



OXYZO Financial Services Private Limited

Corp. Office:

#101, First Floor, Vipul Agora Mall,

MG Road, Gurgaon-122001

Contact: 0124- 4006603

Email: compliance@oxyzo.in

Website: www.oxyzo.in

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

September 23, 2023

Sub: Notice of 7th Annual General Meeting & Annual Report for the Financial Year 2022-23

Dear Sir/Madam,

Pursuant to Regulation 50(2) & 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 2022-23 along with Notice of the 7th AGM of the Company ("AGM Notice") scheduled to be held on Tuesday, September 26, 2023 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 2022- 23 are being sent through electronic mode to all the Members & Debenture holders whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP').

The AGM Notice & Annual Report for FY 22-23 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

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Date: 2023.09.23 23:33:24
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Pinki Jha
Company Secretary & Compliance Officer
M. No. F10683



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NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF OXYZO FINANCIAL SERVICES PRIVATE LIMITED IS SCHEDULED TO BE HELD AT A SHORTER NOTICE ON TUESDAY, 26TH DAY OF SEPTEMBER 2023 AT 12:00 NOON (IST) TO TRANSACT THE FOLLOWING BUSINESSES VIA VIDEO CONFERENCING

Ordinary Business:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the Reports of Board of Directors and Auditors thereon.**

2. To ratify the appointment of 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)**, as appointed by the shareholders in their meeting held on 26th September 2022 be and is hereby ratified as the Statutory Auditor for the Financial Year 2023-24 and to hold the office until conclusion of Annual General meeting to be held in year 2024 at a remuneration 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 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 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 as and when required”.

Special Business:

3. To approve Alteration of 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 the provisions of Sections 14 and all other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Issue and

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Listing of Non-Convertible Securities) Regulations, 2021, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such terms, conditions and modifications as may be considered necessary and proper by the Board of Directors of the Company, the consent of the members be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing the existing Article No. 7.2 (ii) (b) (v) as follows:

Article:

“The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of Regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on the Board. Such appointment of a director shall be in accordance with the provisions of Debenture Trust Deed, provisions of Companies Act, 2013, RBI Regulations, SEBI Regulations and all other applicable provisions of law.”

The Nominee Director shall not be liable to retire by rotation nor be required to hold any qualification shares.

RESOLVED FURTHER THAT any of the Director and / or Key Managerial Personnel of the Company be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its Members.”

By Order of the Board

For OXYZO Financial Services Private Limited

PINKI
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Digitally signed
by PINKI JHA
Date: 2023.09.18
23:30:25 +05'30'

Pinki Jha

Company Secretary

ICSI Membership No. F10683

Date: 18 September 2023

Place: Gurugram

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NOTES:

- I. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act"), as amended, read with the relevant rules made thereunder, the Secretarial Standard No. 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of Item No. 3 of this Notice is annexed herewith.
- II. In accordance with the Ministry of Corporate Affairs, Government of India vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 ("MCA Circulars"), electronic copies of the Annual Report for Financial Year ("FY") 2022-23 and AGM Notice inter-alia indicating the process and manner of e-Voting along with instructions to attend the AGM through video-conferencing / other audio-visual means (VC/OAVM) are being sent by e-mail to those Members, trustees for the debenture-holder of any debentures issued by the Company, holders of Non-Convertible Securities and to all other persons so entitled whose e-mail IDs have been made available to the Company / Registrar and Transfer Agent ("RTA") i.e. **KFin Technologies Limited** or with Depository Participants ("DP") unless the Member has specifically requested for a hard copy of the Annual Report. Members may note that the Annual Report for the FY 2022-23 and the AGM Notice will also be available on the Company's website at <https://www.oxyzo.in/investor-relation/financial-reports> and on the website of BSE Limited at www.bseindia.com.
- III. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- IV. Corporate Members are required to send a duly certified copy of their Board Resolution authorising their representatives to attend the AGM by email to compliance@oxyzo.in.
- V. In case of joint holders, only such joint holder who is first in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- VI. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to submit their questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number via email at compliance@oxyzo.in on or before Saturday, September 23, 2023. The same will be replied by the Company suitably.
- VII. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum for the AGM under Section 103 of the Act.
- VIII. The venue of the AGM shall be deemed to be the Registered Office of the Company at SHOP NO. G-22 C (UGF) D-1 (K-84), Green Park Main, New Delhi, South Delhi- 110016

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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- IX. The Members desiring to inspect the documents referred to in this Notice and other statutory registers are requested to send an email to compliance@oxyzo.in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card. An extract of such documents would be sent to the Members on their registered email address.
- X. 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.
- 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 Corporate 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. 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.
- XIV. 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.
- XV. 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.
- XVI. 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 Google Meet application and then click on the link provided.
- XVII. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below:



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+91 6395576920

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

By Order of the Board

OXYZO Financial Services Private Limited

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

Special Business-

Item 3: To adopt restated and amended Articles of Association of the Company

Securities and Exchange Board of India (SEBI) vide its notification dated 2 February 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting sub-regulation (6) in Regulation 23, which mandates an issuer to ensure that its AoA require its Board of Directors to appoint a person nominated by Debenture Trustee (DT) upon occurrence of following event of default enumerated in Regulation 15 (1) (e) of the SEBI (Debenture Trustees) Regulations, 1993 viz., (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures.

In order to comply with above requirements, it is proposed to amend the Articles of Association of the Company to empower Debenture Trustees to appoint Nominee Director upon occurrence of any event specified in Regulation 15 (1) (e) of the SEBI (Debenture Trustee) Regulations, 1993.

The Company will also include relevant provisions to this effect in the trust deed in line with the aforesaid provisions.

Pursuant to the provisions of section 14 of the Act, approval of members of the company by a special resolution is required for any alteration of the Articles of Association of the company as aforesaid.

Accordingly, the approval of the members is being sought by way of a special resolution. A draft of the Articles of Association of the Company together with the proposed alterations will be kept open for inspection by the members at the Corporate Office of the Company on all working days i.e. from Monday to Saturdays (except second & Fourth Saturday and other holidays) from 10.00 a.m. to 02.30 p.m. and will be available on the website of the Company.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends passing of the Special Resolution as set out in Item no. 3 of this Notice.

By Order of the Board

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JHA**

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by PINKI JHA
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