

Annual Report

2014- 15

ORACLE CREDIT LIMITED

CIN: L65910DL1991PLC043281

CORPORATE INFORMATION

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25th ANNUAL GENERAL MEETING

On Tuesday, the 29th September 2015 at 10:00 A.M. at Registered Office of the Company, P-7, Green Park Extension, New Delhi- 110016

1. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

2. Shareholders intending to require information about the accounts to be explained in the meeting are requested to inform the Company at least seven days in advance of the Annual General Meeting.

BOARD OF DIRECTORS

Mr. Ashok Kumar Jain	Chairman cum Managing Director
Mrs. Meena Jain	Director
Mr. Surinder Kumar Nagpal	Director
Mr. Girish Chand Jain	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sandhya Gharana

AUDITORS

M/s Rakesh Raj & Associates
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor
99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110062
Phone- 91-11-2996 1281-83
Fax- 91-11-2996 1284
Email- beetal@beetalfinancial.com

BANKERS

Axis Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

P-7, Green Park Extension, New Delhi- 110016
E-mail: **info@oraclecredi.co.in**
oracle_credit@yahoo.co.in
Phone: 011- 26167775

WEBSITE

www.oraclecredit.co.in

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**

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 9:00 AM and ends on Monday, 28th September, 2015 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 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<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 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)	<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 (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**

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"> 1. Oracle Credit Limited 2. Sidh Leasing Limited 3. Cherrington Asia (India) Private Limited 4. Cherrington Fabrications India Private Limited 5. B M P Estate Private Limited <p>Chairperson/ Member in Committees:</p> <p><u>In Oracle Credit Limited:</u> Audit Committee: Member Stakeholder Relationship Committee: Member</p>	<p>Director in:</p> <ol style="list-style-type: none"> 1. Oracle Credit Limited 2. Sheetal Nath Promoters Limited 3. Bania Builders And Financers Private Limited 4. Sidh Leasing Limited <p>Chairperson/ Member in Committees:</p> <p><u>In Oracle Credit Limited:</u> Stakeholders Relationship Committee: Chairperson Nomination & Remuneration Committee: Member</p>

DIRECTORS' REPORT

To,
The Members,
Oracle Credit Limited

Your Directors are pleased to present the Twenty-Fifth Annual Report together with the Audited Accounts for the year ended 31st March, 2015.

1. FINANCIAL RESULTS

(Amount in Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Operating Income	22,99,491	7,69,754
Other Income	1,35,265	13,439
Less: Depreciation	20,843	16,644
Tax	91,052	24,823
Profit After Tax	2,64,352	1,02,773
Less: Amount transferred to RBI Reserve Fund A/c	52,870	20,555
Net Profit	2,11,482	82,218
Add: Balance brought forward from previous year	(16,01,747)	(15,53,961)
Provision for Taxes	-	(1,30,004)
Provision for Adjustment of Fixed Assets	(4,113)	-
Balance Carried Forward to Balance Sheet	(13,94,377)	(16,01,747)

Note: Figures are regrouped wherever necessary to make the information comparable.

2. DIVIDEND

The Board has not proposed any dividend for the Financial Year 2014-15.

3. PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year under review and the Board of Directors has passed a resolution that the Company will not accept public deposit during 2015- 16.

4. YEAR IN RETROSPECT

Operating profits for the current year increased by 198.73% over that of the previous year while the Profit Before Tax (PBT) increased by 178.53% from Rs. 1,27,596 in Financial Year 2014 to Rs. 3,55,405 during the year under review. Profit After Tax (PAT) increased by 157% from Rs. 1,02,773 in Financial Year 2014 to Rs. 2,64,352 in the current year.

The Company has applied for listing its Equity Share on BSE Ltd. after SEBI withdrew the recognition of Delhi Stock Exchange and U.P. Stock Exchange vide its Order dated 19th November, 2014 and 09th June, 2015. The application is under process and the Company is positive about listing of its shares on BSE Ltd.

There is no change in the nature of business during the year under review.

No order has been passed by any Regulator of Court or Tribunal, which can impact the going concern status of the Company and its Operations in future.

Through the year the team worked hard to improve the services and to offer a competitive marketing edge to the business.

5. ASSOCIATE COMPANY

The Company has one Associate Company:

Jain Insurance Brokers Private Limited (JIBPL) is an Insurance Company established in year 2002. The Company holds 49% of the ordinary voting shares of JIBPL. During the year, JIBPL reported a turnover of Rs. 66,14,009 and a Profit After Tax of Rs. 2,40,122.

In accordance with the third proviso of the Rule 6 of the Companies (Accounts) Rules, 2014, a Company which does not have Subsidiary(ies) but has one or more Associate Company or Joint Venture(s) or both, such Company is not required to prepare Consolidated Financial Results for the Financial Year 2014- 15.

However, the audited accounts of the Associate Company is placed on the website of the Company and the same is open for inspection by any member at the Registered Office of the Company on any working day between 2.00 p.m. and 4.00 p.m. and the Company will make available a copy thereof to any member of the Company who may be interested in obtaining the same.

The Company does not have any material subsidiary. The Policy on the Material Subsidiary framed by the Board of Directors is available on the following web link:

<http://www.oraclecredit.co.in/pdf/DETERMINING%20MATERIAL%20SUBSIDIARY%20POLICY.pdf>

6. REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE

As required under the Listing Agreement with Stock Exchanges ("Listing Agreement"), Management Discussion and Analysis Report and Corporate Governance Report are annexed as Annexure 1 and Annexure 2 respectively to this Report.

7. EMPLOYEES RELATIONS

The relationship with the employees remained cordial and harmonious during the year and the management received full co- operation from the employees.

8. DIRECTORATE

Pursuant to the provisions of the Act, Mrs. Meena Jain retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re- appointment.

The Board of Directors appointed Mr. Ashok Kumar Jain as the Managing Director for a period of 05 (five) years w.e.f. 30th October, 2014 subject to approval of the Members at the ensuing Annual General Meeting.

9. EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return for the Financial Year ended on 31st March, 2015 as required by Section 92(3) of the Act is annexed as Annexure 3 to this Report.

10. NUMBER OF BOARD MEETINGS

During the year the Board of Directors met 08 (eight) times. The details of the Board Meetings are provided in the Corporate Governance Report.

11. DIRECTORS RESPONSIBILITY STATEMENT

As required under the provisions of Section 134 of the Act, your Directors report that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profits of that period.

- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. The Directors have laid down internal financial controls (as required by Explanation to Section 134(5)(e) of the Act) to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- vi. The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

12. DECLARATION BY INDEPENDENT DIRECTORS

The following Directors are Independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

- (i) Mr. Girish Chand Jain
- (ii) Mr. Surinder Kumar Nagpal

The Company has received requisite declarations/ confirmations from all the above Directors confirming their Independence.

13. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3) (e), Section 178(3) & (4) and Clause 49 of the Listing Agreement are annexed as Annexure 4 to this Report.

14. AUDITORS REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the Financial Statements of the Company for the Financial Year ended on 31st March, 2015.

15. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Particulars of loans given by the Company as at 31st March, 2015 are given in the Notes forming part of the Financial Statements. During the Financial Year under review, the Company did not make any investments. Being an NBFC, new loans were given to individuals and Body Corporate during the year under review.

16. RELATED PARTY TRANSACTIONS

There were no related party transactions during the year under report and no materially significant related party transactions has been made by the Company during the year. Related Party Transaction Policy is available on web link:

<http://www.oraclecredit.co.in/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>

17. STATE OF COMPANY'S AFFAIRS

The state of the Company's affairs is given under the heading "Year in Retrospect" and in Management Discussion and Analysis Report which is annexed to the Directors' Report.

18. SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2015 given by Mr. Khalid Omar Siddiqui, Practicing Company Secretary is annexed as Annexure 5 to this Report.

19. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year to which the Financial Statements relate and the date of this Directors' Report.

20. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Not Applicable

21. RISK MANAGEMENT POLICY

The Company has a structured Risk Management Policy. The Risk Management Process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are integrated with management process such that they receive the necessary consideration during the decision making. It is dealt with in greater details in management discussion and analysis section. The Risk Management Policy has been posted on the website of the Company and is available at <http://www.oraclecredit.co.in/pdf/Risk%20Management%20Policy1.pdf>

22. ANNUAL PERFORMANCE EVALUATION

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and accordingly to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

Individual Directors:

(a) Independent Directors: In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each Independent Director was evaluated by the entire Board of Directors (except the Director being evaluated) on various parameters like engagement, leadership, analysis, decision making communication, governance and interest of stakeholders. The Board was of the unanimous view that each Independent was a reputed professional and brought his rich experience to the deliberations of the board and it was concluded that continuance of each Independent Director on the Board will be in the interest of the Company.

(b) Non- Independent Directors: The performance of the Non- Independent Directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership,

engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of unanimous view that each of the Non-Independent Directors was providing good business.

23. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above Rules are annexed as Annexure 6 to this Report.

24. DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Not Applicable

24. AMOUNT CARRIED TO RBI RESERVE FUND ACCOUNT

The Company has transferred Rs. 52,870 to its RBI Reserve Fund Account for the year 2014- 15 as compared to Rs. 20,555 transferred in previous year.

25. ORDERS BY REGULATORS, COURTS OR TRIBUNALS

No significant and/ or material orders were passed by any regulator or Court or tribunal impacting the going concern status and the Company's operations in future.

26. INTERNAL CONTROL

The Company has proper and adequate system of internal control to ensure that all the activities are monitored and controlled against any misuse or disposition of assets and that all the transactions are authorized, recorded and reported correctly. The Audit Committee of the Board of Directors reviews the adequacy of internal control.

27. AUDITORS

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, in accordance with Section 139 of the Act, Members are requested to appoint M/s Rakesh Raj & Associates, the Statutory Auditors for the remaining permissible period of 02 (two) years i.e. to hold office from the conclusion of 25th Annual General Meeting until the conclusion of 27th Annual General Meeting (subject to ratification of the appointment by the Members, at every Annual General Meeting held after 25th Annual General Meeting). The specific notes forming part of the accounts referred to in the Auditor's Report are self-explanatory and give complete information.

28. APPRECIATION

The Directors wish to place on record their appreciation of the devoted services of the employees, who have largely contributed to the efficient management of your Company. The Directors also place on record their appreciation for the continued support from the shareholders, the lenders and other associates.

29. CORPORATE SOCIAL RESPONSIBILITY

Company is not required to constitute CSR Committee and comply with provisions contained in sub- section (2) to (5) of Section 135 as it does not meet the criteria laid down in Section 135(1) of the Companies Act, 2013.

For and on behalf of the Board,

**Place: New Delhi
Date: 10th August, 2015**

**Ashok Kumar Jain
Chairman cum Managing Director**

ANNEXURE- 1**MANAGEMENT DISCUSSION & ANALYSIS REPORT****1. ECONOMIC OVERVIEW****Global Economy**

In 2014, Global growth remained moderate, with uneven prospects across the main countries and regions. It is projected to be 3.5 percent in 2015, in line with forecasts in the January 2015 World Economic Outlook (WEO) Update. Relative to last year, the outlook for advanced economies is improving, while growth in emerging market and developing economies is projected to be lower, primarily reflecting weaker prospects for some large emerging market economies and oil-exporting countries.

Indian Economy

According to Asian Development Bank, growth in the Gross Domestic Product is expected to accelerate to 7.8% in Financial Year 2015 on improved performance in both industry and services as policy addresses structural bottlenecks and external demand improves.

Growth is expected to edge up further to 8.2% in Financial Year 2016, helped by a supportive monetary policy in 2015, as inflation continues to trend lower and by a pickup in capital expenditure.

2. INDUSTRY STRUCTURE & DEVELOPMENT

The business of the Company is that of a Non Banking Finance Company (NBFC). NBFC play a crucial role in broadening access to financial sector and have become an integral part of India's financial system. NBFCs provide a variety of services including fund -based and fee-based activities and cater to retail and non- retail markets and niche segments. NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

3. OPPORTUNITIES & THREATS

Non- Banking Financing Companies (NBFCs) are the fast emerging as an important segment of Indian financial system. It is performing as the financial intermediation in a variety of ways, like making loans and advances, leasing, hire-purchase, consumer retail finance etc. They advance loans to the various wholesale and retail traders, small-scale industries and self-employed persons. Thus, they have broadened and diversified the range of products and services offered by a financial sector.

The Company closely monitors the threats which comprise of:

- High cost of funds
- Slow industrial growth
- Stiff competition with NBFCs as well as with banking sector
- Significant slowdown in the economy affecting the various segments of NBFC.

4. SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company operates in only single segment; hence segment wise segment is not applicable.

5. OUTLOOK AND FUTURE PROSPECT

There has been intense competition because new NBFCs have entered the market leading to exerting pressures on margins. NBFCs can sustain in this competitive environment only through optimum utilisation of resources. The future prospect of the Company is to reach the masses through increasing its geographical reach, use of new technologies, implying strict credit monitoring, focusing on cost efficiencies and raising the level of customer services.

6. RISKS & CONCERNS

Being an NBFC, the Company is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The Company is aware of the need to better understand, anticipate, evaluate and mitigate risks in order to minimize its impact on business. The risk management programme is aligned with the operating business processes and the risk inventory is taken into consideration at all times during the decision making process.

Risk Management

The Company's fundamental approach to risk management remains the same:

- Forward looking approach to identify and measures risks.
- In-depth knowledge of the business and competitors.
- Flexibility in risk identification and management.

The Company's structured risk management programme safeguards the organisation from various risks through adequate and timely actions. The objectives of the Company's risk management framework comprise of the following:

- To identify, assess, prioritize and manage existing as well as emerging risk in a planned and cohesive manner.
- To increase the effectiveness of the internal and external reporting structures.
- To develop a risk culture that encourages employees to identify risk and associated and opportunities and to respond to them with appropriate timely actions.

The Company prioritize risks and each risk is attached with a designated owner who monitors the likelihood of occurrence, the probable impact on the business and implementation of mitigation programme. The progress is reviewed along with the regular management review process.

7. ADEQUACY OF INTERNAL CONTROL:

The Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any misuse or disposition of assets and that all the transactions are authorized, recorded and reported correctly. The Audit committee of the board of the Directors reviews the adequacy of internal control.

Internal control system

The internal control system of the Company are effective and adequate for business processes with regards to size of the operations, compliance requirements with the applicable laws and regulation, financial reporting etc. commensuration with the size and complexities of the operations.

The internal auditors review the adequacy of the control system, including in particular, internal financial controls as required under the Companies Act, 2013 and suggest improvements. The internal auditors have expressed their satisfaction about the adequacy of the control systems and the manner in which the Company is updating its systems and procedures to meet the challenging requirements of the business.

The internal auditors periodically interact with the Audit Committee of the Board of director to discuss the terms of reference and frequency of the audit, significant audit observation and their disposals and remedies, if any.

8. FINANCIAL PERFORMANCE

The Company's operations continue to be mainly focused in the area of NBFC activities- financing and Inter-Corporate Investments. The significant financial highlights of the Company are mentioned below:

Total Revenue is Rs. 24,34,756 for the year 2014-15 (as against Rs. 7,83,193 in previous year).

Profit before Tax is Rs. 3,55,405 for the year 2014- 15 (as compared to Rs. 1,27,596 in previous year).
Profit after Tax is Rs. 2,64,352 for the year 2014-15 (as against Rs. 1,02,773 in previous year).

9. HUMAN RESOURCES

The Company always regards human resources as its most valuable asset and ensures friendly work environment that encourages initiatives by individuals and recognizes their performance.

10. DISCLAIMER

Certain Statements in the Management Discussion and Analysis describing the Company's view about the industry, expectations, objectives etc may be understood within the meaning of applicable laws and regulations. Factors like changes in government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the Company's operations.

For and on behalf of the Board,

Place: New Delhi
Date: 10th August, 2015

Ashok Kumar Jain
Chairman cum Managing Director

ANNEXURE- 2

CORPORATE GOVERNANCE REPORT

Report on Corporate governance for the financial year 2014-15 pursuant to Clause 49 of the Listing Agreement.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

This Corporate Governance Report for the year ended 31st March 2015, forms part of the Director's Report and the same has been prepared on the basis of the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company's philosophy of Corporate Governance is to ensure transparency, integrity, accountability and fairness in the organisation. Being an NBFC, Oracle Credit Limited (OCL) is committed to ensure Corporate Governance Standards according to Equity Listing Agreement and any other applicable Acts, Regulations and Guidelines issued by any Statutory Authority. Good governance practices and implementation of policies and procedures ensures high ethical standards in its business activities and responsible and responsive management.

2. BOARD OF DIRECTORS

As on 31st March, 2015 your Company's Board of Directors consisted of 04 (four) Directors with varied experiences in different areas. The composition of the Board is in conformity with the provisions of Clause 49 of the Listing Agreement.

Number of Board Meetings held and the dates of Board Meetings:

During the year under review viz., 01st April, 2014 to 31st March, 2015, total 08 (eight) Meetings of the Board of Directors were held on 23rd April, 2014, 30th May, 2014, 30th July, 2014, 11th October, 2014, 30th October, 2014, 14th November, 2014, 29th January, 2015 and 21st March, 2015. The Company has thus observed the provisions of the Listing Agreement, allowing not more than 04 (four) months gap between two such Meetings.

Attendance of the Directors at the Board Meetings and the last Annual General Meeting (AGM) and Number of other Companies in which the Director is Director/ Committee Member:

S.NO.	NAME OF DIRECTORS	CATEGORY	NO. OF BOARD MEETINGS ATTENDED	WHETHER THE LAST AGM HELD ON 19 TH SEPTEMBER 2014 ATTENDED	OTHER DIRECTORSHIP HELD (INCLUDING PRIVATE COMPANIES) AT THE YEAR END	NO. OF COMMITTEES MEMBERSHIPS/ CHAIRPERSONSHIP IN OTHER DOMESTIC COMPANIES AT THE YEAR END*	
						AS CHAIRPERSON	AS MEMBER
1	Ashok Kumar Jain	Executive	8/8	Yes	04	Nil	Nil
2	Meena Jain	Promoter-Non-Executive	8/8	Yes	03	Nil	Nil
3	Surinder Kumar Nagpal	Non-Executive Independent	2/8	No	02	01	02
4	Girish Chand Jain	Non-Executive Independent	4/8	Yes	02	02	Nil

* Under this Column, Membership/ Chairpersonship of Audit Committee and Stakeholder Relationship Committee in all Public Limited Companies (excluding Oracle Credit Limited), are considered as required to be disclosed under the amended provisions of Clause 49 of Listing Agreement with the Stock Exchanges.

Personal shareholding of Non-Executive Directors, in the Company as on 31st March, 2015 as follows:

S.NO.	NAME OF THE DIRECTOR	NUMBER OF EQUITY SHARES OF THE COMPANY HELD AS AT THE YEAR END
1	Meena Jain	54950
2	Girish Chand Jain	Nil
3	Surinder Kumar Nagpal	Nil

3. AUDIT COMMITTEE

In accordance with Section 177 of Companies Act, 2013 and requirements of Clause 49 of the Listing Agreement, the Audit Committee was re- constituted by the Board of Directors at its meeting held on 11th October, 2014.

Terms of reference – The Audit Committee provides direction to the audit function in the Company and monitors/reviews the quality of financial management and internal audit. It also oversees the financial reporting process for proper disclosure in the financial statements and recommends appointment, re-appointment and removal of the auditors and about fixing their remuneration. The Committee also reviews the quarterly, half-yearly as well as annual financial statements before the same are submitted to the Board, with particular reference to matters to be included in Directors’ Responsibility Statement, changes, if any, in the accounting policies and practices, major accounting entries involving estimates based on exercise of judgment by the management, significant adjustments made in financial statements, compliance with listing and other legal requirements in the draft audit report, etc.

Composition of the Committee as at 31st March, 2015 is as follows:

S. NO	NAME AND DESIGNATION OF DIRECTOR IN COMMITTEE	CATEGORY
1	Girish Chand Jain, Chairman	Non- Executive & Independent Director
2	Surinder Kumar Nagpal, Member	Non- Executive & Independent Director
3	Ashok Kumar Jain, Member	Executive Director

During the year under review, 05 (five) Meetings of the Committee were held and the attendance of the Members was as under:

S.NO	DATES ON WHICH AUDIT COMMITTEE MEETINGS WERE HELD	ATTENDANCE OF THE DIRECTORS			
		GIRISH CHAND JAIN	ASHOK KUMAR JAIN	MEENA JAIN*	SURINDER KUMAR NAGPAL**
1	23 rd April, 2014	Attended	Attended	Attended	N.A.
2	30 th May, 2014	Attended	Attended	Attended	N.A.
3	30 th July, 2014	Attended	Attended	Attended	N.A.
4	30 th October, 2014	Attended	Attended	N.A.	Attended
5	29 th January, 2015	Attended	Attended	N.A.	Attended

* Mrs. Meena Jain ceased to be the Audit Committee Member w.e.f. 11th October, 2014.

** Mr. Surinder Kumar Nagpal became the Audit Committee Member w.e.f. 11th October, 2014.

The Statutory Auditors and Internal Auditors usually attend the Meetings of the Audit Committee. The Company Secretary of the Company, Ms. Sandhya Gharana acts as the Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

As required under Section 178(1) of the Act, read with the provision of Clause 49 of the Listing Agreement, the Board constituted the Nomination and Remuneration Committee at its meeting held on 11th October, 2014.

Terms of Reference: The Committee is inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors' performance, formulating criteria for determining qualifications, positive attributes and Independence of a Director and recommending policy relating to remuneration for the Directors, Key Managerial Personnel.

Composition of the Committee as at 31st March, 2015 is as follows:

S. NO	NAME AND DESIGNATION OF DIRECTOR IN COMMITTEE	CATEGORY
1	Surinder Kumar Nagpal, Chairman	Non- Executive & Independent Director
2	Girish Chand Jain, Member	Non- Executive & Independent Director
3	Meena Jain, Member	Non- Executive Director

The Company Secretary of the Company, Ms. Sandhya Gharana acts as the Secretary to the Committee.

During the year under review, 01 (one) Meetings of the Committee were held and the attendance of the Members was as under:

S.NO.	DATE ON WHICH THE NOMINATION AND REMUNERATION COMMITTEE MEETING WAS HELD	ATTENDANCE OF DIRECTORS		
		MR. SURINDER KUMAR NAGPAL	MR. GIRISH CHAND JAIN	MRS. MEENA JAIN
1	30 th October, 2014	Attended	Attended	Attended

Policy on Directors Appointment and Remuneration of the Company approved by the Board as per the recommendation of the Nomination and Remuneration Committee is disclosed in the Annexure 4 to Directors' Report.

Remuneration paid to the Executive Directors and Non- Executive Directors:

(Per Month Salary)

S.NO.	DIRECTOR & DESIGNATION	CATEGORY	SALARY & PERQUISITES	COMMISSION	SITTING FEES
1	Ashok Kumar Jain	Managing Director	75000	NIL	NIL
2	Meena Jain	Director	NIL	NIL	NIL
3	Surinder Kumar Nagpal	Director	NIL	NIL	NIL
4	Girish Chand Jain	Director	NIL	NIL	NIL

The Executive Director is paid remuneration in accordance with the prevalent practice in the industry and commensurate with their experience, time devoted to the Company and also taking into account profits of the Company.

Apart from the above remuneration, there is no other material pecuniary relationship or transactions by the Company with the Directors.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with Section 178 of Companies Act, 2013 and requirements of Clause 49 of the Listing Agreement, the erstwhile Shareholders/ Investors Grievance & Transfer Committee was re- constituted as Stakeholders Relationship Committee by the Board of Directors at its meeting held on 11th October, 2014.

Terms of Reference: The salient functions of the Committee include, overseeing the allotment/approvals & rejection of transfer/ transmission of shares; issue of duplicate share certificates; review and redressal of the investors' complaints; and compliance with listing requirements for securities of the Company, including dematerialization and/or rematerialization of securities.

Composition of the Committee as at 31st March, 2015 is as follows:

S. NO	NAME AND DESIGNATION OF DIRECTOR IN COMMITTEE	CATEGORY
1	Meena Jain, Chairman	Non- Executive Director
2	Girish Chand Jain, Member	Non- Executive & Independent Director
3	Ashok Kumar Jain, Member	Executive Director

Ms. Sandhya Gharana, Company Secretary of the Company also acts as Secretary to the Committee.

During the year under review, 02 (two) Meetings of the Committee were held and the attendance of the Members was as under:

S.NO.	DATE OF THE STAKEHOLDERS RELATIONSHIP MEETING	ATTENDANCE OF DIRECTORS		
		MRS. MEENA JAIN	MR. GIRISH CHAND JAIN	MR. ASHOK KUMAR JAIN
1	30 th May, 2014	Attended	Attended	Attended
2	30 th July, 2014	Attended	Attended	Attended

The other relevant details are as under:

S.NO.	PARTICULARS	STATUS
1	Number of complaints received from shareholders from 1 st April, 2014 to 31 st March, 2015	NIL
2	Number of complaints resolved	NIL
3	Number of complaints pending at the end of the year	NIL

6. RISK MANAGEMENT COMMITTEE

In accordance with the requirements of Clause 49 VI of the Listing Agreement, the Board of Directors has constituted Risk Management Committee at its Meeting held on 11th October, 2014.

Terms of Reference: Salient features of the Committee includes, recommending to the Board about implementing and maintaining a sound system of risk oversight, management and internal control which identifies, assesses, manages and monitors risks.

Composition of the Committee as at 31st March, 2015 is as follows:

S. NO	NAME AND DESIGNATION OF DIRECTOR IN COMMITTEE	CATEGORY
1.	Mr. Ashok Kumar Jain, Chairman	Executive Director
2.	Mrs. Meena Jain, Member	Non- Executive Director

Ms. Sandhya Gharana, Company Secretary of the Company also acts as Secretary to the Committee.

During the year under review, 01 (one) Meetings of the Committee were held and the attendance of the Members was as under:

S.NO.	DATE ON WHICH THE RISK MANAGEMENT COMMITTEE MEETING WAS HELD	ATTENDANCE OF DIRECTORS	
		MR. ASHOK KUMAR JAIN	MRS. MEENA JAIN
1	14 th November, 2014	Attended	Attended

7. INDEPENDENT DIRECTORS MEETING

Schedule IV to the Act, inter alia, prescribed that the Independent Directors of the Company shall hold at least one Meeting in a year, without the attendance of the Non-Independent Directors and Members of the Management.

One Meeting of Independent Directors was held on 29th January, 2015 where Mr. Girish Chand Jain was unanimously elected as the Chairman of the Meeting. At the Meeting, the Independent Directors reviewed the performance of the Non- Independent Directors (including the Chairperson of the Board) and the Board as a whole and assessed the quality, quantity and timeliness flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform duties.

8. GENERAL BODY MEETING

Location and time where last three AGMs were held:

AGM	YEAR	VENUE	DATE	TIME	NO. OF SPECIAL RESOLUTION PASSED
24 th	2013-14	P-7, Green Park Extn, New Delhi- 110016	19 th September,2014	10:00 A.M	NIL
23 rd	2012-13	P-7, Green Park Extn, New Delhi- 110016	30 th September, 2013	10:00 A.M	NIL
22 nd	2011-12	P-7, Green Park Extn, New Delhi- 110016	25 th September, 2012	10:00 A.M	NIL

Whether Special Resolutions:		
1	Were put through Postal Ballot Last Year	No
2	Details of Voting Pattern	N.A.
3	Person who conducted Postal Ballot Exercise	N.A.
4	Are proposed to be conducted through Postal Ballot this year	No
5	Procedure for Postal Ballot	N.A.

9. DISCLOSURES

- (i) There are no materially significant Related Party Transactions i.e. transactions of the Company of material nature with its Promoters, Directors or Management, their subsidiaries or relatives etc. that would have potential conflicts were the interest of the Company at large.
- (ii) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority or any matter related to Capital Markets during the last three years.
- (iii) In conformity with the requirements of the Section 178 of the Companies Act, 2013 read with provisions of Clause 49 of the Listing Agreement, the Company has devised Vigil Mechanism and have formal Whistle Blower Policy under which Company takes cognizance of complaints made by the employees and others. During the year under review, no complaints have been received from any whistle blower. The Whistle Blower Policy has been posted on the website of the Company and is available at <http://www.oraclecredit.co.in/pdf/vigilmechanism.pdf>.
- (iv) In compliance with the provisions of the amended Clause 49 of the Listing Agreement, the Board have constituted Risk Management Committee and framed Risk Management Policy. Further details are provided in Directors' Report and its Annexure.
- (v) The Company has complied with all the mandatory requirements of Clause 49 in respect of Corporate Governance.

10. MEANS OF COMMUNICATION

The Financial Results of the Company are reported as mentioned below:

Particulars	Status
Quarterly Results normally published/ proposed to be published in Newspaper	The Pioneer (In English) Pioneer (In Hindi)
Details of Website where Results are displayed	www.oraclecredit.co.in
Whether it also displays Official News releases	Yes

11. GENERAL SHAREHOLDER INFORMATION

S.NO.	25 th ANNUAL GENERAL MEETING	DETAILS
A.	Day & Date	Tuesday, 29 th September, 2015
	Time	10:00 AM
	Venue	P- 7, Green Park Extension, New Delhi- 110016
B.	Financial Calendar	01 st April, 2015 to 31 st March, 2016
	First Quarterly Results	End of July 2015
	Second Quarterly Results	End of October 2015
	Third Quarterly Results	End of January 2016
	Fourth Quarterly/ Audited Results	End of May 2016
C.	Date of Book Closure (both days inclusive)	23 rd September, 2015 to 29 th September, 2015
D.	Dividend Payment Date	N.A.
E.	ISIN Number	INE727C01016

F. Listing of Shares

Equity Shares Listed on Stock Exchanges:	The Equity Shares of the Company were listed on : <ul style="list-style-type: none"> - Delhi Stock Exchange Ltd. (DSE Ltd.) - U.P. Stock Exchange Ltd. (UPSE Ltd.)
SEBI has withdrawn the recognition of DSE and UPSE vide its Order dated 19 th November, 2014 and 09 th June, 2015, respectively.	
The Company has already made an application to the BSE Ltd. for the Listing of Equity Shares.	
Annual Listing Fees:	
<ul style="list-style-type: none"> • The Company has paid the application fee to BSE Ltd for Listing of its Equity Shares, • Company has paid Annual Listing Fees for the year 2014- 15. Since DSE Ltd. and UPSE Ltd. has been de-recognised, no annual fees for year 2015- 16 has been paid to the said Stock Exchanges. 	

G. Stock Market Data

Month	Delhi Stock Exchange		U.P. Stock Exchange	
	High	Low	High	Low
April 2014	**** NOT TRADED DURING THE YEAR****			
May 2014				
June 2014				
July 2014				
August 2014				
September 2014				
October 2014				
November 2014				
December 2014				
January 2015				
February 2015				
March 2015				

H. Registrar and Transfer Agents

Name of the Registrar and Transfer Agents	Beetal Financial & Computer Services (P) Ltd.
Address	“Beetal House”, III Floor, 99, Madangir, BH Local Shopping Complex, New Delhi-110062
Telephone No.	011- 29961281, 82, 83
Fax	011- 29961284
e- Mail Id	beetalrta@gmail.com

I. Share Transfer System

All share related work is being undertaken by our Registrar and Transfer Agent (RTA), Beetal Financial & Computer Services (P) Ltd., New Delhi. A Stakeholder Relationship Committee of three Directors approves the share transfers, transmission, split and consolidation among others of the shares. The share transfers are registered and returned within 15 days from the date of receipt if relevant documents are complete in all respects. The shareholders'/ investors' grievances are also taken up by our R&T Agent.

J. Distribution of Shareholdings

(As on 31.03.2015)

SLAB	TOTAL NO. OF SHAREHOLDERS	%	NO. OF SHARES	% OF TOTAL SHARE CAPITAL
Less than 500	133	24.8	42399	0.763
501- 1000	170	31.71	145051	2.61
1001- 2000	51	9.51	82100	1.47
2001- 3000	19	3.54	48200	0.868
3001- 4000	20	3.73	71800	1.29
4001- 5000	23	4.29	111900	2.01
5001- 10000	56	10.44	419500	7.55
10001- above	64	11.94	4629050	83.40
Total	536	100	5550000	100

K. Shareholding pattern as on 31.03.2015

S.NO	PARTICULAR	NO. OF SHARES HELD	%
1	Promoters Holding	1730650	31.18
2	Mutual Funds	-	-
3	Bank, Financial Institution, Insurance Companies, UTI, Central/State Govt Institution	-	-
4	FII (Foreign Institutional Investors)	-	-
5	Private Corporate Bodies	1650551	29.74
6	Indian Public	2168799	39.08
7	NRI/OCBs/ Foreign National	-	-
8	Any Other	-	-

L. Dematerialisation Details

As on 31st March, 2015, 25 shareholders were holding 17,53,600 shares Equity Shares in Demat form which constitutes 31.5% of the total Share Capital of the Company.

M. Outstanding GDR/ ADR/ Warrants: N.A.

N. Plant Locations: N.A.

O. Address for Correspondence

ORACLE CREDIT LIMITED	
Registered Office	P- 7, Green Park Extension, New Delhi- 110016
Telephone No.	011- 26167775
Fax	011- 26167775
e- Mail Id(s)	oracle_credit@yahoo.co.in info@oraclecredit.co.in
Website	www.oraclecredit.co.in

12. DISCLOSURE OF ACCOUNTING TREATMENT DIFFERENT FROM ACCOUNTING STANDARDS: None

13. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has detailed Familiarization Program for Independent Directors to familiarize them with the Company, their roles, responsibilities and rights in the Company, nature of the Industry in which the Company operates, Business Model of the Company etc. The details of such programmes are available on <http://www.oraclecredit.co.in/pdf/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

14. BOARD DIVERSITY

The Nomination and Remuneration Committee has devised Policy on Board Diversity and recommended to Board of Directors which was subsequently approved by Board of Directors which is available on the website of the Company.

Diversity in Board is indeed for better growth and profitability. The prime and utmost objective of this policy is to set a diversely qualified Board for the Company to function smoothly, variedly and to work on every aspect of the Business agenda(s). It is recognized that a Board composed of appropriately qualified people with a Broad range of experience relevant to the business. The said policy has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments are based on meritocracy and candidates are considered against objective criteria having due regard for the benefit of diversity on the Board.

15. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of the Directors has laid down the code of conduct for all Board Members and Members of the Senior Management of the Company. The Code is also placed on Company's website, web link of which is <http://www.oraclecredit.co.in/index.php?page=Code%20of%20Conduct>. A Certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and Members of the Senior Management to whom the Code is applicable, is annexed separately to this Report.

16. MD/ CEO AND CFO CERTIFICATION

The Managing Director and Chief financial Officer of the Company give Annual Certification on Financial Reporting and Internal Controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and Chief Financial Officer also give Quarterly Certification on Financial Results to the Board in terms of Clause 41 of the Listing Agreement.

ANNEXURE TO CORPORATE GOVERNANCE REPORT

Declaration Regarding Affirmation of Code of Conduct

In terms of the requirements of the Clause 49 of the Listing Agreement, this is to confirm that all the Members of the Board and the Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended 31st March, 2015.

For and on behalf of the Board,

Place: New Delhi
Date: 10th August, 2015

Ashok Kumar Jain
Chairman cum Managing Director

AUDITOR'S CERTIFICATE

To
The Members of
Oracle Credit Limited

We have examined the compliance of conditions of Corporate Governance by Oracle Credit Limited (the Company) for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Rakesh Raj & Associates
Chartered Accountants
Reg. No. 005145N

Place: New Delhi
Date: 10th August, 2015

CA Neeraj Kumar Arora
Partner
Mem. No. 510750

ANNEXURE- 3

FORM NO. MGT- 9

EXTRACT OF ANNUAL RETURN as on Financial Year ended on 31st March, 2015

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS

S. NO.	PARTICULARS	DETAILS
1	CIN	L65910DL1991PLC043281
2	Registration Date	27/02/1991
3	Name of the Company	ORACLE CREDIT LIMITED
4	Category/Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office & Contact Details	P- 7, Green Park Extension, New Delhi- 110016 Phone No.: 011- 26167775 Fax: 011- 26267775 e- Mail ID(s): oracle_credit@yahoo.co.in info@oraclecredit.co.in
6	Whether listed Company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir Behind Local Shopping Centre Near Dada Harsukhdas Mandir New Delhi- 110062 Telephone No. 011- 29961281- 83 Fax: 011- 29961284 e- Mail ID: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

S. NO.	NAME & DESCRIPTION OF MAIN PRODUCTS/SERVICES	NIC CODE OF THE PRODUCT /SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Non- Banking Financial Activities	64920	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. NO.	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	JAIN INSURANCE BROKERS PRIVATE LIMITED 821, 822, 822A, Hemkunt Chambers, 89, Nehru Place, New Delhi- 110019	U65999DL2002PTC117027	Associate	49.80%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to Total Equity)**(i) Category- wise Shareholding**

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON 31 MARCH 2014)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31 MARCH 2015)				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A. Promoters									
(1) Indian									
a) Individual/HUF	9800	1720850	1730650	31.18	1730650	-	1730650	31.18	0
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	9800	1720850	1730650	31.18	1730650	-	1730650	31.18	0
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	9800	1720850	1730650	31.18	1730650	-	1730650	31.18	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corporate									
i) Indian	851	1910300	1911151	34.44	851	1649700	1650551	29.74	(4.71)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	12849	704050	716899	12.99	21599	806600	828199	14.92	2.01
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	1027600	1027600	18.51	-	1170700	1170700	21.09	2.58
c) Others (specify)	-	-	-	-	-	-	-	-	-
H.U.F.	-	163700	163700	2.94	500	169400	169900	3.06	0.12
SUB TOTAL (B)(2):	13700	3805650	3819350	68.82	22950	3796400	3819350	68.82	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	13700	3805650	3819350	68.82	22950	3796400	3819350	68.82	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23500	5526500	5550000	100	1753600	3796400	5550000	100	-

(ii) Shareholding of Promoters

S. NO.	SHAREHOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR			SHAREHOLDING AT THE END OF THE YEAR			% CHANGE IN SHARE HOLDING DURING THE YEAR
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED ENCUMBERED TO TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED ENCUMBERED TO TOTAL SHARES	
1	Ashok Kumar Jain	944000	17.01	-	944000	17.01	-	-
2	Sugan Chand Jain	721200	12.99	-	721200	12.99	-	-
3	Meena Jain	54950	0.99	-	54950	0.99	-	-
4	Amit Jain	8800	0.16	-	8800	0.16	-	-
5	Jugal Kishore Jain	1000	0.02	-	1000	0.02	-	-
6	Vimla Jain	700	0.01	-	700	0.01	-	-
	Total	1730650	31.18	-	1730650	31.18	-	-

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

S. NO.	PARTICULARS	SHARE HOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHARE HOLDING DURING THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	At the beginning of the year	****NO CHANGE IN THE PROMOTERS' SHAREHOLDING****			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
3	At the end of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. NO	NAME OF THE SHAREHOLDERS	FOR EACH OF THE TOP 10 SHAREHOLDERS	SHAREHOLDING AT THE END OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
			NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	M/s Hind Agro Oil Limited	At the beginning of the year	400000	7.21	400000	7.21
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	400000	7.21	400000	7.21
2	M/s Spark Fincap Private Limited	At the beginning of the year	400000	7.21	400000	7.21
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	400000	7.21	400000	7.21
3	M/s Ankur Marketing Limited	At the beginning of the year	399700	7.20	399700	7.20
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	399700	7.20	399700	7.20
4	M/s Artline Management Finance Services Private Limited	At the beginning of the year	270000	4.86	270000	4.86
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	270000	4.86	270000	4.86
5	M/s Covet Financial Services Private Limited	At the beginning of the year	180000	3.24	180000	3.24
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	180000	3.24	180000	3.24
6	Mr. Gaurav Jain	At the beginning of the year	60300	1.09	60300	1.09
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	60300	1.09	60300	1.09
7	Mr. Abhinav Jain	At the beginning of the year	53000	0.95	53000	0.95
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	53000	0.95	53000	0.95
8	Mr. Jenender Jain	At the beginning of the year	43000	0.77	43000	0.77
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	43000	0.77	43000	0.77
9	Mr. Pulkit Garg	At the beginning of the year	40000	0.72	40000	0.72
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	40000	0.72	40000	0.72
10	Mr. Shobit Garg	At the beginning of the year	40000	0.72	40000	0.72
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	40000	0.72	40000	0.72

(v) Shareholding of Directors and Key Managerial Personnel:

S. NO.	NAME OF THE DIRECTORS & KMP	SHAREHOLDING OF EACH OF THE DIRECTORS & KMP	SHAREHOLDING AT THE END OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
			NO.OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	Mr. Ashok Kumar Jain	At the beginning of the year	944000	17.01	944000	17.01
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	944000	17.01	944000	17.01
2	Mrs. Meena Jain	At the beginning of the year	54950	0.99	54950	0.99
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	54950	0.99	54950	0.99
3	Mr. Girish Chand Jain	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-
4	Mr. Surinder Kumar Nagpal	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-
5	Ms. Sandhya Gharana	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

INDEBTNESS AT THE BEGINNING OF THE FINANCIAL YEAR	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

****NIL****

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time Director and/or Manager**

S. NO.	PARTICULARS OF REMUNERATION	NAME OF THE MD/WTD/MANAGER	TOTAL AMOUNT (Rs. In Lacs)
		MR. ASHOK KUMAR JAIN - MANAGING DIRECTOR CUM CHIEF FINANCIAL OFFICER	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	3.75	3.75
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others (specify)	-	-
5	Others, please specify		
	Total (A)	3.75	3.75
	Overall Ceiling as per the Act	-	Rs. 42 Lacs as per Table A of Section II of Remuneration of Schedule V of Companies Act, 2013

B. Remuneration to other Directors:

S. NO.	PARTICULARS OF REMUNERATION	NAME OF THE DIRECTORS		TOTAL AMOUNT (Rs. In Lacs)
		Mr. Girish Chand Jain	Mr. Surinder Kumar Nagpal	
1	Independent Directors			
	(a) Fee for attending Board Committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non Executive Directors	Mrs. Meena Jain	-	-
	(a) Fee for attending Board Committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	Rs. 42 Lacs as per Table A of Section II of Remuneration of Schedule V of Companies Act, 2013

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

S. NO.	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL			TOTAL (Rs. In Lacs)
		COMPANY SECRETARY		CFO	
		Ms. Sandhya Gharana	Ms. Deepti Singh*	Mr. Ashok Kumar Jain	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0.46	0.12	3.75	4.33
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	0.46	0.12	3.75	4.33

Note: Mr. Ashok Kumar Jain was appointed as Managing Director cum Chief Financial Officer on 30th October, 2014 and Ms. Sandhya Gharana was appointed as Company Secretary on 29th January, 2015, drawing total remuneration of Rs. 3,75,000/- and Rs. 46,000/- respectively, calculated as on 31st March, 2015.

* Ms. Deepti Singh was appointed as Company Secretary on 29th October, 2014 and resigned from the post on 14th November, 2014, drawing a salary of Rs. 12,000/- for the period of service rendered.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTY/PUNISHMENT /COMPOUNDING FEES IMPOSED	AUTHORITY (RD/NCLT/COURT)	APPEAL MADE IF ANY (GIVE DETAILS)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of the Board,

Place: New Delhi
Date: 10th August, 2015

Ashok Kumar Jain
Chairman cum Managing Director

ANNEXURE-4**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION****REMUNERATION POLICY:**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and Other employees, which was approved and adopted by the Board.

1. PREAMBLE:

This Remuneration Policy is formulated in Compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations Of the NRC.

2. OBJECTIVE:

The objective of the Policy is to ensure that:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

3. COPLIANCE WITHH APPLICABLE LAWS:

The procedure and limits for payment of remuneration under this Policy shall be accordance with Provisions of:

- (i) The Companies Act,2013 read with Rules framed thereunder,
- (ii) Articles of Association of the Company and
- (iii) Any other applicable law or regulation.

In the absence of any of the above provisions, the procedure and the limits shall be governed by the prevailing HR Policy of the Company.

4. REMUNERATION TO NON-EXECUTIVE DIRETCORS:

- (i) Sitting fees within the Limits prescribed under the Companies Act, 2013 and Rules framed thereunder for attending meetings of the Board and Committees thereof.
- (ii) Commission up to 1% of Net Profit as may be decided by the Board.
- (iii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

5. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:**(i) Components:**

- a) Basic Salary
- b) Allowances
- c) In Kind (Car, House, etc.)
- d) Retirement Benefits
- e) Reimbursements
- f) Variable Pay
- g) Stock Option

(ii) Factors determining and changing remuneration:

- a) Existing Compensation
- b) Qualification
- c) Experience
- d) Salary Bands
- e) Individual Performance
- f) Market Benchmark

(iii) Variable incentive pay Factors:

Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short term or long term performance objective appropriate to the working of the Company and its goals.

6. REMUNERATION TO OTHER EMPLOYEES:**Components:**

S.NO	INDIVIDUAL PERFORMANCE	BUSINESS/COMPANY PERFORMANCE
1	Grade	Return on Assets
2	Performance Rating	EBIDTA
3	Comparative Performance of KMPs	Operational Revenue
4	-	Return on Investments

Basic Salary, Allowance, Retirement Benefits, such other Perquisites and/or incentives and/or bonus and/or Variable Incentives Pay based on factors as above, as may be decided by the Management from time to time as per HR Policy.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the Provisions of Section 178(3) of the Companies Act, 2013 read with the Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purposes are as under:

Criteria for determining qualifications, positive attributes and independence of a Director:**1. QUALIFICATIONS:**

- a) He/ She should possess appropriate Skills, experience and Knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical Operations or Other Disciplines related to the Company's business.
- b) Such qualification as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Agreement with Stock Exchanges.

2. POSITIVE ATTRIBUTES:

- a) He/ she should be a person of integrity, with high ethical standards.
- b) He/ She should be able to commit his/ her responsibilities and devote sufficient time and attention to his/ her professional obligation as a Director.
- c) He/ She should be having Courtesy, humility and Positive thinking.
- d) He / She should be knowledgeable and diligent in updating his/her knowledge.
- e) He/ She should have skills, experience and expertise by which the Company can benefit.
- f) In respect of Executive / Whole Time Director/ Managing Director, in addition to 1(a) & (b) and 2 (a) to (e) above, he / she should have strong quality of leadership and team mentoring, recognition,

management skills, vision, ability to steer the organization even in adverse condition, innovative, the king, result oriented and ability to enhance reputation of the organization.

3 INDEPENDENCE

In respect of an Independence director, in addition to 1(a) & (b) and 2 (a) to (e) above, he/ she should fulfil the criteria for being appointed as an Independent Director prescribed under Section 149 of the Companies Act, 2013 read with the Schedule IV to the said Act and the Provisions of the Clause 49 of the Listing Agreement as amended from time to time.

4. AMENDMENT TO THE POLICY

The Nomination and Remuneration Committee is entitled to amend this policy including amendment or discontinuation of one or more programs introduced in accordance with this policy.

For and on behalf of the Board,

Place: New Delhi
Date: 10th August, 2015

Ashok Kumar Jain
Chairman cum Managing Director

ANNEXURE-5

SECRETARIAL AUDIT REPORT

FORM NO. MR- 3 for the financial year ended on 31st March, 2015

(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,
Oracle Credit Limited
P 7, Green Park Extn,
New Delhi 110016,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oracle Credit 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 our verification of the **Oracle Credit 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 hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2015** 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Oracle Credit Limited** for the financial year ended on **31st March 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **The Company is not having any FDI, ODI or ECB.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i) The provisions of Labour Laws, Environmental Laws and related Laws are not applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **Not Applicable**

- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and other Stock Exchanges.

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

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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

We further report that during the audit period the Company has had no major events or actions which are having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**for Siddiqui & Associates
Company Secretaries**

**Place: New Delhi
Date: 10th August, 2015**

**K.O.SIDDIQUI
FCS 2229 ; CP 1284**

ANNEXURE- 6

DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 31st March, 2015.

S. NO.	DIRECTOR	REMUNERATION (IN LACS)	MEDIAN REMUNERATION (IN LACS)	RATIO
1	Mr. Ashok Kumar Jain	3.75	0.83	4.51
2	Mrs. Meena Jain	-	0.83	-
3	Mr. Girish Chand Jain	-	0.83	-
4	Mr. Surinder Kumar Nagpal	-	0.83	-

- (ii) The percentage increase in remuneration of Director, CFO, Company Secretary in the financial year

S. NO.	DIRECTOR	% INCREASE
1	Mr. Ashok Kumar Jain(w.e.f. 30.10.2014)	-
2	Ms. Meena Jain	-
3	Mr. Girish Chand Jain	-
4	Mr. Surinder Kumar Nagpal	-

S. NO.	COMPANY SECRETARY	% INCREASE
1	Ms. Sandhya Gharana (w.e.f. 29.01.2015)	-

- (iii) **The percentage increase in median remuneration of employees in the financial year- No change**
 (iv) **The number of permanent employees on the roll of the Company as on 31st March, 2015- 02 (two)**

- (v) **The explanation on the relationship between average increase in remuneration and Company performance:**

(Rs. in Lacs)

PARTICULARS	2014- 15	2013- 14
Revenue from Operations	22.99	7.69
Other Income	24.34	7.83
EBIDTA	3.85	1.47
EBIDTA as % of Total Income	16.76%	19.12%
PBT	3.55	1.27
PBT as % of Total Income	15.45%	16.57%

The Total Revenues of the Company for the year 2014- 15 increased by 210.87% compared to the Previous Year. The average increase in remuneration of the employees has been 9.6% during this period. Considering the performance of the Company, reasonable increase has been granted.

- (vi) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company for the year 2014- 15:**

REMUNERATIONS PAID TO KEY MANAGERIAL PERSONNEL (MD AND CS)	TOTAL TURNOVER OF THE COMPANY	NET PROFIT OF THE COMPANY
4.33	22.99	2.07

- (vii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average increase in the salaries of employees is 9.6%. There is no increase in the managerial remuneration.

- (viii) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

KEY MANAGERIAL PERSONNEL	REMUNERATIONS PAID	TOTAL TURNOVER OF THE COMPANY	NET PROFIT OF THE COMPANY
Managing Director	3.75	22.99	2.07
Company Secretary (ies)	0.58		
Total	4.33		

(For details refer Point VI- C of Annexure 3)

- (ix) **The key parameters for any variable component of the remuneration availed by directors** are considered by the Board of the Director based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration policy for the Directors, Key Managerial personnel and other Employees.
- (x) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** NONE
- (xi) **It is affirmed that the remuneration paid is as per the remuneration policy of the Company.**

For and on behalf of the Board,

Place: New Delhi
Date: 10th August, 2015

Ashok Kumar Jain
Chairman cum Managing Director

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
ORACLE CREDIT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Oracle Credit Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, its profit/loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act and Companies (Audit and Auditors) Rule 2014, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) In our opinion, there are no adverse observations and comments on the financial transaction of the matters which have adverse effects on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub section (2) of the Section 164 of the Companies Act 2013.
 - g) In our opinion, there are no qualifications, reservation or adverse remark relating to maintenance of accounts and other matter connected therewith.
 - h) With respect to others matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For RAKESH RAJ & ASSOCIATES

Chartered Accountants

Firm Registration No: 005145N

Sd/-

CA. Neeraj Kumar Arora

Partner, Membership No. 510750

Place: New Delhi

Date: 29th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

Referred to in our Audit report of even date

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets;
 - (b) As explained to us all the assets have not been physically verified by the management at regular interval. As informed to us no material discrepancies were noticed on such verification.
- 2)
 - (a) The inventory has been physically verified during the year by management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical records and the book records were not material.
- 3) The Company has not granted unsecured loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 during the year and in our opinion, hence para (a) and (b) are not applicable.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods. During the course of our Audit, no major weaknesses has been noticed or reported.
- 5) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits in contravention to directives issued by the Reserve Bank of India, the provisions of section 73 to 76 or any other relevant provisions of the Companies Act 2013 and the Rules framed there under, wherever applicable, have been complied with No Order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any Court or any other tribunal.
- 6) According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 for the products of the Company (as the Company is primarily engaged in rendering financial services).
- 7)
 - (a) In our opinion the Company is regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance, Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities. There is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of More than Six Months from the date they became payable.

Further, since the Central Government has till date not prescribed the amount of Cess payable under section 441A of the Companies Act 1956, we are not in a position to comment the regularity or otherwise of the Company in depositing the same.

- (b) According to the information and explanations given to us, there are no dues on account of Income-tax or Wealth Tax or Custom Duty or Excise Duty or sales tax or VAT or Cess which have not been deposited on account of any dispute.
- (c) According to the information and explanations given to us, there is no amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- 8) The Company does not have the accumulated losses at the end of financial year. The Company has not incurred any Cash losses during the financial covered by our Audit and the immediately preceding financial year.
- 9) According to the information and explanations given to us, the Company has not defaulted in the repayment of any dues to financial institutions or banks or debenture holders during the year of audit.
- 10) In our opinion, and according to the information and the explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- 11) In our opinion, and according to the information and the explanation given to us, the Company has not taken any term Loan during the year.
- 12) According to the information and explanations given to us, no fraud on or by the Company has been notice or reported during the year.

For Rakesh Raj & Associates

Chartered Accountants

Firm Registration No. 005145N

Sd/-

CA Neeraj Kumar Arora

Partner

Membership No. 510750

Place: New Delhi

Date: 29th May, 2015

ORACLE CREDIT LIMITED				
Regd. Office - P-7, Green Park Extension, New Delhi - 110016				
CIN: L65910DL1991PLC043281				
Balance sheet as at 31 March, 2015				
	Note	Figures as on March 31, 2015	Figures as on March 31, 2014	
EQUITY AND LIABILITIES				
SHAREHOLDER'S FUNDS				
Share Capital	4	5,55,00,000	5,55,00,000	
Reserves and Surplus	5	9,27,806	6,67,566	
CURRENT LIABILITIES				
Other Current Liabilities	6	1,41,827	16,15,916	
Short Term Provisions	7	94,269	24,313	
TOTAL		5,66,63,902	5,78,07,795	
ASSETS				
NON-CURRENT ASSETS				
Fixed Assets				
Tangible Assets	8	19,594	50,458	
Non Current investments	9	2,01,00,000	2,20,20,000	
Deferred Tax Assets (Net)	10	20,152	16,935	
Long-term Loans & Advances	11	59,00,000	59,00,000	
CURRENT ASSETS				
Inventories	12	34,040	34,040	
Trade Receivables	13	12,095	12,095	
Cash and Cash Equivalents	14	18,65,334	33,45,027	
Short- term loans and advances	15	2,83,35,694	2,62,35,442	
Other Current Assets	16	3,76,992	1,93,798	
TOTAL		5,66,63,902	5,78,07,795	
Summary of significant accounting policies	3			
The accompanying notes are an integral part of the financial statements.				
For Rakesh Raj & Associates		For and on behalf of the Board of Directors of ORACLE CREDIT LIMITED		
<i>Chartered Accountants</i>				
Fim Registration No.- 005145N				
CA Neeraj Kumar Arora		ASHOK JAIN	MEENA JAIN	
Partner, Membership No-510750		Managing Director	Director	
		DIN: 00091646	DIN: 00209017	
Place: Delhi		SANDHYA GHARANA		
Date: 29.05.2015		Company Secretary		

ORACLE CREDIT LIMITED				
Regd. Office - P-7, Green Park Extension, New Delhi - 110016				
CIN: L65910DL1991PLC043281				
Statement of Profit and Loss for the year ended 31 March, 2015				
	Notes	Figures as on March 31, 2015	Figures as on	March 31, 2014
Income				
Revenue From Operations	17	22,99,491		7,69,754
Other Income	18	1,35,265		13,439
Total Revenue		24,34,756		7,83,193
Expenses				
Employee Benefits Expense	19	8,20,400		4,46,500
Finance Costs	20	9,192		3,010
Depreciation and Amortization Expense	21	20,843		16,644
Other Expenses	22	12,28,916		1,89,443
Total Expense		20,79,352		6,55,597
Profits Before Tax		3,55,405		1,27,596
Tax Expense				
Current Tax		94,269		24,313
Deffered Tax		(3,217)		510
Total Tax Expense		91,052		24,823
Profit (Loss) for the Period from Continuing Operations		2,64,352		1,02,773
Profit/(Loss) From Discontinuing Operations		-		-
Tax Expense of Discontinuing Operations		-		-
Net Profit/(Loss) From Discontinuing Operations		-		-
Profit/ (Loss) for the Period		2,64,352		1,02,773
Transferred to RBI Reseve Fund A/c		52,870		20,555
		2,11,482		82,218
Earning Per Share				
Basic		0.048		0.019
Diluted		0.048		0.019
Summary of significant accounting policies	3			
The accompanying notes are an integral part of the financial statements.				
For Rakesh Raj & Associates Chartered Accountants Firm Registration No - 005145N		For and on behalf of the Board of Directors of ORACLE CREDIT LIMITED		
CA Neeraj Kumar Arora Partner, Membership No-510750	ASHOK JAIN Managing Director DIN: 00091646	MEENA JAIN Director DIN: 00209017		
Place: Delhi Date: 29.05.2015	SANDHYA GHARANA Company Secretary			

ORACLE CREDIT LIMITED
 Regd. Office - P-7, Green Park Extension, New Delhi - 110016
 CIN: L65910DL1991PLC043281

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	Year Ended 31-Mar-15	Year Ended 31-Mar-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRAORDINARY ITEMS	3,55,405	1,27,596
Adjustments for:		
Depreciation	20,843	16,644
Interest on FDR	(1,80,140)	(18,753)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,96,108	1,25,487
<i>Changes in working Capital</i>		
<i>Adjustments for (Increase) / decrease in operating assets)</i>		
Inventories	-	
Trade Receivables	-	(12,095)
Short Term Loans & Advances	(21,00,252)	15,07,155
Long Term Loans & Advances	-	
Other Current Assets	(1,83,194)	55,890
Other Non-Current Assets	-	
<i>Adjustments for Increase / (decrease) in operating assets</i>		
Trade Payables	-	
Other Current Liabilities	(14,74,089)	1,02,083
Other Long-Term Liabilities	-	
Short Term Provisions	-	
Long Term Provisions	-	
Cash generated from operations	(35,61,428)	17,78,520
Less: Taxes Paid	24,313	1,07,352
Net cash flow from/ (used in) operating activities	(35,85,741)	16,71,168
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	19,20,000	
Capital Expenditure on Fixed Assets	(33,000)	-
Proceeds from Sale of Fixed Assets	38,909	
Interest on FDR	1,80,140	18,753
Net cash flow from/ (used in) investing activities	21,06,049	18,753
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Long-Term Borrowings	-	-
Repayment of Long-Term Borrowings	-	-
Proceeds of Short-Term Borrowings	-	
Repayment of Short-Term Borrowings	-	
Net Cash Flow From Financing Activities	-	-
i) Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(14,79,692)	16,89,921

ii) Cash and cash equivalents as at 1st April 2014				
Cash-in-hand	18,27,014		2,90,795	
FDR with Banks	-		4,75,000	
Balances with Banks	15,18,013	33,45,027	8,89,311	16,55,106
iii) Cash and cash equivalents as at 31st March 2015				
Cash-in-hand	66,453		18,27,014	
FDR with Banks	16,00,000		-	
Balances with Banks	1,98,881	18,65,335	15,18,013	33,45,027

For Rakesh Raj & Associates
Chartered Accountants
Registration No - 005145N

For and on behalf of the Board of Directors of
ORACLE CREDIT LIMITED

CA Neeraj Kumar Arora
Partner, Membership No:510750

ASHOK JAIN
Managing Director
DIN: 00091646

MEENA JAIN
Director
DIN: 00209017

Place: Delhi
Date: 29.05.2015

SANDHYA GHARANA
Company Secretary

ORACLE CREDIT LIMITED
Regd. Office - P-7, Green Park Extension, New Delhi - 110016
CIN: L65910DL1991PLC043281
Notes to financial statements for the year ended 31 March, 2015

1 Corporate information

Oracle Credit Limited is a public company in India and incorporated under the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956). The company is engaged in the business of investment and finance.

2 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the other relevant provisions of the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013.

3 Summary of significant accounting policies**3.1 Basis for Accounting**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3.2 Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed tangible assets and intangible assets. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

3.3 Revenue Recognition

Revenue from operations includes Interest on loan provided, Interest on FDR, Sale of shares and other. Interest income is recognized on accrual basis.

3.4 Fixed assets

Fixed assets are stated at cost of acquisition, construction, amount added on revaluation less accumulated depreciation. Cost includes taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of assets. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

3.5 Depreciation on fixed assets

Depreciation on fixed assets has been provided on written down value method as per the method specified in schedule II to the Companies Act, 2013, and in the manner prescribed therein.

3.6 Provisions and contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources which can be reliably measured. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

3.7 Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, diminution in the value of the long term investments, other than temporary, is duly accounted for in the statement of profit and loss.

3.8 Earning per share

Profit as per statement for profit and loss Account	264352
Number of equity shares outstanding at the end of the year	5550000
Earning per share (basic)	0.048
Earning per share (diluted)	0.048

3.9 Deferred tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of The Income Tax Act, 1961. Deferred Tax resulting from "Timing Difference" between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheets date. The deferred tax assets are recognized and carry forward only to the extent that there is reasonable certainty that the assets will be realized in future.

NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

4 SHARE CAPITAL

	Figures as on 31 March 2015	Figures as on 31 March 2014
4.1 Authorised share capital		
7000000 Equity Shares of Rs.10/- each	<u>7,00,00,000</u>	<u>7,00,00,000</u>
4.2 Issued Capital		
61,50,300 Equity Shares of Rs. -10/- each fully paid up	<u>6,15,03,000</u>	<u>6,15,03,000</u>
Total Issued Capital	<u>6,15,03,000</u>	<u>6,15,03,000</u>
4.3 Subscribed and paid-up shares		
55,50,000 Equity Shares of Rs. -10/- each fully paid up	<u>5,55,00,000</u>	<u>5,55,00,000</u>

4.3 Reconciliation of the shares outstanding at the beginning and the end of the reporting period

Equity shares	31-Mar-2015	31-Mar-2014
At the beginning of the year	55,50,000	55,50,000
Add: Shares issued during the year	0	0
Add: Bonus shares issued during the year	0	0
Less: Shares forfeited, etc	<u>0</u>	<u>0</u>
Outstanding at the end of the year	<u>55,50,000</u>	<u>55,50,000</u>

4.4 Terms/ rights and restrictions attached to equity shares

The company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

4.5 Details of shareholders holding more than 5% shares in the Company

	31-Mar-2015		31-Mar-2014	
	Number of shares	% holding	Number of shares	% holding
Equity shares of Rs 10 each fully paid				
Ashok Jain	9,44,000	17.01	9,44,000	17.01
Sugan Chand Jain	7,21,200	12.99	7,21,200	12.99
Hind Agro Oils Ltd.	4,00,000	7.21	4,00,000	7.21
Spark Fincap Pvt. Ltd.	4,00,000	7.21	4,00,000	7.21
Ankur Marketing Limited	3,99,700	7.20	3,99,700	7.20

As per the records of the company, including its register of shareholders / members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares

	31-Mar-2015	31-Mar-2014
5.1 RBI Reserve Fund		
As per last Balance Sheet	22,69,313	22,48,758
Add/less: adjustment during the year	<u>52,870</u>	<u>20,555</u>
Closing balance	<u>23,22,183</u>	<u>22,69,313</u>
5.2 Surplus / (deficit) in the statement of Profit and Loss		
As per last balance sheet	(16,01,747)	(15,53,961)
Adjustments		
Provision for Taxes Earlier Years	-	(1,30,004)
Provision for Adjustment of Fixed Assets	(4,113)	
Profit for the year	2,11,482	82,218
	<u>(13,94,377)</u>	<u>(16,01,747)</u>
Net surplus in the statement of Profit and loss		
Total	<u>9,27,806</u>	<u>6,67,566</u>
6 OTHER CURRENT LIABILITIES		
Expenses Payable	9,165	13,000
Salary Payable	1,15,000	1,35,500
Audit Fees Payable	17,100	16,854
Advance from customers	-	14,50,000
Telephone Expenses Payable	<u>562</u>	<u>562</u>
Total	<u>1,41,827</u>	<u>16,15,916</u>
7 SHORT TERM PROVISIONS		
Provision for tax	<u>94,269</u>	<u>24,313</u>
Total	<u>94,269</u>	<u>24,313</u>
8 TANGIBLE ASSETS		
Fixed Assets	<u>19,594</u>	<u>50,458</u>
Total	<u>19,594</u>	<u>50,458</u>
9 NON CURRENT INVESTMENTS		
Unquoted Equity Instruments		
Investment in the Equity Shares of B o d y -Corporate	<u>2,01,00,000</u>	<u>2,20,20,000</u>
	<u>2,01,00,000</u>	<u>2,20,20,000</u>
10 DEFERRED TAX ASSETS		
	<u>20,152</u>	<u>16,935</u>
Total	<u>20,152</u>	<u>16,935</u>
11 LONG - TERM LOANS AND ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Advances given against Booking of Flat/ Property	<u>59,00,000</u>	<u>59,00,000</u>
	<u>59,00,000</u>	<u>59,00,000</u>
12 INVENTORIES		
Stock in Trade	34,040	34,040
	<u>34,040</u>	<u>34,040</u>
Total	<u>34,040</u>	<u>34,040</u>

13 TRADE RECEIVABLES

Trade Receivables	12,095	12,095
	<u>12,095</u>	<u>12,095</u>

14 CASH AND CASH EQUIVALENT

Cash on hand	66,453	18,27,014
Balances with banks		
- In current accounts	1,98,881	15,18,013
FDR with AXIS Bank	16,00,000	-
	<u>18,65,334</u>	<u>33,45,027</u>

15 SHORT- TERM LOANS & ADVANCES**Unsecured, considered good**

Advances recoverable in Cash or in kind or for value to be received	<u>2,83,35,694</u>	<u>2,62,35,442</u>
	<u>2,83,35,694</u>	<u>2,62,35,442</u>

16 Other current assets

TDS AY 2015-16	2,10,897	-
TDS AY 2014-15	29,700	54,013
LT Refund Receivable AY 2013-14	-	61,986
LT Refund Receivable AY 2012-13	15,410	77,799
Accrued Interest on FDR	1,20,985	-
	<u>3,76,992</u>	<u>1,93,798</u>

17 Revenue from operations

Interest on Loan	21,19,351	7,51,001
Interest on FDR	<u>1,80,140</u>	<u>18,753</u>
Total	<u>22,99,491</u>	<u>7,69,754</u>

18 Other income

Consultancy Fees	-	13,439
Interest on Income Tax Refund	5,174	-
Profit on Sale of Fixed Assets	<u>1,30,091</u>	<u>-</u>
Total	<u>1,35,265</u>	<u>13,439</u>

19 Employee benefits expense

Director Remuneration	3,75,000	
Employees Salary	4,45,400	4,31,000
Bonus	-	15,500
Total	<u>8,20,400</u>	<u>4,46,500</u>

20 Finance costs

Bank charges	<u>9,192</u>	<u>3,010</u>
Total	<u>9,192</u>	<u>3,010</u>

21 Depreciation and amortization

Depreciation on tangible assets	<u>20,843</u>	<u>16,644</u>
Total	<u>20,843</u>	<u>16,644</u>

22 Other Expenses

Advertisement and publicity	44,281.00	39,956
Annual Custody Fee to NSDL	96,729.00	-
Annual Issuer Fees to CDSL	1,14,683.00	-
Auditors remuneration	17,100.00	16,854

Consultancy Charges	28,000.00	-
Conveyance	14,108.00	13,610
Demat expenses	1,011.24	743
Electronic Connectivity Charges	36,056.00	-
Donation	-	21,000
Filing fee	43,800.00	1,000
Legal charges	15,000.00	13,000
Listing fee BSE	5,61,800.00	-
Listing fee DSE	61,242.00	-
Listing fee UPSE	1,25,351.00	-
Newspaper & Periodicals	6,364.00	-
Printing and stationery	38,974.00	24,387
Telephone expenses	6,744.00	7,306
Insurance expenses	-	4,087
Water Charges	7,673.00	-
Vehicle running and Maintenance expenses	-	47,500
Website Expenses	10,000.00	-
Total	12,28,916	1,89,443

23 During the current year, there is deferred tax asset on account of depreciation/Losses/ B/f Losses. Thus appropriate provision regarding it has been created in the books as per AS-22, in view of the fact that it is certain that sufficient taxable income will be available against which deferred tax asset can be realized.

24 In the opinion of the Board of Directors, the current assets, loans and advances have a value on realization at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities has been made.

25 The entire operation of the company relates to only one segment investment and finance. Hence as per AS-17 issued by ICAI, there is no Reportable Segment.

26 Previous year figures have been regrouped / rearranged wherever considered necessary.

27 Schedules 1 to 25 are annexed and forming part of balance sheet as at 31.3.2015 and Profit and Loss account for the year ended on that date.

For Rakesh Raj & Associates

Chartered Accountants

Firm Registration No.-
005145N

CA Neeraj Kumar Arora

Partner

Membership No: 510750

Place: Delhi

Date: 29.05.2015

For and on behalf of the Board of Directors of
ORACLE CREDIT LIMITED

ASHOK JAIN

Managing Director

DIN: 00091646

MEENA JAIN

Director

DIN: 00209017

SANDHYA GHARANA

Company Secretary

FIXED ASSETS DEPRECIATION CHART AS PER COMPANIES ACT FOR THE YEAR ENDED 31ST MARCH 2015

Date of Purchase	Particular	Original Cost (Rs)	Dep charged upto 31/03/2014	WDV as on 01.04.2014	Addition During the Year	Life as per Co. Act, 2013	Life Used till 31/03/2014	Remaining Life	Remaining Life Off to Lower	Salvaged value	Depreciable amount over whole life	Sales	Excess Dep. (Already charged)	Rate of Dep.	Dep for the year	Adjusted with Retained Earning	WDV as on 31st Mar 2015	
(A) Computers & Peripherals																		
18-May-2007	Computer	26,850	24,628	2,222	-	3	6.87	-	-	1,343	25,507	-	-	-	-	879	1,343	
3-Nov-2014	Laptop		-		33,000	3	-	3.00	3.00	1,650	31,350	-	63.16%	20,843.00			12,157	
(B) Vehicles																		
7-Jun-2005	Car	5,12,555	4,73,646	38,909		8	8.82	-	-	25,628	4,86,927	38,909	-	-	-	-	-	
(C) Office Equipments																		
18-Jul-1996	Air Conditioner	35,000	32,287	2,713		5	17.71	-	-	1,750	33,250					963	1,750	
19-May-2007	Printer	4,100	3,782	318		5	6.87	-	-	205	3,895					113	205	
13-Jan-1995	Fax Machine	25,000	23,062	1,938		5	19.22	-	-	1,250	23,750					688	1,250	
1-Apr-1998	Cellular Set	29,000	26,752	2,248		5	16.01	-	-	1,450	27,550					798	1,450	
22-Oct-2000	Television	8,000	6,928	1,072		5	13.45	-	-	400	7,600					672	400	
(D) Furnitures & Fixtures																		
1-Apr-1996	Furniture	43,499	42,460	1,039		10	18.01	-	-	2,175	41,324					-	1,039	
	TOTAL ASSETS	6,84,004	6,33,545	50,459	33,000					35,851	6,81,153	38,909	-		20,843	4,113	19,594	

For Rakesh Raj & Associates
Chartered Accountants
Firm Registration No.- 005145N

For and on behalf of the Board of Directors of
ORACLE CREDIT LIMITED

CA Neeraj Kumar Arora
Partner
Membership No:510750

ASHOK JAIN
Managing Director
DIN: 00091646

MEENA JAIN
Director
DIN: 00209017

Place: Delhi
Date: 29.05.2015

SANDHYA CHARANA
Company Secretary

ORACLE CREDIT LIMITED
Regd. Office - P-7, Green Park Extension, New Delhi - 110016
CIN: L65910DL1991PLC043281

Oracle Credit Limited

Regd. Office: P-7, Green Park Extension, New Delhi-110016
CIN : L65910DL1991PLC043281
Website: www.oraclecredit.co.in
Tel 011-26167775



25th ANNUAL GENERAL MEETING ATTENDANCE SHEET

Attendance by
(Please tick the appropriate box)

- Member
- Proxy
- Authorised Representative

I hereby record my presence at the 25th Annual General Meeting of the Company being held on Tuesday, 29th September, 2015 at 10: 00 A.M. at its Registered Office at P- 7, Green Park Extension, New Delhi- 110016

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

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

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD

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) ofshares 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: or failing him/ her

as my/our proxy to attend and vote for me/ us and my/ our behalf at the 25th Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 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 Accounts and Reports

2. Appointment of Director retiring by rotation

3. Appointment of Auditors

4. Approval of appointment of Managing Director & CFO

Signed this..... day of 2015

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 earlier than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.

ROUTE MAP FOR THE VENUE OF AGM TO BE HELD ON TUESDAY, 29TH SEPTEMBER, 2015

AT P-7, GREEN PARK EXTENSION, NEW DELHI- 110016

