



NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Oracle Credit Limited (the Company) will be held on Wednesday, July 26, 2017 at 10:00 A.M. at the Registered Office of the Company, P- 7, Green Park Extension, New Delhi - 110016 to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon.

Item No. 2

To appoint a Director in place of Mrs. Meena Jain (DIN: 00209017) who retires by rotation, and being eligible, offers herself for re- appointment.

Item No. 3

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Rakesh Raj & Associates, Chartered Accountants (Firm Registration No. 005145N), the retiring Statutory Auditor, for a period of five years to hold office until the conclusion of the 32nd Annual General Meeting (AGM) of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Statutory Auditors and to reimburse their out of pocket expenses incurred for the purpose of audit.”

Place: New Delhi
Date: May 25, 2017

By Order of the Board
For **ORACLE CREDIT LIMITED**

Rupali Kulshrestha
Company Secretary

Registered office:

P-7, Green Park Extension,
New Delhi- 110016

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013) with respect to Item No. 3 of the Notice is annexed hereto. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Director seeking re-appointment as provided in Item No. 2 hereinabove are also annexed with this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company, duly completed and signed, at its registered office not less than 48 hours before the scheduled time of the Annual General Meeting (AGM). A blank proxy form is enclosed.

A person can act as Proxy on behalf of the Members, not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. However, a Member holding more than 10% of the total Share Capital may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.
3. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
5. Requisition for inspection of Proxies shall be received from the Members entitled to vote on any resolution at least three days before the commencement of the AGM. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the AGM and ending with the conclusion of the Meeting.
6. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send, to the Company, a certified copy of the Board Resolution pursuant to Section 113 of the Act, 2013 authorizing such representative(s) to attend and vote at the AGM.
7. The Register of Members and Share Transfer Books will remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for the purpose of AGM.
8. Members, Proxies and Authorized Representatives of the Corporate Member(s) are requested to bring to the Meeting, the Attendance Slip, duly completed and signed.
9. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA), **Beetal Financial & Computer Services (P) Limited**. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details to their respective Depository Participants.
10. In case of joint holders attending the AGM, the Member whose name appears first, in the order of the names as per the Register of Members of the Company, shall only be entitled to vote at the AGM.
11. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc.
12. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be effected through e-mail to its members. To

support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to those Members whose e-mail IDs are registered with the Company/Depositories, unless the Member has specifically requested the Company to send such Annual Report in physical form.

The Members who hold shares in dematerialized form and who have not registered/ updated their e-mail addresses so far, are requested to register/update their e-mail addresses with the Depository through their concerned Depository Participant. Members who hold their Shares in physical form shall be sent hard copies of the Annual Report and who are desirous of receiving the communications/ documents in electronic form are requested to promptly register their e-mail addresses with the Company by sending details of the email ID at investors@oraclecredit.co.in. The registered e-mail address will be used for sending all future communications.

13. The route map to the venue of the 27th AGM is annexed to this Notice.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015; Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, the facility to cast their vote electronically on all the resolutions proposed to be considered at the AGM. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by Central Depository Services (India) Ltd (CDSL).
15. The process and manner of e-voting are provided herein below. Resolutions passed by the Members through e-voting shall be deemed to have been passed at the AGM.
16. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
17. The Board of Directors has appointed Mr. K.O. Siddiqui, Practicing Company Secretary (ICSI Membership No. 2229) as the Scrutinizer to scrutinize the e- voting process and the voting at the Meeting in a fair and transparent manner.
18. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The Notice of the AGM along with requisite documents and the Annual Report for the year ended March 31, 2017 shall also be available on the Company's website www.oraclecredit.co.in.
20. All documents referred to in the Notice and other relevant papers shall be open for inspection at the registered office of the Company on all working days, except Sunday and other national holidays between 11.00 A.M. and 1.00 P.M. up to the date of AGM.
21. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Sunday, July 23, 2017 at 9:00 AM and ends on Tuesday, July 25, 2017 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, July 19, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed below Attendance Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Oracle Credit Limited on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. Other Information:

- a) The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
- b) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. July 19, 2017, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- c) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes through remote e- voting and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or person authorised by him in writing who shall countersign the same.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oraclecredit.co.in and on the website of CDSL immediately after declaration of result by the Chairman and communicated to the Stock Exchange (if any), where the shares of the Company are listed.

By Order of the Board
For **ORACLE CREDIT LIMITED**

Rupali Kulshrestha
Company Secretary

Place: New Delhi
Date: May 25, 2017

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

M/s. Rakesh Raj & Associates, Chartered Accountants (FRN: 005145N) holds office as Statutory Auditors of the Company until the conclusion of the 27th Annual General Meeting (AGM) of the Company and are not eligible for re-appointment in terms of Section 139 of the Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of Audit Committee, in its meeting held on May 25, 2017 has proposed the appointment of M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) as the Statutory Auditors of the Company to hold office for a period of five years until the conclusion of 32nd AGM of the Company (subject to ratification of their appointment at each AGM held after 27th AGM).

The Board recommends the ordinary resolution set out in Item No. 3 of the Notice for approval of the Members.

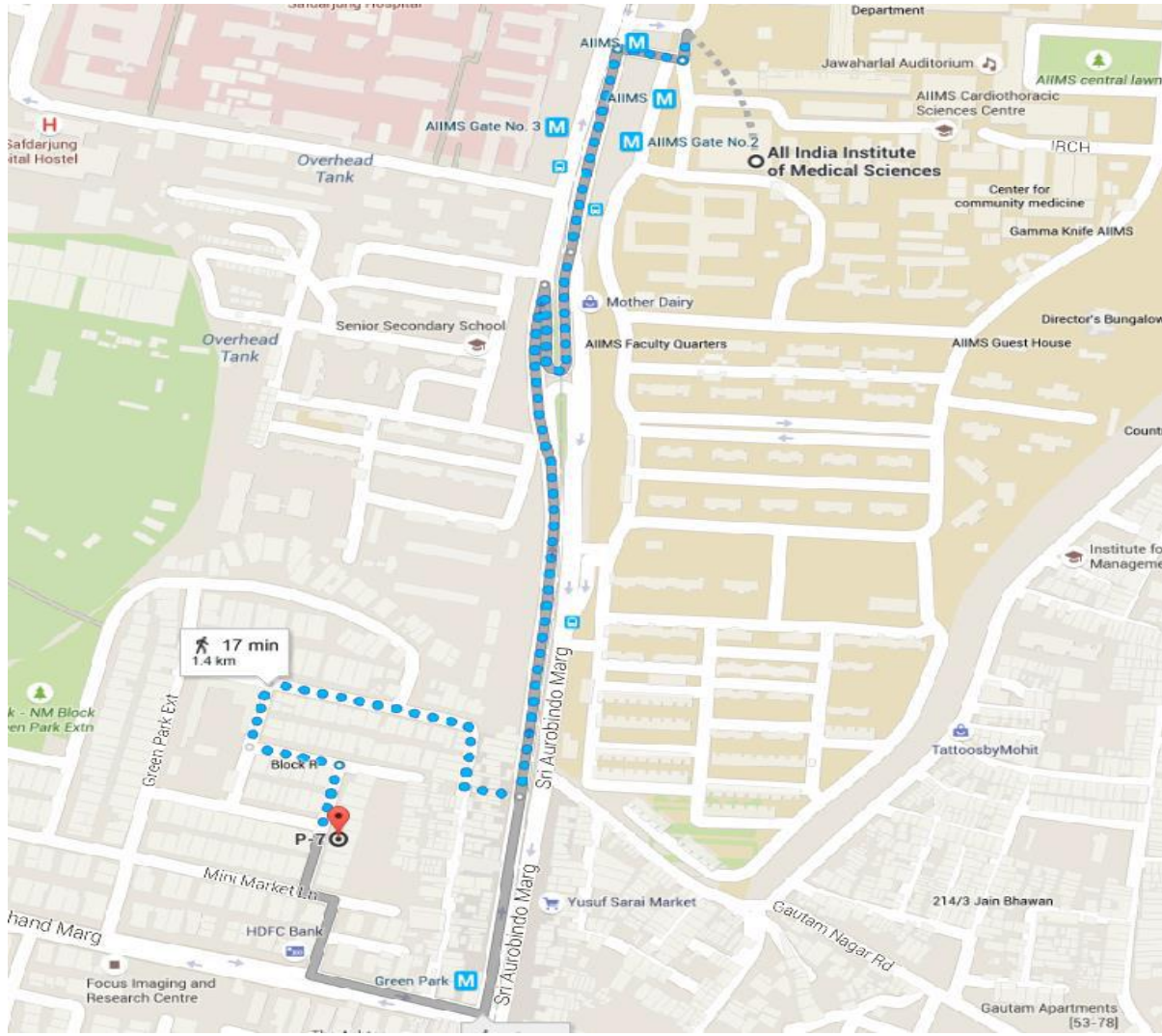
None of the Directors and Key Managerial Personnel (KMP) or their respective relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.

Particulars of the Directors seeking appointment/ re- appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

NAME	MEENA JAIN
Age	54 years
Date of Appointment/ Re- appointment	27/07/1994

Nature of Expertise in specific functional areas	Mrs. Meena Jain has over 20 years of experience in the area of General Administration.
Brief Resume	Bachelor of Arts
Names of the Listed Companies in which he/ she holds Directorships/ Committee Membership	<p>Director in:</p> <ol style="list-style-type: none"> 1. Oracle Credit Limited 2. Sidh Leasing Limited <p>Chairperson/ Member in Committees: <u>In Oracle Credit Limited:</u> Stakeholders Relationship Committee: Chairperson Nomination & Remuneration Committee: Member</p>
Relationships between Directors <i>inter- se</i>	Mrs. Meena Jain is wife of Mr. Ashok Jain, Chairman cum Managing Director and Chief Financial Officer of the Company
No. of Shares held	54950 shares (0.99%)

ROUTE MAP TO THE VENUE OF 27th ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, JULY 26, 2017 AT P-7, GREEN PARK EXTENSION, NEW DELHI- 110016



PROXY FORM
FORM NO. MGT- 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: **L65910DL1991PLC043281**

Name of the Company: **ORACLE CREDIT LIMITED**

Registered Office: **P- 7, Green Park Extension, New Delhi- 110016**

Name of the Member(s): _____
Registered Address: _____
E- Mail ID: _____
Folio No./ Client ID: _____
DP ID: _____

I/ We, being the Member(s) holdingshares of the above named Company, hereby appoint:

1. Name:
Address:
e- Mail ID: Signature: or failing him/ her
2. Name:
Address:
e- Mail ID: Signature: or failing him/ her
3. Name:
Address:
e- Mail ID: Signature:

as my/our proxy to attend and vote for me/ us and my/ our behalf at the 27th Annual General Meeting of the Company, to be held on Wednesday, July 26, 2017 at 10: 00 A.M. at P- 7, Green Park Extension, New Delhi- 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No (s)

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon.
2. Appointment of a Director in place of Mrs. Meena Jain (holding DIN: 00209017) who retires by rotation, and being eligible, offers herself for re- appointment.
3. Appointment of M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) as Statutory Auditors of the Company for a period of five years and to fix their remuneration.

Signed this..... day of 2017

Signature of Shareholder.....

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions and Notes, please refer to the Notice of the 27th Annual General Meeting.

27TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Attendance by
(Please tick the appropriate box)

- Member
- Proxy
- Authorised Representative

Name(s) of the Member(s) (including joint holders, if any): _____

Registered Address: _____

No. of Shares held: _____

Folio No. / Client ID & DP ID: _____

I hereby record my presence at the 27th Annual General Meeting of the Company being held on Wednesday, July 26, 2017 at 10: 00 A.M. at its Registered Office at P- 7, Green Park Extension, New Delhi- 110016

.....
Name of Shareholder/ Proxy (in BLOCK LETTERS)

.....
Shareholder's/ Proxy's Signature

Note: Please cut here and bring the above Attendance Slip to the Meeting.

----- ✂ ----- ✂ -----

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	SEQUENCE NUMBER
	For shareholders holding shares in Demat Form: <ul style="list-style-type: none"> • For NSDL: 8 Character DP ID followed by 8 Digits Client ID • For CDSL: 16 digits beneficiary ID For Shareholders holding shares in Physical Form: <ul style="list-style-type: none"> • Folio Number registered with the Company 	

Note: The remote e- Voting period commences on Sunday, July 23, 2017 at 09:00 AM and ends on Tuesday, July 25, 2017 at 05: 00 PM.