



OXYZO Financial Services Private Limited  
Corp. Office:  
#101, First Floor, Vipul Agora Mall,  
MG Road, Gurgaon-122002  
Contact: 0124- 4006603  
Email: [finance@oxyzo.in](mailto:finance@oxyzo.in)  
Website: [www.oxyzo.in](http://www.oxyzo.in)

To

June 30, 2021

**BSE Limited  
Corporate Relationship Department  
2<sup>nd</sup> Floor, New Trading wing,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai -400001**

**Subject: Disclosure/submission of Secretarial Audit/Compliance Report for Financial Year 2020-2021 in pursuant to Regulation 24A the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Reference: Scrip Code:- 959022, 959114, 959217, 959376, 959377, 959599, 960285, 960373, 960341, 973243, 973244**

Dear Sir/Madam

Pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015[ *Hereinafter referred as SEBI (LODR) 2015*] kindly find enclosed herewith the Secretarial Audit/Compliance Report dated June 30, 2021 for Financial Year ending 2020-2021.

Kindly take the above on record and inform your constituents accordingly.

Thanking You

**For OXYZO Financial Services Private Limited**

**Brij Kishore Kiradoo  
Company Secretary  
ICSI M. No.-A40347**

**Encl.:- as above**

# JHAMB & ASSOCIATES

(Company Secretaries & Registered Valuers)



30.06.2021

To,

The Board of Directors,  
OXYZO FINANCIAL SERVICES PRIVATE LIMITED  
101, First Floor Vipul Agora Mall, MG Road Gurgaon 122002

Subject: **SECRETARIAL AUDIT REPORT**

*Dear Sir/Madam,*

With reference to the emails and management representation letter signed on 30<sup>th</sup> day of June, 2021 and on the basis of information and documents provided to us, we hereby submitting our report on secretarial audit of the Company.

**Thanks & Regards**  
**For Jhamb & Associates**  
**(Company Secretaries & Registered Valuers)**



**Hitesh Jhamb**  
**(Proprietor)**  
**M. No. A41091**  
**COP No. 22129**

Enclosure: **Secretarial Audit Report**



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**Form No. MR-3**

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2021**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
OXYZO FINANCIAL SERVICES PRIVATE LIMITED

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by OXYZO FINANCIAL SERVICES PRIVATE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.



Based on my/our verification of the OXYZO FINANCIAL SERVICES PRIVATE LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period



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covering the financial year ended on 31<sup>st</sup> March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by OXYZO FINANCIAL SERVICES PRIVATE LIMITED ("The Company") for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) Specific provisions of the Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) Specific provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable as the Company is not equity listed.**



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- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable as the Company is not equity listed.**
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable upon the Company during the Financial Year under review.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as the Company is not Registrar and Share Transfer Agent.**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not applicable as the Company is not equity listed.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable as no buy back of securities took place during the year under review.**
- (j) Other laws applicable upon the Company are:
  - (i) RBI Regulations for being an NBFC Company
  - (ii) Labour Laws



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I/we have also examined compliance with the applicable clauses of the following:

- a.** Secretarial Standards issued by The Institute of Company Secretaries of India.
- b.** The Listing Agreements entered into by the Company with Bombay Stock Exchange(s);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I/we further report that



The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Some meetings convened at shorter notice with requisite approvals. Most notices were



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given by hand delivery to Directors and shareholders and few were given via e-mails.

Most decisions are carried unanimously. The dissenting members' views, if any, are captured and recorded as part of the minutes.

**I/we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



## MANAGEMENT RESPONSIBILITY

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit;
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion;
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. I have not examined any other specific laws except as mentioned above.



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5. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification thereof;

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company;



**I/we further report that** during the audit period the company has

(a) Increased the Authorized Share Capital by 2,62,10,980/- (Two Crore Sixty Two Lakhs Ten Thousand Nine Hundred Eighty) from Rs. 49,39,26,460 (Forty Nine Crores Thirty Nine Lakhs Twenty Six Thousand Four Hundred Sixty) to Rs. 52,01,37,440/- (Fifty Two Crores One Lakh Thirty Seven Thousand Four Hundred Forty) during the year 2020-21 on 06.10.2020,

(b) Increased the Paid up Share Capital of the Company by Rs. 2,35,54,180/- (Two Crores Thirty Five Lakhs Fifty Four Thousand One Hundred and Eighty only) from Rs. 47,74,79,700/- (Forty Seven Crores Seventy Four Lakhs Seventy Nine Thousand and Seven Hundred to Rs. 50,10,33,880 (Fifty Crores Ten Lakhs Thirty Three Thousand Eight Hundred and Eighty) in four tranches



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during the year as follows:

- Allotted 5,11,892 equity shares on 29.09.2020
- Allotted 3,41,262 equity shares on 30.09.2020
- Allotted 6,93,353 equity shares on 24.03.2021
- Allotted 8,08,911 equity shares on 30.03.2021

(c) Issued and allotted 8505 Non-Convertible Debentures in eight tranches during the period under review:

- Allotted 250 NCD on 15.06.2020 of Face Value of Rs. 10 Lakh aggregating to Rs. 25 Cr.
- Allotted 230 NCD on 24.06.2020 of Face Value of Rs. 10 Lakh aggregating to Rs. 23 Cr.
- Allotted 500 NCD on 29.06.2020 of Face Value of Rs. 10 Lakh aggregating to Rs. 50 Cr.
- Allotted 600 NCD on 10.12.2020 of Face Value of Rs. 10 Lakhs aggregating to Rs. 60 Cr.
- Allotted 1500 NCD on 18.12.2020 of Face Value of Rs. 1 Lakh aggregating to Rs. 15 Cr.
- Allotted 100 NCD on 30.12.2020 of Face Value of Rs. 10 Lakh aggregating to Rs. 10 Cr.
- Allotted 2825 NCD on 31.12.2020 of Face Value of Rs. 1 Lakh aggregating to Rs. 28.25 Cr.
- Allotted 2500 NCD on 30.03.2021 of Face Value of Rs. 1 Lakh aggregating to Rs. 25 Cr.



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(d) Listing:

During the year under review, following Non-Convertible Debentures (NCDs) were listed on Bombay Stock Exchange in the following pattern:

- Listed 250 units of NCD on BSE on 25.06.2020
- Listed 600 units of NCD on BSE on 14.12.2020
- Listed 1500 units of NCD on BSE on 23.12.2020
- Listed 100 units of NCD on BSE on 31.12.2020



(e) Delisting and Redemption:

200 unlisted NCDs redeemed on 06/05/2020 which were allotted in two tranches as Series A1 and A2 on 30.07.2019

100 unlisted NCDs redeemed on 15/03/2021 which were allotted on 31.01.2019

No delisting of Debentures took place during the financial year 2020-21.

(f) Issued 1060 units of Commercial papers during the year 2020-21 in seven tranches as follows:

Lender's Name	Type of Facility	Total Amount (in Rs.)	Date of allotment	Repayment Date/schedule
Northern Arc	200	10 Cr.	May 04,	June 29,



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Money Market Alpha Trust			2020	2020
Northern Arc Money Market Alpha Trust	100	5 Cr.	June 04, 2020	July 29, 2020
Northern Arc Money Market Alpha Trust	100	5 Cr.	June 12, 2020	August 27, 2020
Northern Arc Money Market Alpha Trust	200	10 Cr.	July 08, 2020	October 28, 2020
Northern Arc Money Market Alpha Trust	140	7 Cr.	August 05, 2020	January 28, 2021
Northern Arc Money Market Alpha Trust	160	8 Cr.	October 12, 2020	February 25, 2021
Northern Arc Money Market Alpha Trust	160	8 Cr.	October 29, 2020	March 09, 2021 (Buy Back)

(g) Show Cause Notice received from SEBI pursuant to the provisions of Clause 4(c) of SEBI Circular No IMD/DF/17/2011 September 28, 2011 w.r.t the Market Linked Debentures allotted by Company on 1<sup>st</sup> March, 2019 has been disposed off by SEBI vide order WTM/MPB/DDHS/145/2020. SEBI agreed that the Company has



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not violated the above said provisions. SEBI therefore disposed-off the Show Cause Notice without any penalty.

Further, No Show Cause Notices received from SEBI/ RBI/ ROC or RD.

(h) The Company spent Rs. 23,60,000 on promoting health care activities as CSR expenditure via Ashoka Institute of Medical Sciences and Research, a Not-for-Profit Organisation on 23.03.2021.

(i) Section 180 is not applicable upon the Company being a Private Company pursuant to exemptions given to the Private Company.



(j) Section 185 is not applicable upon the Company being an NBFC Company pursuant to Section 185 (3)(b) of the Companies Act, 2013

(k) Section 186 is not applicable upon the Company being an NBFC Company pursuant to Section 186 (11)(a) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Meeting of Board and its Powers) Rules, 2014.

(l) Necessary resolution passed w.r.t. Related Party Transactions u/s 188 of the Companies Act, 2013.



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(m) Memorandum of Association altered during the year w.r.t. increase in Authorized Share Capital of the Company vide EGM held on 06.10.2020 whereas Article of Association was altered to exclude the points related to Common Seal of the Company (Point No. 64 of the Articles of Association) vide EGM held on 08.03.2021.

**Place: Delhi**

**Date: 30/06/2021**

**UDIN: A041091C000544726**



**CS HITESH JHAMB**  
**COMPANY SECRETARY IN PRACTICE**  
**M. NO. - A41091**  
**CP.NO. - 22129**



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