

ORACLE CREDIT LIMITED

(CIN L65910DL1991PL0043281)

Regd. Office: Flat No. B-502, 5th Floor, B-wing, Statesman House 148, Barakhamba Road, Connaught Place, New Delhi New Delhi - 110001

Email: compliance@credentglobal.com Website: www.oraclecredit.co.in

Contact No. : 09320084168

Date: 11th February, 2022

To,
The Manager
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai 400001.

Symbol: ORACLECR
ISIN: INE727C01016

Dear Sir/Madam,

Sub: Notice of Postal Ballot through Remote E – Voting Commences from Saturday, February 12, 2022 to Sunday, March 13, 2022.

This is to inform you that Notice of Postal Ballot through Remote E – Voting Commences from 9:00 a.m. (IST) on Saturday, February 12, 2022 and ends at 5:00 p.m. (IST) on Sunday, March 13, 2022 to approve and consider the following resolutions as shown below:-

1. To Increase in Authorised Share Capital of the Company up to INR 10 Crores;
2. To Approve the appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410) as Managing Director of the company;
3. To Approve the appointment of Ms. Shubhangi Agarwal (DIN: 08135535) as Independent Director of the company;
4. To Approve the appointment of Mr. Sulabh Jain (DIN: 07739598) as Independent Director of the company;
5. To Increase the Borrowing Limit of the company up to INR 200 Crores;
6. To Approve the prior approval regarding raising of funds through secured/unsecured loan with an option to conversion into equity shares up to the limit of INR 200 Crores;
7. Appointment of M/s. Kapish Jain & Associates (FRN-022743N) as statutory auditors of the company to fill the causal vacancy;
8. To adoption of new set of Memorandum of Association as per the provisions of the companies act, 2013;

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9. To adoption of new set of Articles of Association as per the provisions of the companies act, 2013;
10. To approve shifting of registered office of the company from the state of NCT of Delhi to the state of Maharashtra (Mumbai).

A copy of the said Notice of Postal Ballot through Remote E - Voting of the Company thereon is enclosed herewith.

You are requested to take the same on record and do the needful.

Thanking you,

Yours faithfully,

**For & on behalf of
Oracle Credit Limited**


Preeti

**Company secretary and Compliance Officer
M.No. A65331**

Encl: As above

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NOTICE OF POSTAL BALLOT

*Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of
The Companies (Management & Administration) Rules, 2014*

To,

The Members of **Oracle Credit Limited**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), that the Resolution appended below for seeking approval for proposed resolution by the Members of Oracle Credit Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided e-voting facility to its members and has engaged Central Depository Services (India) Limited (“CDSL”), an agency authorised by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vikas Kumar Verma (FCS No. 9192 & C.P. No: 10786), Practicing Company Secretary, Delhi, who will act as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, February 12, 2022 and ends at 5.00 p.m. (IST) on Sunday, March 13, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, March 14, 2022.

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 7,00,00,000/- (Indian Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 10,00,00,000/- (Indian Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 30,00,000 (Thirty Lakh) Equity Shares.

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

"V. The Authorized Share capital of the Company is INR 10,00,00,000/- (Indian Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each."

"RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF MR. ADITYA VIKRAM KANORIA (DIN: 07002410) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including

any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Aditya Vikram Kanoria (DIN: 07002410), who was appointed as an Additional Director on October 28, 2021, based on recommendation of Nomination and Remuneration Committee and holds office up to the date of ensuing general meeting in terms of section 161 for the office of Director be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, subject to approval of the members be and is hereby accorded to the appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410) as the Managing Director of the Company, for a period of Five (5) years with effect from November 03, 2021, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF MS. SHUBHANGI AGARWAL (DIN: 08135535) AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Ms. Shubhangi Agarwal (DIN: 08135535) , who was appointed as an Additional Director in the category of Independent Director, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (5) years with effect from 28th October, 2021.

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NO. 4: APPOINTMENT OF MR. SULABH JAIN (DIN: 07739598) AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Sulabh Jain (DIN: 07739598) , who was appointed as an Additional Director in the category of Independent Director, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (5) years with effect from 03rd November, 2021.

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UP TO INR 200 CRORES:

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Special Resolution:**

“RESOLVED THAT in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6: TO APPROVE THE PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES:

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of

India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the limit of INR 200/- crores , under the Loan agreement to be executed in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid equity Shares of the company in accordance with the following conditions:

- (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- (ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- (iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- (iv). the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- (v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- (vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

ITEM NO. 7: APPOINTMENT OF M/S KAPISH JAIN & ASSOCIATES (FRN-022743N) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CAUSAL VACANCY:

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee, M/s Kapish Jain & Associates, Chartered Accountants, (FRN-022743N) be and are, hereby, appointed as Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of M/s Jain Arun & Co., Chartered Accountants, (FRN-011158N) to hold office until the conclusion of the ensuing Annual General Meeting (AGM) of the Company on such remuneration as may be decided by the Board of Directors.”

“ RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution including filing of necessary form(s) with Registrar of Company (ROC).”

ITEM NO. 8: TO ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time

being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for amendment in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) – Other Objects with Clause III (B) – The Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate.

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) - The main objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary be and are hereby jointly and/or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 9: TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table ‘F’ of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary be and are hereby jointly and/or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 10: TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF NCT OF DELHI TO THE STATE OF MAHARASHTRA (MUMBAI):

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Members, Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of NCT of Delhi to the state of Maharashtra (Mumbai).

“RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the State of Maharashtra (Mumbai)”

“RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of NCT of Delhi to Maharashtra (Mumbai).

“RESOLVED FURTHER THAT Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By Order of the Board
For Oracle Credit Limited**

**Sd/-
Aditya Vikram Kanoria
Managing Director
DIN: 07002410**

Date: 05/02/2022

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
- 3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, **Beetal Financial & Computer**

- Services Pvt. Ltd.** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 4) The Company has appointed M/s. Vikas Verma & Associates, Practicing Company Secretary as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Monday, March 14, 2022 and will be displayed on the website of the Company at www.oraclecredit.co.in and intimated to Stock Exchanges and shall also be intimated to CDSL and Beetal Financial & Computer Services Pvt. Ltd. (RTA).
 - 5) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on February 04, 2022 (Friday). A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., February 04, 2022) only shall be entitled to avail the facility of E-voting.
 - 6) The E-voting period begins at 09:00 a.m. IST on Saturday, February 12, 2022 and ends at 5.00 p.m. (IST) on Sunday, March 13, 2022. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., February 04, 2022 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
 - 7) The last date for the E-voting i.e., March 13, 2022 (Sunday) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at www.oraclecredit.co.in until the last date for the E-voting.
 - 8) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
 - 9) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
- 10) THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The voting period begins on 12.02.2022 at 09.00 A.M and ends on 13.03.2022 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 04.02.2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting

	<p>& voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/BEETAL FINANCIAL AND COMPUTER SERVICES (P) LTD, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDir</p>

	<p>ectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-

	23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Oracle Credit Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address compliance@credentglobal.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

**By Order of the Board
For Oracle Credit Limited**

**Sd/-
Aditya Vikram Kanoria
Managing Director
DIN: 07002410**

Date: 05.02.2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM No. 1:

With a view to expansion of business through issue of further securities of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from INR 7,00,00,000/- (Indian Rupees Seven Crore Only) to INR 10,00,00,000/- (Indian Rupees Ten Crore Only).

In view of future expansion plans, the Company proposes to increase its Authorized Share Capital of the Company from existing INR 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/-(Rupees Ten Only) each. Accordingly, the Company requires to pass an Ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 1 be passed as an Ordinary Resolution.

ITEM NO. 2:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Aditya Vikram Kanoria (DIN: 07002410) as an Additional Director of the Company under Section 161(1) of the Act with effect from October 28th, 2021.

Based on the recommendation of the NRC of the Company, the Board of Directors at their meeting held on November 03rd, 2021, had approved the appointment of Mr. Aditya Vikram Kanoria as Managing Director & Chief Financial Officer of the Company for a further period of five years commencing from November 03rd, 2021 to November 02nd, 2026, subject to approval of Shareholders.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Aditya Vikram Kanoria vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 2 of this Notice relating to his appointment as the Managing Director of the Company for a period of Five years w.e.f. November 03, 2021 as an Ordinary Resolution for your approval.

A brief summary on profile of Mr. Aditya Vikram Kanoria is attached to this Notice as given below.

Except, Mr. Aditya Vikram Kanoria, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 2.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry: Non-Banking Financial Company			
2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 1991.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2020-21	2019-20	2018-19
	Turnover	34,85,220	29,22,053	26,87,109
	Net profit / (loss) after Tax	15,97,556	12,50,669	10,48,965
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mr. Aditya Vikram Kanoria, aged 38 years, has 7 years experience in NBFC in Securities Lending Borrowing, Risk Management etc., 3 year experience in NBFC in Wealth management, Commodity financing, broking and distribution, etc; 3 year experience in raising capital for international company to set up projects in India and 4 year experience in Real Estate advisory, Corporate Financing activity, Portfolio Management Services (SEBI registered) and Financial Literacy through corporate training.
2.	Past Remuneration: NA
3.	Recognition or awards: Not Applicable
4.	Job Profile and his suitability: Mr. Aditya Vikram Kanoria will lead the Company as the Managing Director and by virtue of his rich experience of 14 years in the market, he can turn around the performance of the Company and take it to greater heights.
5.	Remuneration proposed:

	As set out in the resolution for the Item No. 2 the remuneration to Mr. Aditya Vikram Kanoria, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act.
6.	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Aditya Vikram Kanoria and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 17,34,642 Equity Shares of the Company.

III. OTHER INFORMATION:

1.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability.
2.	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

ITEM NO. 3:

The Board (Based on recommendation of Nomination & Remuneration Committee) has appointed Ms. Shubhangi Agarwal (DIN: 08135535) as a Non-Executive Independent Director on the Board of the Company to hold office for the period of five consecutive year w.e.f 28.10.2021.

Ms. Shubhangi Agarwal (DIN: 08135535) aged about 31 years, is an Associates member of Institute of Company Secretaries of India and is having more than 6 years of experience in Consultancy and advisory in corporate law. She is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

In the opinion of the Board, Ms. Shubhangi Agarwal fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the

management. Ms. Shubhangi Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Details pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is specified herein below.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Ms. Shubhangi Agarwal are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

Name of the Director	Ms. Shubhangi Agarwal
Directors Identification Number (DIN)	08135535
Date of Birth (Age in years)	31 years
Original date of appointment	28.10.2021
Qualifications	Associates Member of Institute of Company Secretaries of India
Experience and expertise in specific functional area	6Years’ experience of consultancy and advisory in Corporate Laws
Remuneration Last Drawn	NA
Terms and conditions of appointment and remuneration	5 years w.e.f. 28.10.2021
Proposed Remuneration	NA
Shareholding in the Company as on 31st March, 2021	Nil
Relationship with other Directors / Manager / KMPs	Not related to any director
Number of Meetings of Board attended during the year	3
Directorships held in other companies in India	Shigan Quantum Technologies Limited

ITEM NO. 4:

Mr. Sulabh Jain (DIN: 07739598) aged about 27 years was appointed as an Additional Director of the Company in the category of Non-executive Independent Director w.e.f November 03, 2021.

Mr. Sulabh Jain is an Associates Members of Institute of Company Secretaries of India and having more than 4 years of experience in Consultancy and advisory in corporate law. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Based on recommendation of Nomination & Remuneration Committee as above, the Board of Directors has proposed that Mr. Sulabh Jain be appointed as an Independent Director on the Board of the Company to hold office for the period of five consecutive years w.e.f 03.11.2021.

In the opinion of the Board, Mr. Sulabh Jain fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Mr. Sulabh Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Details pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is specified herein below.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Sulabh Jain are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members

Name of the Director	Mr. Sulabh Jain
Directors Identification Number (DIN)	07739598
Date of Birth (Age in years)	10/05/1994 (27 years)
Original date of appointment	03/11/2021
Qualifications	Associate Member of Institute of Company Secretaries of India.
Experience and expertise in specific functional area	4+ Years
Remuneration Last Drawn	NA
Terms and conditions of appointment and remuneration	5 years w.e.f 03.11.2021
Proposed Remuneration	NA
Shareholding in the Company as on 31st March, 2021	Nil
Relationship with other Directors / Manager / KMPs	Not related to any director
Number of Meetings of Board attended during the year	2
Directorships held in other companies in India	Share India Securities Limited

ITEM NO. 5:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 200,00,00,000/- (Rupees Two Hundred Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 5 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

ITEM NO. 6:

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company up to the limit of INR 200/- crores. The Board of Directors in their meeting held on 05.02.2022 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company, and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an

enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 6 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

ITEM NO. 7:

M/s Jain Arun & Co., Chartered Accountants (FRN: 011158N) was appointed statutory auditor of the Company by the members at their AGM held on 26th July, 2017 for a period of 5 years to hold office from the conclusion of 27th AGM until the conclusion of 32nd AGM of the Company to be held in the calendar year 2022. M/s. Jain Arun & Co., has resigned on 28th October, 2021 before completion of its term, from the position of Statutory Auditors due to change in Management and control.

The resignation of M/s Jain Arun & Co, before completion of its term as auditor caused a casual vacancy in the office of Statutory Auditors envisaged by section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board, on the basis of recommendation of Audit Committee, proposes that M/s Kapish Jain & Associates, Chartered Accountants, (FRN 022743N) Delhi, be appointed as the Statutory Auditors of the Company to hold office up to the conclusion of ensuing Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of said M/s Jain Arun & Co.

M/s. Kapish Jain & Associates, Chartered Accountants, (FRN 022743N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s Kapish Jain & Associates, Chartered Accountants, (FRN 022743N), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It has registered office at 504, B-wing, Statesman House, 148, Barakhamba Road, New Delhi-110001 in India.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for appointment.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

ITEM NO. 8 & 9:

The existing Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA and AOA with the new MOA and AOA in line with the new Companies Act, 2013.

The Memorandum of Association and Articles of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed MOA and AOA would be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) up to 13th March, 2022 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA & AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 and Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on February 05th, 2022 has accorded its approval for alteration of MOA & AOA. Your Directors recommend the same for approval of the Shareholders by passing Special Resolution(s) at Items no. 8 & 9 through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholdings in the Company, if any.

ITEM NO. 10:

The Company is engaged in the business of Financial Services and the Registered Office of the Company is currently situated in the State of Delhi at Flat No. B-502, 5th Floor, B-wing, Statesman House 148, Barakhamba Road, Connaught Place, New Delhi-110001. During the year 2021, there was a change in the control and the Management of the Company, post the chairman and Managing Director are based out of Mumbai, it is hereby proposed to shift the Registered Office of the Company.

In view of the above, the Board of Directors of the Company at their meeting held on February 05th, 2022 have approved to shift the Registered Office of the Company from the “State of NCT of Delhi” to the “State of Maharashtra” at Mumbai, considering, inter-alia for the following reasons:

- a) To exercise better administrative and economic control over the Company;
- b) To increase operational and management efficiency;
- c) To integrate business functions, and optimization of administrative expenses.

The shifting of the Registered Office of the Company, will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Delhi to the State of Maharashtra at Mumbai and consequently for altering Clause II of the MOA of the Company to reflect that the registered office of the Company be situated in the State of Maharashtra at Mumbai. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e. Sunday, March 13, 2022. The documents shall also be available for inspection at the Registered Office between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting.

The Board of Directors recommends the resolution set forth in item no. 10 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to Maharashtra (Mumbai). The proposed location is outside the local limits of states where the registered office of the Company is situated and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be shifted to Maharashtra (Mumbai).

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

**By Order of the Board
For Oracle Credit Limited**

**Sd/-
Aditya Vikram Kanoria
Managing Director
DIN: 07002410**

**Date: 05/02/2022
Place: Delhi**