



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;

compliance@oxyzo.in

Website: www.oxyzo.in

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

September 22, 2022

Scrip code: 959217, 959377, 960341, 973243, 973244, 973328, 973480, 973609, 973906

Sub: Notice of 6th Annual General Meeting & Annual Report for the Financial Year 2021-22

Dear Sir/Madam,

Pursuant to Regulation 53 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed the Annual Report for the financial year 2021-22 along with Notice of the 6th AGM of the Company ("AGM Notice") scheduled to be held on Monday, September 26, 2022 at 12:00 noon (IST) on shorter notice through Video Conference or Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to the said circulars, AGM Notice and Annual Report for FY 2021- 22 are being sent through electronic mode to all the Members whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP').

The AGM Notice & Annual Report for FY 21-22 are also uploaded on the website of the Company at www.oxyzo.in

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

For OXYZO Financial Services Private Limited

PINKI
JHA

Digitally signed
by PINKI JHA
Date: 2022.09.22
18:08:18 +05'30'

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



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NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD AT A SHORTER NOTICE ON 26TH DAY OF SEPTEMBER 2022 AT 12:00 NOON (IST) VIA VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:

1. **To receive, consider and adopt audited Financial Statements of the Company for the year ended 31st March 2022, reports of Board of Director and Auditors.**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 and SEBI (LODR) 2015 and RBI Master Directions- Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended time to time, the audited Financial Statement including Balance Sheet of the Company, the Statement of Profit & Loss Account and Cash Flow Statement for the Financial Year ended March 31, 2022 together with the schedules/notes thereto be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT Director report including secretarial auditor report, CSR report and other annexure / report as part of Director Report, be and is hereby reviewed and adopted.

RESOLVED FURTHER THAT the Independent Auditor's Report, for the Financial Year ended March 31, 2022 be and is hereby considered and adopted.

"RESOLVED FURTHER THAT pursuant to applicable provisions of Companies Act, 2013 and SEBI (LODR), 2015 and RBI Master Directions- Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended time to time, other laws/Act time being in force, the draft Annual Report comprising following documents –

- a) Audited Financial Statements, Cash flow Statement for the year ended March 31, 2022 with Auditor Report
- b) Director report with necessary annexures
- c) Details of Debenture Trustee
- d) Related party disclosures (Including Material transaction with Related Party) as specified in Para A of Schedule V of SEBI (LODR) 2015
- e) Credit Rating and migration details



- f) Management Discussion Analysis Report
- g) Secretarial Audit Report
- h) Declaration by management
- i) Other report or Annexure or information/ details

be and are hereby received, considered and adopted

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to comply with relevant applicable regulation or sections of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016, Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and Companies Act, 2013 and other statutory authority, as and when required and to file necessary intimation/ forms/returns as required under abovementioned Law/Act and other prevailing Law for the time being in force, if so required or to do all acts, deeds and things as may be incidental or necessary to give effect to this resolution."

2. To appoint Statutory Auditor(s) and fix their remuneration thereof

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 , 142 of Companies Act, 2013 and all the applicable rules made thereunder (and subject to any enactment, re-enactment or amendment thereof) and RBI circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular") and SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, **S. N. Dhawan & CO LLP, Chartered Accountants, (Firm Reg No. 000050N/N500045)**, be and is hereby appointed as the Statutory Auditor to hold the office for a period of two year until conclusion of Annual General meeting to be held in year 2024 at a remuneration to be determined by the Board of Directors or any other person(s) authorised by the Board of Directors or the Audit Committee and additionally out of pocket expenses, outlays and taxes as applicable;

RESOLVED FURTHER THAT any of the member, be and is hereby empowered to take on record the Eligibility Certificate and consent received by the Auditor on April 29, 2022 under Section 139(1) of the Companies Act 2013 and Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and Form B under RBI circular.

RESOLVED FURTHER THAT any Director or Ms. Pinki Jha, Company Secretary of the Company, be and are hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or



incidental for giving effect to this resolution and to file necessary E-Forms (ADT -1) with Registrar of Companies as and when required”.

Special Business:

3. Appointment of Mr. Praveen Kumar Bhambani (DIN – 09681934) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of **Mr. Praveen Kumar Bhambani (DIN – 09681934)** as an Additional Director w.e.f 06 August, 2022(Category–Independent) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 3 (Three) consecutive years w.e.f 06 August, 2022 and following shall be the terms and conditions of his appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1.	Designation	Independent Director
2.	Age	51 Years
3.	Duration of Appointment	3 (three) years

RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

4. To adopt restated and amended Articles of Association of the Company

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

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



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

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

(c) the side letter dated March 31, 2022 and amendment side letter dated June 20, 2022 and renewed amendment side letter dated July 25, 2022, executed by and amongst OXYZO Financial Services Private Limited, OFB Tech Private Limited, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, Matrix Partners India Investments IV, LLC and Ruchi Kalra;

(d) the deed of adherence dated September 15, 2022 executed by and amongst the Company, Matrix Partners India Investments IV, LLC, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, Alpha Wave Ventures II LP, Creation Investments Social Ventures Fund V, LP, Internet Fund VII Pte. Ltd, Norwest Capital, LLC, OFB Tech Private Limited and Ruchi Kalra,

the approval and consent of the members of the Company is hereby accorded to approve and adopt the amended and restated articles of association, incorporating the terms of (C) and (D) read with series A SHA ("**Restated Articles**"), as placed before the members at this meeting and initialled by the Chairman for the purpose of identification, in substitution for, and to the entire exclusion of, the existing articles of association of the Company;

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

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

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

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

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorised to do all such acts and deeds and things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, including, without limitation, approving, finalising and executing, filing any such documents, instruments, writings and forms as may be required including Form MGT-14 with the jurisdictional Registrar of Companies, or deemed necessary or desirable in their absolute discretion in



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relation thereof, for the purpose of giving effect to the foregoing resolution and to comply with the provisions of the Companies Act, 2013 and provisions of any other applicable law.

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

By Order of the Board

OXYZO Financial Services Private Limited

SD/-

Pinki Jha

Company Secretary

ICSI Membership No. F10683

Date: 22 September 2022

Place: Gurugram



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NOTES and Instructions for members for attending the AGM through VC / OAVM are as under:

- I. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Special Businesses to be transacted at the Annual General Meeting ("AGM") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations, Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India (ICSI) ("SS-2") and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to Compliance@oxyzo.in
- II. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution or Authorised letter together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
- III. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No.20/ 2022 dated May 5, 2022 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and also vide General Circular No. 02/2021 dated 13th January, 2021 and also vide General Circular No. 21/2021 dated 14th December, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st December, 2022.
- IV. The Company is pleased to inform that the AGM of the Company will be held through the two-way Video Conferencing facility
- V. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install Microsoft Teams application and then click on the link provided.
- VI. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below:

+91 6395576920

Also, can reach at any time for any query at – compliance@oxyzo.in



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- VII. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
- VIII. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
- IX. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
- X. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of Covid-19, wherein maintaining and following the protocol of social distancing has been mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
- XI. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection in the Physical by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting or electronic mode when requested by the Members to the Company Via Email at compliance@oxyzo.in and will also be available during the Annual General Meeting in electronic mode.
- XII. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- XIII. Electronic copy of the Annual Report is being sent to all respective stakeholder whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to compliance@oxyzo.in mentioning your folio/DP ID and Client ID. Annual Reports is also available on the website of the company at www.oxyzo.in



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- XIV. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the company or to the Company by emailing their requests at compliance@oxyzo.in and Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
- XV. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- XVI. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
- XVII. When a poll is required or demanded to be taken during the meeting on any resolution, the members shall give their assent/dissent by emailing at compliance@oxyzo.in

By Order of the Board

OXYZO Financial Services Private Limited

SD/-

Pinki Jha

Company Secretary

ICSI Membership No. F10683

Date: 22 September 2022

Place: Gurugram



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON AGM

Ordinary Business- Item no 2:

Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 015125N), Statutory Auditor of OXYZO Financial Services Private Limited ("Company") has served the resignation letter on September 02, 2021 due to NBFC audits limit constraint mentioned under RBI circular-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("**RBI Circular**").

Corollary, company was obliged to meet statutory compliance related to Auditor appointment, therefore the Audit Committee and Board of the Company has recommended appointment of **S. N. Dhawan & CO LLP, Chartered Accountants, (Firm Reg No. 000050N/N500045)**, as statutory Auditor of the Company pursuant to applicable provisions of *Companies Act, 2013 and rules made thereunder and RBI Master Director - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and RBI circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular") and SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 ("SEBI Circular")*, with Members approval at previous AGM held on Sep 28, 2021, from the conclusion of that meeting till the conclusion of this Sixth (6th) Annual General Meeting, in casual vacancy of the Company per se section 139 (8) of Companies Act, 2013.

RBI Guidelines stipulates that the Company shall appoint Statutory Auditor for a continuous period of three years, subject to the Statutory Auditor satisfying the eligibility norms as stipulated therein, each year. RBI being the sectoral regulator, the Company had appointed the statutory auditor as per the RBI guidelines for a period of 3 years post Board and Audit committee recommendation and approval.

Hence, as a prudent practice, it is now proposed to seek ratification/approval for continuation of statutory auditors in the Annual General Meeting of the Company, for a period of three years (1 year already served + 2 year ahead) until the conclusion of Annual General Meeting of the Company to be held in year 2024 at a remuneration to be determined by the Board of Directors of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit. Statutory Auditor, has provided their consent and confirmed his eligibility to continue as Statutory Auditors of the Company as laid under the applicable provisions of Section 141 of the Companies Act, 2013 read with the relevant rules made thereunder and the RBI Guidelines.

Brief Profile of Statutory Auditor:

Established in the 1944, S.N. Dhawan is one of the largest Chartered Accountant firms in India having In-depth experience in sectors including Manufacturing, Retail, FMCG, Real estate, Construction, Infrastructure, IT and ITES, E-Commerce, Power and energy sector, Engineering Consultancy, BFSI, Automotive, Oil and Gas and Technology. They are also Registered with the Comptroller and Auditor General of India and the Reserve Bank of India for audits of large public sector undertakings & banks. They are acting in capacity of advisors and auditors for many large Indian and International companies. Member firm of Mazars, with access to its technical expertise and audit tools they have around 500 professionals working with them in most of the major metro cities in India.

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None of the Directors and the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in passing of the Ordinary Resolution as set out in Item No. 2 of this Notice.

The Board recommends passing of the Ordinary Resolution, as set out in Item No. 2 of this Notice, for the approval of the Members.

Special Business-**Item 3: Appointment of Mr. Praveen Bhambani (DIN – 09681934) as an Independent Director of the Company**

To bring more experience on the Board, your Board had appointed Mr. Praveen Bhambani as an Additional Director (Category- Independent Director) on 8th August 2022 for a term of 3 (three) consecutive years. In order to draw upon their rich experience in following mentioned domain the Board appointed Mr. Praveen Kumar Bhambani as Additional Non-Executive Director of the Company effective 06/08/2022, and will vacate office at this Annual General Meeting.

Mr. Bhambani was partner in the Deals Platform of PwC (up to January 2022) and withdrew after a 21-year stint with the firm. In his role at PwC, worked on over 250 engagements of corporate restructuring and reorganization, domestic and cross border M&A, transaction advisory, inbound and outbound structuring, joint venture formation/exit, due diligence/business plan reviews etc. He has served a variety of clients including large multinational and public, private & family-owned companies.

He had also led the Private & Entrepreneurial business for PwC in India, focusing on owner-led, private, family controlled and entrepreneurial companies.

Post PwC, he is now the core member of Ymira Consulting where he is actively involved in strategizing corporate restructuring, transactions and also advise business families, other businesses and their boards as a senior advisor/ mentor.

He owns a Bachelor of Commerce degree from Jiwaji University (1991) and is also a fellow member of the Institute of Chartered Accountants of India (1994).

The Nomination and Remuneration Committee of the Board of Directors has recommended via its meeting dated 30 June 2022, the appointment of Mr. Praveen Bhambani (DIN – 09681934) as an Independent Director for a term of 3 (three) consecutive years on the Board of the Company.

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

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In the opinion of the Board, Mr. Bhambani is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 3 (three) years.

Mr. Praveen Bhambani (DIN – 09681934) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director.

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

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

Details of Mr. Bhambani is provided in the "Annexure A" to the Notice.

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

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

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

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

Item no 4 and 5

To give effect to the terms of - side letter dated March 31, 2022 and amendment side letter dated June 20, 2022 and renewed amendment side letter dated July 25, 2022, executed by and amongst OXYZO Financial Services Private Limited, OFB Tech Private Limited, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, Matrix Partners India Investments IV, LLC and Ruchi Kalra;
- the deed of adherence dated September 15, 2022 executed by and amongst the Company, Matrix Partners India Investments IV, LLC, Matrix Partners India Investments III, LLC, Matrix Partners India III AIF Trust, Alpha Wave Ventures II LP, Creation Investments Social Ventures Fund V, LP, Internet Fund VII Pte. Ltd, Norwest Capital, LLC, OFB Tech Private Limited and Ruchi Kalra, amendments are required to be made to the existing Articles of Association of the Company to incorporate the provisions of the Side letter and deed of adherence read with Series A SHA and to replace the existing articles entirely ("**Amended Articles**").



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The brief of the amendment-

To reflect the particulars of the latest round of investment held on August 06, 2022, including specifically the addition of Matrix Partners India Investments IV, LLC as investor and providing for the exercise of rights as part of the Matrix set of rights, in line with the provisions of the Deed of Adherence (read with the Shareholders' Agreement (SHA)). Keeping in mind the binding nature of the AoA on the Company and its shareholders, ensuring consistency between the SHA versus the AoA prevents any impediment to the enforceability of any provisions of the SHA and in any case amending the AOA to be in line with the SHA serves as good corporate governance practice.

This amendment to the existing Articles of Association of the Company, in terms of the Companies Act, 2013, requires the members of the Company to approve the same by way of special resolution.

A draft of the Amended Articles of the Company would be available for inspection at the registered office and Corporate Office of the Company from the date of issue of this notice, till the date of this general meeting and is open for inspection at the meeting.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board on September 19, 2022 had approved the restatement and amendment of the Articles of Association and recommends the adoption of the resolution as set out in item no. 4 & 5 of the Notice as a special resolution.

By Order of the Board

OXYZO Financial Services Private Limited

SD/-

Pinki Jha

Company Secretary

ICSI Membership No. F10683

Date: 22 September 2022

Place: Gurugram

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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Email: compliance@oxyzo.inWebsite: www.oxyzo.in**Annexure – A****Details of Director seeking appointment at the Meeting**

Particulars	Details
DIN	09681934
Age	51 years
Qualification	Chartered Accountant (1994) and Bachelor of Commerce degree from Jiwaji University (1991)
Original Date of appointment	06/08/2022
Experience	More than 21 years
Terms and Conditions of Appointment	As per Companies Act 2013
Remuneration last drawn (including sitting fees, if any)	NA
Remuneration Proposed to be paid	NA
Date of first appointment on the Board	06/08/2022
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended during FY 21-22	NA
Directorships of other Boards	NIL
Membership/Chairmanship of Committees of other Boards	NIL



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Email: compliance@oxyzo.in

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Pursuant to RBI Circular- *Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs*, Independent Director is within the permissible limits in terms of Companies Act, 2013, an independent director shall not be on the Board of more than three NBFCs (NBFC-ML or NBFC-UL) at the same time. Further, the Board of the company ensured that there is no conflict arising out of their independent directors being on the Board of another NBFC at the same time.

By Order of the Board

OXYZO Financial Services Private Limited

SD/-

Pinki Jha

Company Secretary

ICSI Membership No. F10683

Date: 22 September 2022

Place: Gurugram