number of allotments

1

1 (i) \*Date of allotment

31/03/2022

(DD/MM/YYYY)

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

25/03/2022

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu basis for	Equity shares ranking pari passu with		
Number of securities allotted	3,302,191	10		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	33,021,910	100.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	33,021,910	100.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	3,405,417,491	10,312.6		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	3,405,417,491	10,312.6		
Amount of discount per security (if any) (in Rs.)	0.00	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	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	73,381,715	51,477,209	51,477,209	51,477,209
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	514,772,090.00	514,772,090.00	514,772,090.00
Number of preference shares	17,318,137	7,558,340	7,558,340	7,558,340
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	75,583,400.00	75,583,400.00	75,583,400.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	590,355,490.00	590,355,490.00	590,355,490.00



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	1,119	1000000	1,119,000,000
Secured loans			16,989,582,893
Others, specify	6,200	100000	620,000,000

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

2. \* Copy of Board or shareholders' resolution.

Attach

Oxyzo\_Companies Act Report\_Jan 2022.pdf  
List of Allottees.pdf  
Form PAS-5.pdf  
Clarification Letter.pdf  
CTC- Allotment.pdf

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 \* 04 dated \* 24/03/2022 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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

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**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 :** T92995844

**Service Request Date :** 31/03/2022

**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
<b>Total</b>		<b>600.00</b>

**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)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON APRIL 05, 2022 (TUESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“**RESOLVED THAT** pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **3,54,794 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **09 Equity Shares** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Matrix Partners India Investments III, LLC**, the Board confirms receipt of consideration from the Investor as detailed below:

<b>Investor</b>	<b>Amount of remittance (Amount in INR)</b>
<b>Matrix Partners India Investments III, LLC</b>	<b>36,94,42,171.78</b>

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Matrix Partners India Investments III, LLC**, free and clear of all encumbrances, as detailed below:

<b>Sr. No</b>	<b>Name of Investor</b>	<b>No of Subscription Securities</b>	<b>No of Subscription Securities</b>	<b>Subscription Amount (INR)</b>
		<b>Equity</b>	<b>Series A CCPS</b>	
1.	<b>Matrix Partners India Investments III, LLC</b>	09	3,54,794	36,94,42,171.78
	<b>Total</b>	<b>09</b>	<b>3,54,794</b>	<b>36,94,42,171.78</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Matrix Partners India Investments III, LLC** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and



**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)

Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Matrix Partners India Investments III** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Matrix Partners India Investments III**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required."

**Certified to be true**

**For OXYZO Financial Services Private Limited**

**Ruchi Kalra**

**WTD and CFO**

**DIN: 03103474**

**Address: #6th Floor, Tower A, Global Business Park,  
M.G. Road, Gurugram-122001**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON APRIL 05, 2022 (TUESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“RESOLVED THAT pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **12,107 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **01 Equity Share** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Matrix Partners India III AIF Trust**, the Board confirms receipt of consideration from the Investor as detailed below:

<b>Investor</b>	<b>Amount of remittance (Amount in INR)</b>
<b>Matrix Partners India III AIF Trust</b>	<b>1,26,07,576.08</b>

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Matrix Partners India III AIF Trust**, free and clear of all encumbrances, as detailed below:

<b>Sr. No</b>	<b>Name of Investor</b>	<b>No of Subscription Securities</b>	<b>No of Subscription Securities</b>	<b>Subscription Amount (INR)</b>
		<b>Equity</b>	<b>Series A CCPS</b>	
1.	<b>Matrix Partners India III AIF Trust</b>	01	12,107	1,26,07,576.08
	<b>Total</b>	<b>01</b>	<b>12,107</b>	<b>1,26,07,576.08</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Matrix Partners India III AIF Trust** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.



**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Matrix Partners India III AIF Trust** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Matrix Partners India III AIF Trust**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required."

**Certified to be true**

**For OXYZO Financial Services Private Limited**

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

**Address: #6th Floor, Tower A, Global Business Park,**  
**M.G. Road, Gurugram-122001**

# 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

compliance@oxyzo.in

3. Securities allotted payable in cash

\*Number of allotments

2

1 (i) \*Date of allotment

05/04/2022

(DD/MM/YYYY)

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

25/03/2022

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu with Existing Equity Shares	Equity shares ranking pari passu with Existing Equity Shares		
Number of securities allotted	354,794	9		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	3,547,940	90.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	3,547,940	90.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)	0.00	0.00		
Total Amount payable on allotment (excluding premium) (in Rs.)	0.00	0.00		
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	365,884,860.4	9,281.34		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	365,884,860.4	9,281.34		
Amount of discount per security (if any) (in Rs.)	0.00	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	0.00		
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)	0.00	0.00		

- 2 (i)\* Date of allotment 05/04/2022 (DD/MM/YYYY)
- (ii)(a) Date of passing shareholders' resolution 25/03/2022 (DD/MM/YYYY)
- (b) SRN of Form No. MGT-14 T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu basis Eq	Equity shares ranking pari passu with		
Number of securities allotted	12,107	1		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	121,070	10.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	121,070	10.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)	0.00	0.00		
Total Amount payable on allotment (excluding premium) (in Rs.)	0.00	0.00		
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	12,485,465	1,031.26		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	12,485,465	1,031.26		
Amount of discount per security (if any) (in Rs.)	0.00	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	0.00		
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)	0.00	0.00		

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	73,381,715	51,477,219	51,477,219	51,477,219
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	514,772,190.00	514,772,190.00	514,772,190.00
Number of preference shares	17,318,137	7,925,241	7,925,241	7,925,241
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	79,252,410.00	79,252,410.00	79,252,410.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	594,024,600.00	594,024,600.00	594,024,600.00

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	1,383	1000000	1,383,000,000
Secured loans			16,840,539,312
Others, specify	6,200	100000	620,000,000

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

2.\* Copy of Board or shareholders' resolution.

Attach

List of Allotees.pdf  
CTC\_Allotment.pdf  
Form PAS 5.pdf  
Oxyzo\_Companies Act Report\_Jan 2022.pdf  
Clarification\_ROC.pdf

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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

**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 :** T93954154

**Service Request Date :** 05/04/2022

**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
<b>Total</b>		<b>600.00</b>

**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)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON MARCH 29, 2022 (TUESDAY)**

**APPROVAL FOR ALLOTMENT OF EQUITY SHARES AND SERIES A CUMULATIVE MANDATORILY AND FULLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT.**

“RESOLVED THAT pursuant to the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder, the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the memorandum and articles of association of the Company and approval granted by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022 to offer and issue **27,88,515 Series A CCPS** of INR 1041.26 (Rupees One Thousand Forty-One and Twenty-Six paise only) with a face value of INR 10 (Rupees Ten only) per share and including a premium of INR. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) per share and **10 Equity Shares** having face value of Rs.10 each (Rupees Ten only) at a premium of Rs. 1031.26 (Rupees One Thousand Thirty-One and Twenty-Six paise only) to **Norwest Capital, LLC**, the Board confirms receipt of consideration from the Investor as detailed below:

Investor	Amount of remittance (Amount in INR)
Norwest Capital, LLC	2,90,35,79,541.50

**RESOLVED FURTHER THAT** in view of the receipt of the subscription amount set out above, approval of the Board of Directors be and is hereby accorded to allot the Equity Shares and Series A CCPS to **Norwest Capital, LLC**, free and clear of all encumbrances, as detailed below:

Sr. No	Name of Investor	No of Subscription Securities	No of Subscription Securities	Subscription Amount (INR)
		Equity	Series A CCPS	
1.	Norwest Capital, LLC	10	27,88,515	2,90,35,79,541.50
	<b>Total</b>	<b>10</b>	<b>27,88,515</b>	<b>2,90,35,79,541.50</b>

**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Equity Shares and Series A CCPS be issued to **Norwest Capital, LLC** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Equity Shares and Series A CCPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.



**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)

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorised to sign, execute and do all necessary things to give effect to this resolution, and also authorised to affix the digital signature certificate, including but not limited to the filing of the necessary e-form PAS-3 with the Registrar of Companies, NCT of Delhi and the necessary filings with the Reserve Bank India, including but not limited to filing of e-Form FC-GPR.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Equity Shares and Series A CCPS to **Norwest Capital, LLC** on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any one of the Directors of the Company severally and further that a certified extract of the amended register of members be delivered to **Norwest Capital, LLC**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing documents, forms, applications with the appropriate authorities for obtaining requisite approvals for the abovementioned resolution, as may be required."

**Certified to be true**

**For OXYZO Financial Services Private Limited**

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



**Address: #6th Floor, Tower A, Global Business Park,  
M.G. Road, Gurugram-122001**

# 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

compliance@oxyzo.in

3. Securities allotted payable in cash

\*Number of allotments

1

1 (i) \*Date of allotment

29/03/2022

(DD/MM/YYYY)

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

25/03/2022

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

T90792284

Particulars	<input checked="" type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions	Fresh CCPS, shall rank Pari passu basis for	Equity shares ranking pari passu with		
Number of securities allotted	2,788,515	10		
Nominal amount per security (in Rs.)	10.00	10.00		
Total nominal amount (in Rs.)	27,885,150	100.00		
Amount paid per security on application (excluding premium) (in Rs.)	10.00	10.00		
Total amount paid on application (excluding premium) (in Rs.)	27,885,150	100.00		
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)	1031.26	1031.26		
Total premium amount due and payable (if any) (in Rs.)	2,875,683,979	10,312.6		
Premium amount paid per security (if any)	1031.26	1031.26		
Total premium amount paid (if any) (in Rs.)	2,875,683,979	10,312.6		
Amount of discount per security (if any) (in Rs.)	0.00	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	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	73,381,715	51,183,661	51,183,661	51,183,661
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	511,836,610.00	511,836,610.00	511,836,610.00
Number of preference shares	17,318,137	2,788,515	2,788,515	2,788,515
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	27,885,150.00	27,885,150.00	27,885,150.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	539,721,760.00	539,721,760.00	539,721,760.00

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	1,119	1000000	1,119,000,000
Secured loans			17,093,585,986
Others, specify	6,200	100000	620,000,000

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

2. \* Copy of Board or shareholders' resolution.

Attach

List of Allottees.pdf  
CTC- Allotment.pdf  
Form PAS-5.pdf  
Clarification Letter.pdf  
Oxyzo\_Companies Act Report\_Jan 2022.pdf

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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

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**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 :** T91919241

**Service Request Date :** 29/03/2022

**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
<b>Total</b>		<b>600.00</b>

**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)



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE  
BOARD OF DIRECTORS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED ON  
APRIL 06, 2022 (WEDNESDAY)**

**ITEM NO. 2: APPROVAL FOR ALLOTMENT OF 29,35,263 SERIES A OPTIONALLY  
CONVERTIBLE REDEEMABLE PREFERENCE SHARES**

“**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of the Companies (Share Capital & Debentures) Rules, 2014, if any, including rules notified thereunder, as may be amended from time to time (including statutory modification or re-enactment thereof for the time being in force), applicable provisions of Article of Association of the Company and applicable regulatory authorities and such permissions, sanctions and approval as may be required in this regard and shareholders’ Agreement dated 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, OFB Tech Private Limited and Ruchi Kalra (“**SHA**”) and approval for offer and issue granted to by the Board in their meeting held on March 24, 2022 and the members in their meeting held on March 25, 2022, the approval of Board be and is hereby granted for allotment of 29,35,263 Series A Optionally Convertible Redeemable Preference Shares (the “**Series A OCRPS**”) of Rs10/- each as bonus shares on selective basis of an aggregate nominal value up to INR 2,93,52,630/- (Rupees Two Crores Ninety Three Lakh Fifty Two Thousand Six Hundred and Thirty Only) credited as fully paid-up bonus shares to the following shareholders identified in the table below, out of the Securities Premium Account:

<b>Shareholder (Promoter)</b>	<b>No. of Series A OCRPS</b>
Ms. Ruchi Kalra	29,35,263
<b>Total</b>	<b>29,35,263</b>

**RESOLVED FURTHER THAT:**

- Subject to the terms of Series A OCRPS as set out under **Annexure A** of this resolution, the bonus issue of shares will be made in the proportion as set out under the table above as fully paid-up.
- The Series A OCRPS shall be subject to the SHA, the memorandum and articles of association of the Company.
- The Series A OCRPS so issued shall upon allotment will rank *pari passu* among themselves without any preference of one over the other.
- The equity shares allotted on conversion of the Series A OCRPS in terms hereof shall be subject to the provisions of the articles of association and shall rank *pari passu* in all respects with the then existing equity shares.



**RESOLVED FURTHER THAT** duly executed allotment letters (if applicable) for the Series A OCRPS be issued to **Ms. Ruchi Kalra** by the Company in accordance with the Companies (Share Capital and Debentures) Rules, 2014 or the Series A OCRPS be credited to the demat account of the allottee through corporate action with the National Securities Depository Limited or the Central Depository Services (India) Limited.

**RESOLVED FURTHER THAT** any director of the company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, National Capital Territory of Delhi and to do all acts and deeds that may be required to give effect to the aforementioned resolutions; and authorize such person or persons to give effect to the above resolution and to submit all documents to the concerned authorities with regard to the same.

**RESOLVED FURTHER THAT** the register of members of the Company be amended to reflect the issuance and allotment of the Series A OCRPS on the date hereof and that any other entries, as necessary, be made in other relevant statutory registers, and that, in each case, the same be authenticated by any Director of the Company

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

## **ANNEXURE A TERMS OF SERIES A OCRPS**

For the purpose of this Annexure, the capitalised terms used herein shall have the meaning ascribed to them under the Shareholders’ Agreement dated March 23, 2022 and executed by and amongst the Company and 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 (“**Agreement**”).

### **1. Rank**

- (i) The Series A OCRPS will rank *pari passu* among themselves without any preference of one over the other by reason of priority of the date of issue or currency of payment or otherwise.
- (ii) The Equity Shares allotted on conversion of the Series A OCRPS in terms hereof shall be subject to the provisions of the Charter Documents and shall rank *pari passu* in all respects with the then existing Equity Shares.

### **2. Conversion Ratio**



**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)

- (i) The right to convert Series A OCRPS shall be exercisable by the holder by delivering to the Company a notice in writing (“**Conversion Notice**”) of its desire to convert the Series A OCRPS held by it, subject to satisfying the criteria set out in paragraph 3 below. Subject to satisfaction of the criteria set out in paragraph 3 below, the Series A OCRPS held by Ruchi shall convert into Equity Shares in accordance with this **Schedule 8** (if not converted earlier), immediately prior to a Qualified IPO, in accordance with Clause 10.1 of the Agreement, with an opening per share price that is 3 (three) times or greater than the Series A Subscription Price (appropriately adjusted for any stock-split, sub-division, consolidation, reclassification or other similar action in respect of the Share Capital) (the “**OCRPS Compulsory Conversion Event**”), provided however, that where such opening per share price in such Qualified IPO is less than 3 (three) times the Series A Subscription Price (appropriately adjusted for any stock-split, sub-division, consolidation, reclassification or other similar action in respect of the Share Capital), such Series A OCRPS shall be redeemed in accordance with paragraph 6 below.
- (ii) Conversion of Series A OCRPS shall be effected within 10 (ten) Business Days of the Conversion Notice or on the Series A OCRPS Compulsory Conversion Event, as the case may be (“**Conversion Date**”) by the issue and allotment of fully paid Equity Shares to the holder of the relevant Series A OCRPS, in accordance with conversion formula in sub-paragraph (iii) of this paragraph 2 below.
- (iii) Each Series A OCRPS shall be convertible into 1 (one) Equity Share.

**3. Conversion Timing:** Subject to Clause 14 of the Agreement:

- (i) Ruchi shall be entitled to convert 22,01,447 (twenty-two lakhs one thousand four hundred and forty seven) Series A OCRPS upon Closing.
- (ii) Ruchi shall be entitled to convert the 3,66,908 (three lakhs sixty six thousand nine hundred and eight) Series A OCRPS upon the Company achieving a pre-tax return on asset of 6% (six percent) per quarter.
- (iii) Ruchi shall be entitled to convert the remaining 3,66,908 (three lakhs sixty six thousand nine hundred and eight) Series A OCRPS held by her, upon the earlier of (a) completion of an equity capital raise by the Company of not less than USD 100,000,000 (United States Dollars One Hundred Million) (including through a (i) primary investment or a (ii) simultaneous primary investment and secondary sale of Equity Securities) at a pre-money valuation of not less than USD 2500,000,000 (United States Dollars Two Billion Five Hundred Million Thousand and Five Hundred Million) or (b) a Qualified IPO at a pre-



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Corp. Office:**

#6th Floor, Tower A, Global Business Park,  
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[compliance@oxyzo.in](mailto:compliance@oxyzo.in)  
Website: [www.oxyzo.in](http://www.oxyzo.in)

money valuation of not less than USD 2500,000,000 (United States Dollars Two Billion Five Hundred Million).

- (iv) In the event the conversion of Series A OCRPS entitles the holder of Series A OCRPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

#### **4. Dividend**

- (i) There will be no dividend payable on the Series A OCRPS.
- (ii) Upon conversion of the Series A OCRPS into Equity Shares, the holder of the Equity Shares converted pursuant to the conversion of the Series A OCRPS shall be entitled to participate in the dividend on the Equity Shares, on a *pari passu* basis with the holder of all other Equity Shares.

#### **5. Voting**

The Series A OCRPS shall not carry any voting rights, until such Series A OCRPS is converted into Equity Share(s) in accordance with the terms of the Agreement.

#### **6. Redemption**

Ruchi shall be entitled to redeem all or any of the Series A OCRPS at face value (which for the avoidance of doubt shall be a face value of INR 10 (Rupees Ten) per Series A OCRPS), if the Company is unable to achieve the milestones set in para 3(iii) above.

#### **7. Transferability**

The holders of the Series A OCRPS shall not be entitled to Transfer any Series A OCRPS held by them. The Equity Shares acquired by Ruchi upon conversion of such Series A OCRPS in accordance with the terms of the Agreement shall be subject to same restrictions on transferability of Equity Securities as are set out more particularly in respect of Ruchi in the Agreement.

#### **8. Other Terms**

- (i) Notwithstanding anything contained in the Transaction Documents, any tax liability



arising out of or in relation to the Series A OCRPS (or its conversion to Equity Shares) or income earned by the holder of Series A OCRPS (or the Equity Shares upon its conversion) in this respect shall be borne solely by the holder of the Series A OCRPS (or Equity Shares, upon its conversion).

- (ii) The Company shall, as required by Section 88 of the Act, keep a register of the holders of Series A OCRPS and enter therein the particulars prescribed under the said provision.
- (iii) Notwithstanding anything contained in the Transaction Documents, all the Series A OCRPS held by Ruchi or allocated to Ruchi as on the date of an Event of Default, which have not been converted into Equity Shares as on the date of such Event of Default shall be redeemed at par and such Defaulting Promoter shall have no further rights or entitlement in relation to such Series A OCRPS.
- (iv) Notwithstanding anything contained in the Transaction Documents, if Ruchi's continuous employment with the Company ceases for any reason (any time before Ruchi is entitled to convert the Series A OCRPS in accordance with paragraph 3 above, the Series A OCRPS held Ruchi or allocated to Ruchi as on the last day of continuous employment with the Company which have not been converted into Equity Shares or entitled to conversion in accordance with paragraph 3 above as on the date of Ruchi's last day of continuous employment with the Company, shall be redeemed at par and Ruchishall have no further rights or entitlement in relation to such Series A OCRPS.
- (v) Upon conversion of the Series A OCRPS:
  - (a) the Company shall deliver to the holder of the Series A OCRPS, a certified copy of the Company's share register or such other record of the depository (as appropriate) evidencing the entry of the relevant holder of the Series A OCRPS as the holder of the Equity Shares so allotted.
  - (b) the Company shall make the entire requisite statutory and regulatory filings in respect of the issuance of the Equity Shares within the period stipulated under Applicable Law.
  - (c) the Company shall enter the particulars of the relevant holder of the Series A OCRPS in the register of members as the holder of the Equity Shares so allotted; and shall, if the Equity Shares have been dematerialized, take all actions necessary to procure that the beneficial interest in the Equity Shares is delivered through National Securities Depository Limited and/or Central Depository Securities





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

(India) Limited (as appropriate) or will make such certificate or certificates available for collection. The Company shall pay all expenses arising on the issue of the Equity Shares pursuant to any conversion or Series A OCRPS including any stamp duty, capital duty or other taxes and levies

- (vi) The rights, privileges, terms and conditions attached to the Series A OCRPS may not be varied, modified, or abrogated without the consent in writing, of the holder of the Series A OCRPS.

**Certified to be true  
For OXYZO Financial Services Private Limited**

**RUCHI** Digitally signed  
by RUCHI KALRA  
**KALRA** Date: 2022.04.07  
17:20:21 +05'30'

**Ruchi Kalra  
WTD and CFO  
DIN: 03103474  
Address: #6th Floor, Tower A, Global Business Park,  
M.G. Road, Gurugram-122001**

# 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

compliance@oxyzo.in

3. Securities allotted payable in 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
Brief particulars of terms and conditions				
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount paid per security on application (excluding premium) (in Rs.)				
Total amount paid on application (excluding premium) (in Rs.)				
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				
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	06/04/2022	(DD/MM/YYYY)
(b) Number of bonus shares	2,935,263	
(c) Nominal amount per share (in Rs.)	10.00	
(d) Amount to be treated as paid up per share (in Rs.)	10.00	
(e) * Date of passing shareholders' resolution	25/03/2022	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	T94357431	

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	73,381,715	51,477,229	51,477,229	51,477,229
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	733,817,150.00	514,772,290.00	514,772,290.00	514,772,290.00
Number of preference shares	17,318,137	16,290,780	16,290,780	16,290,780
Nominal value per preference share	10	10	10	10
Total amount of preference shares	173,181,370.00	162,907,800.00	162,907,800.00	162,907,800.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	906,998,520.00	677,680,090.00	677,680,090.00	677,680,090.00

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	1,383	1000000	1,383,000,000
Secured loans			16,740,539,312
Others, specify	6,200	100000	620,000,000

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

2. \* Copy of Board or shareholders' resolution.

Attach

5. Copy of the special resolution authorizing the issue of bonus shares.

Attach

7. Optional attachment(s), if any.

Attach

List of Allottees.pdf  
BR- Allotment - OCRPS.pdf  
EGM- Issuance of OCRPS.pdf  
Explanatoy Statement- OCRPS.pdf  
Clarification to ROC.pdf

Remove attachment

### 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 drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.**

**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 :** T91919241

**Service Request Date :** 29/03/2022

**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
<b>Total</b>		<b>600.00</b>

**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)