

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Tuesday, the 29th September, 2015 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

1. To consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Meena Jain (holding DIN: 00209017) who retires by rotation, and being eligible, offers herself for re- appointment.
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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s Rakesh Raj & Associates, Chartered Accountants, New Delhi (Registration No.005145N), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of the 25th Annual General Meeting until the conclusion of the 27th Annual General Meeting on such remuneration as may be fixed by the Board in consultation with the Statutory Auditors subject to ratification in every Annual General Meeting."

SPECIAL BUSINESS

4. Appointment of Mr. Ashok Kumar Jain as Managing Director and Chief Financial Officer

To consider and if thought fit, to pass with or without modifications, the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of members be and is hereby accorded for the appointment of Mr. Ashok Kumar Jain as Managing Director of the Company for the period of 05 (five) years with effect from 30th October, 2014 to 29th October, 2019, on the terms and conditions as given herein below, and that Mr. Ashok Kumar Jain discharge all the duties, as required to be discharged from time to time in his capacity as Chief Financial Officer.

Terms of Appointment:

- I **Period:** The appointment of Mr. Ashok Kumar Jain as Managing Director will be for a period of 05 (five) years with effect from 30th October, 2014.
- II The Managing Director will be entitled to CTC (Cost to Company) of Rs. 9,00,000/- p.a. (Rupees Nine Lacs per annum) inclusive of perquisites as LTA and accommodation expenses.
- III Managing Director will be entitled for annual increment of 10% effective from 01st November every year.

IV Other Benefits:

1. Cost of Car and Telephone for personal use (Cost of car and mobile phone for office work will be covered by the Company and not to be counted for the purpose of perquisites).

2. Managing Director shall be entitled for reimbursement of medical expenses on actual basis. This will not be counted as perquisite for the purpose of calculating CTC (Cost to Company).

3. Leave

Ordinary Leave with full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every eleven months of service.

Casual and sick leave will be admissible as per rules of the Company.

4. Entertainment Expenses

The Company will reimburse entertainment expenses on actual basis if properly incurred by Managing Director for the purpose of the Company's business.

5. General

Such other benefits as are made available by the Company to other members of the staff from time to time.

V Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013.

VI The appointment can be terminated by three months' notice or payment of three months' salary in lieu of notice by either party ."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Board of Directors of the Company be and are hereby severally authorized to sign and file the necessary return/ intimation with the Registrar of Companies/ Ministry of Corporate Affairs or to such other Statutory Authorities as may be necessary and further to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper to sign and execute all necessary documents, applications, returns and writing as may be necessary, proper, desirable or expedient."

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

Sd/-
Sandhya Gharana
Company Secretary

Place: New Delhi
Date: 10th August, 2015

NOTES

1. **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 not less than 48 hours before the scheduled time of the meeting. A blank proxy form is enclosed.
A person can act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.
2. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 4 is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Wednesday, the 23rd September, 2015 to Tuesday, the 29th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
5. All documents referred to the Notice and accompanying Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays between 11:00 AM and 1:00 PM upto the date of Annual General Meeting.
6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
7. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery etc.
8. 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 the registered e-mail addresses of members, unless specifically requested to be sent in Physical Form. The members, who have not registered/ updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of 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.

9. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. 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).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 26th September, 2015 at 09: 00 AM and ends on Monday, 28th September, 2015 at 05: 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 Tuesday, 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Address Level. • 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)	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. <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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Oracle Credit Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Corporate.

- 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 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 22nd September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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

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

Sd/-
Sandhya Gharana
Company Secretary

Place: New Delhi

Date: 10th August, 2015

EXPLANATORY STATEMENT

(As required by Section 102 of the Companies Act, 2013)

In conformity of with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of **Item No. 3* and 4:**

In respect of Item No. 3:

At the 24th AGM held on 19th September, 2014, M/s Rakesh Raj & Associates, Chartered Accountants, were inadvertently appointed as the Auditors of the Company for a total period of 04 (four) years, from the conclusion of 24th Annual General Meeting until the conclusion of 28th Annual General Meeting instead of 03 (three) years which was the maximum number of consecutive years for which the auditor firm may be appointed in the same Company as per the Section 139(2) of Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014.

Therefore, the Statutory Auditors are to be appointed for the remaining permissible period of 02 (two) years i.e. from the conclusion of 25th Annual General Meeting till the conclusion of 27th Annual General Meeting, subject to ratification of the appointment by the Members at every Annual General Meeting held after the 25th AGM.

In respect of Item No. 4:

Mr. Ashok Kumar Jain, aged 55 years is a fellow member of Chartered Accountants of India and commerce Graduate. He joined the management team in year 2008. Mr. Ashok Kumar Jain is in finance sector for more

than 20 years and has a rich background and experience in capital market and insurance broking. He and has also served in other organizations as Director. He is responsible for overall working of the Company and is instrumental in marketing strategic decisions of the Company. He is also responsible for Corporate Administration, Corporate Image and Public Relationship, Communication, Publicity, Event Management and Human Resource Development.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30th October, 2015, appointed Mr. Ashok Kumar Jain as Managing Director of the Company for a period of five years from 30th October, 2014, subject to consent of the Members of the Company, on the terms and condition as set out in the Item No. 4 of this notice, and that Mr. Ashok Kumar Jain discharge all the duties, as required to be discharged from time to time in his capacity as Chief Financial Officer.

Mr. Ashok Kumar Jain holds 9,44,000 Equity Shares of the Company in his own name and no other share in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Except Mr. Ashok Kumar Jain, being appointee and Mrs. Meena Jain (being wife of Mr. Ashok Kumar Jain), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

** Though Item No. 3 is an Ordinary Business, explanation is provided on voluntary basis.*

Particulars of the Directors seeking appointment/ re- appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement

NAME	MR. ASHOK KUMAR JAIN	MRS. MEENA JAIN
Age	55 years	52 years
Date of Appointment/ Re-appointment	05/09/2008	27/07/1994
Expertise in functional areas	Mr. Ashok Kumar Jain is in finance sector for more than 20 years and has a rich background and experience in capital market and insurance broking. He is responsible for overall working of the Company and is instrumental in marketing strategic decisions of the Company.	Mrs. Meena Jain has over 20 years of experience in the area of General Administration.
Brief Resume	Fellow Member of Chartered Accountants of India, B. Com	Bachelor of Arts
Names of the Companies in which he/ she holds Directorships/ Committee Membership	<p>Director in:</p> <ol style="list-style-type: none"> Oracle Credit Limited Sidh Leasing Limited Cherrington Asia (India) Private Limited Cherrington Fabrications India Private Limited B M P Estate Private Limited <p>Chairperson/ Member in Committees: <u>In Oracle Credit Limited:</u> Audit Committee: Member Stakeholder Relationship Committee: Member</p>	<p>Director in:</p> <ol style="list-style-type: none"> Oracle Credit Limited Sheetal Nath Promoters Limited Bania Builders And Financers Private Limited Sidh Leasing Limited <p>Chairperson/ Member in Committees: <u>In Oracle Credit Limited:</u> Stakeholders Relationship Committee: Chairperson Nomination & Remuneration Committee: Member</p>

ROUTE MAP FOR THE VENUE OF AGM

