

ORACLE CREDIT LIMITED

(CIN L65910DL1991PLC043281)

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

Corp. Office: 6th Floor- 609, C/66, G block, B&C wing one BKC, Opposite Bank of Baroda, Bandra(E) Mumbai 400051 MHIN

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

Contact No. : 09320084168

Date:05.04.2022

To,
Department of Corporate Services,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai 400001.

Scrip Code: 539598

Dear Sir / Madam,

Subject: - Notice of Postal Ballot- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Further to the outcome of meeting of the board of directors of the Company dated March 31st, 2022, we hereby enclose a copy of the postal ballot notice dated March 31st, 2022 ("Postal Ballot Notice"). Postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, April 01st, 2022 ("Cut-off date").

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, April 06, 2022 and ends at 5.00 p.m. (IST) on Thursday, May 05, 2022. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company's website <https://www.oraclecredit.co.in/> and on the website of CDSL <https://www.evotingindia.com/>.

You are requested to kindly take the above information on record.

Thanking you,
Yours Truly

For Oracle Credit Limited


Preeti

Company Secretary
M.No. A65331

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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 special business as set out below is proposed to be passed 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 Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, 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 authorized 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, having office at New 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 Wednesday, April 06, 2022 and ends at 5.00 P.M. (IST) on Thursday, May 05, 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 on or before 5.00 P.M. (IST) on Saturday, May 07, 2022.

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ITEM NO. 1: TO CONSIDER AND ISSUE OF EQUITY SHARES TO THE SHAREHOLDERS OF CREDENT ASSET MANAGEMENT SERVICES PRIVATE LIMITED BY VIRTUE OF SHARES SWAP

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

"RESOLVED THAT subject to the provisions of Section 62(1)(c), 23 & 42 of the Companies Act, 2013 Act"), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable rules (including any Statutory modification and or amendments) thereto and/or re-enactment there to for the time being in force) the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the Memorandum and the Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations") and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities and subject to the receipt of such approvals as may be required under the Act, the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches up to 5,58,687 (Five Lakhs Fifty Eight Thousand Six Hundred and Eighty Seven) equity shares of the Company having face value of INR 10/- (Rupees Ten only) per equity share at an issue price of INR 48/- (Rupees Forty Eight) each including at a premium of INR 38/- (Rupees Thirty Eight) per share amounting to INR 2,68,16,976/- (Rupees Two Crore Sixty Eight Lacs Sixteen Thousand Nine Hundred and Seventy Six Only) at a price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of Equity shares at a ratio of 1:1 in exchange of every one equity share of Credent Asset Management Services Private Limited, One Equity share of the Oracle Credit Limited will be issued to the below mentioned persons falling under the non - promoter category:

The details of the proposed allottees:

S.No.	Name of Proposed Allottee	No. of Equity Shares proposed to be issued to the Shareholders of Credent Asset Management Services Private Limited
	Category: Non - Promoter Group	
1.	Anasuri Ramprasad Babu	2,29,737
2.	Sumit Agarwal	1,14,638
3.	Raja Kanakamedala	91,710
4.	Ravi Chawla	45,855
5.	Deepa Kumar	54,281

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6.	Karansingh Panwar	22,466
	Total	5,58,687

RESOLVED FURTHER THAT the “Relevant Date” in accordance with SEBI (ICDR) Regulations would be Tuesday, April 05, 2022, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e Thursday, May 05, 2022.”

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The proposed Equity Share shall be issued and allotted by the Company to the Proposed Allottees within a period of Fifteen (15) days from the date of passing of resolution through Postal Ballot. Provided that where the issue and allotment of the proposed Equity Share is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b) The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time;
- c) The Equity Shares being allotted to the proposed allottees shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited (‘BSE’) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend;
- d) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the purchase of part of the business undertaking of Target Company from the Proposed Allottee for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution;
- e) The Equity Shares so offered and allotted to the Proposed Allottees shall be in dematerialized form;
- f) The Equity Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, being discharge of part of the Purchase Consideration for the purchase of part of the Business Undertaking from the Subscriber;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the existing equity shares of

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the Company in all respects including dividend;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to Mr. Aditya Vikram Kanoria, Managing Director of the Company and/or Ms. Preeti Sethi, Company Secretary of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2: ISSUE OF EQUITY SHARES THROUGH PREFERENTIAL ISSUE ON CASH BASIS:

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

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations"), the Securities and Exchange Board of India (substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to, by the Board of Directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby granted

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to Board to create, offer, issue and allot, in one or more tranches, up to 8,28,813 (Eight Lakh Twenty Eight Thousand Eight Hundred and Thirteen) equity shares ("Equity Shares") of face value INR 10/- (Rupees Ten Only) each at a premium of INR 38/- (Rupees Thirty Eight Only) each Equity Shares under Non-Promoter category by way of preferential allotment of equity shares to the person mentioned herein below (collectively referred to as "Proposed Allottees") as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

S.No.	Names	Category	No. of Shares	Price Per Share	Amount (Rs.)
1.	Mohit K Chheda	Non-Promoter	3,20,313	48	1,53,75,024
2.	Dilip Nanji Chheda	Non-Promoter	3,00,000	48	1,44,00,000
3.	Vishnu Prakash Rathore	Non-Promoter	2,08,500	48	1,00,08,000
	Total		8,28,813	48	3,97,83,024

RESOLVED FURTHER THAT the "Relevant Date" in accordance with SEBI (ICDR) Regulations would be Tuesday, April 05, 2022, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e Thursday, May 05, 2022."

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The proposed Equity Share shall be issued and allotted by the Company to Proposed Allottee within a period of Fifteen (15) days from the date of passing of resolution at Postal Ballot. Provided that where the issue and allotment of the proposed Equity Share is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b) The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time;
- c) The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited ('BSE') and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend;
- d) The Equity Shares so offered and allotted to the Subscriber shall be in dematerialized form;
- e) The Equity Shares so offered, issued and allotted to the Subscriber on cash basis;

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- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to Mr. Aditya Vikram Kanoria, Managing Director of the Company and/or Ms. Preeti Sethi, Company Secretary of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3: APPROVE THE APPOINTMENT OF MR. MANDEEP SINGH (DIN: 06395827) AS 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, 160 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. Mandeep Singh (DIN: 06395827), who was appointed as Additional Director on October 28th, 2021, based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby 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. 4: APPROVE THE APPOINTMENT OF MR. MOHIT K CHHEDA (DIN: 06594845) AS NON - EXECUTIVE DIRECTOR OF THE COMPANY

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“RESOLVED THAT pursuant to the provisions of Sections 152, 160 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. Mohit K Chheda (DIN: 06594845), who was appointed as Additional Director on November 3rd, 2021, based on recommendation of Nomination and Remuneration Committee and holds office upto the date of ensuing annual general meeting in terms of section 161 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Non-Executive Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby 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: 31/03/2022

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 Saturday, May 07, 2022 and will be displayed on the website of the Company at www.oraclecredit.co.in and

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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 April 01st, 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., 01st April, 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 Wednesday, April 06, 2022 and ends at 5.00 p.m. (IST) on Thursday, May 05, 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., April 01, 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., May 05, 2022 (Thursday) 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 INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - i. The voting period begins on 06.04.2022 at 09.00 A.M and ends on 05.05.2022 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 01.04.2022 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

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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	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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>

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

Contact No : 09320084168

	<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>
Individual Shareholders holding securities in demat mode with NSDL	<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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting</p>

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	<p>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/IdeasDirectReg.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 eVoting 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>

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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.

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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.

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- 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

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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: 31.03.2022

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

ITEM No. 1:

The Company has a strategic vision of expansion and to achieve the same the Board of Directors of the Company, at its meeting held on Thursday, March 31st, 2022, has considered to acquire 25% of the business of Credent Asset Management Services Private Limited by virtue of stock swap and the main object of Credent Asset Management Services Private Limited is to act as Portfolio Managers, Merchant Bankers, Underwriters, sub underwriters, consultants for capital issues, Advisors to Capital issues, Registrars to th Issue, Share Transfer Agents, Investment Consultants, Stock Brokers, Depository Participants, or any intermediary registered with the Securities and Exchange Board of India (the "Business").

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As per the Agreement, the Company has agreed to pay a consideration of INR 2,68,16,976/- (“Purchase Consideration”), payable by way of issuance of shares of the Company.

As per the terms of the Share Swap Agreement dated March 31, 2022 entered into between Oracle Credit Limited and Credent Asset Management Services Private Limited for succession and expansion of Business, the consideration for such swapping of shares & issue of 5,58,687 (Five Lakhs Fifty Eight Thousand Six Hundred and Eighty Seven) Equity Shares to the Shareholders of Credent Asset Management Services Private Limited on the price determine by Valuation Report dated March 31st, 2022 has been arrived at INR 2,68,16,976 (Rupees Two Crores Sixty Eight Lacs Sixteen Thousand Nine Hundred and Seventy Six Only) and such consideration was agreed to be discharged by the Company by way of offer, issue and allotment of fully paid up Equity Shares on Preferential Issue in terms of Chapter V of the SEBI (ICDR) Regulations.

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / Stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/ Act/SEBI.

Pursuant to the provisions of Section 62(1)(C) of the Act and SEBI (ICDR) Regulations, 2018 approval of the members is required for the proposed allotment of Equity Shares on a preferential basis to the Proposed Allottees. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the Listing Agreement.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the issue:

The object of the proposed issue and allotment of Equity Shares is to discharge the part of the Purchase Consideration payable to the Subscriber for the purchase of Business Undertaking.

The Company (Oracle Credit Limited) has agreed to discharge the Purchase Consideration payable for acquisition 25% business of the Target Company (Credent Asset Management Services Private Limited) by acquiring 5,58,687 Shares constituting 25% stake of the Target Company from the Proposed Allottees for consideration other than cash settled by allotment of Equity Shares of the Company (Oracle Credit Limited) as mentioned in resolution at Item No. 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

2. Maximum number of specified securities to be issued:

It is proposed to issue 5,58,687 (Five Lakhs Fifty Eight Thousand Six Hundred and Eighty Seven) equity shares of face value of INR 10/- (Rupees Ten only) each of the Company.

3. Basis on which the price has been arrived at:

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is

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determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;

Accordingly, the price per equity share, to be issued, is fixed at INR 48/- (Rupees Forty Eight only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

4. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As per the terms of the Share Swap Agreement dated March 31, 2022 entered into between Oracle Credit Limited and Credent Asset Management Services Private Limited for succession and expansion of Business, the consideration for such swapping of shares & issue of 5,58,687 (Five Lakhs Fifty Eight Thousand Six Hundred and Eighty Seven) Equity Shares to the Shareholders of Credent Asset Management Services Private Limited.

The valuation of the same is based on the independent valuation report dated 31st March, 2022 received from Angad Singh, a Registered Valuer (Reg. No. IBBI/RV/03/2021/14261) in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

5. Terms of Issue of the Equity Shares, if any.

The Equity Shares to be issued and allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

6. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group.

7. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Tuesday, April 05,

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2022 being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.

8. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoter, Directors or KMPs intends to subscribe to the equity shares on Preferential Issue basis.

9. The time frame within which the allotment shall be completed:

The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

11. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

No allotment made during the year.

12. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:

Sr. No.	Category	Pre Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
A	Promoters' holding					
1	Indian:				-	-
	Individual	31,99,549	57.65	-	31,99,549	46.12
	Bodies Corporate	-	-	-	-	-
	Sub-Total	31,99,549	57.65	-	31,99,549	46.12
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)	31,99,549	57.65	-	31,99,549	46.12
B	Non-	-	-	-	-	-

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	Promoters' holding:					
1	Institutional Investors	-	-	-	-	-
2	Non-Institutions:	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-
	Indian Public	20,97,995	37.80	13,87,500	34,85,495	50.24
	Any Others					
	Bodies Corporate	22,417	0.40	-	22,417	0.32
	Non-Resident Indian	75	0.00	-	75	0.00
	HUF	94,322	1.70	-	94,322	1.36
	Clearing Members	1,35,642	2.44	-	1,35,642	1.96
	Firm	-	-	-	-	-
	Sub-Total (B)	23,50,451	42.35	13,87,500	37,37,951	53.88
	GRAND TOTAL	55,50,000	100	13,87,500	69,37,500	100

**The post issue shareholding pattern in the above table prepared on considering proposed allottees mentioned in Item No. 01 and Item No. 2.*

13. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

SI. No.	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of Equity Shares to be Allotted	Post issue holding	Post Issue Percentage
1.	Anasuri Ramprasad Babu	-	-	2,29,737	2,29,737	3.31
2.	Sumit Agarwal	-	-	1,14,638	1,14,638	1.65
3.	Raja Kanakamedala	-	-	91,710	91,710	1.32
4.	Ravi Chawla	-	-	45,855	45,855	0.66
5.	Deepa Kumar	-	-	54,281	54,281	0.78
6.	Karansingh Panwar	-	-	22,466	22,466	0.32
	Total	-	-	5,58,687	5,58,687	8.05

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14. Report of Registered Valuer:

The valuation of the Target Company is based on the independent valuation report dated 31st March, 2022 received from Angad Singh, a Registered Valuer (Reg. No. IBBI/RV/03/2021/14261) in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

15. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: Not Applicable

16. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

17. Compliance Certificate:

The Certificate from M/s Vikas Verma and Associates, (FRN: P2012DE081400) Practicing Company Secretary, New Delhi confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached as **Annexure-I** and will be displayed on the website of the company at the link www.oraclecredit.co.in.

18. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

19. Lock-in of Equity Shares:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

20. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter/Fraudulent Borrower.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

21. Other disclosure:

- i. The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.

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- ii. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board recommends that the resolution set out at this item be passed as Special Resolution.

Item No. 2:

The Company proposes to raise additional capital up to an aggregate sum of INR 3,97,83,024/- (Rupees Three Crore Ninety Seven Lacs Eighty Three Thousand Hundred And Twenty Four Only), of which such number of fully paid-up equity shares having face value of INR 10/- each of the Company at the premium of INR 38/- (Rupees Thirty Eight Only) each equity shares by way of Preferential Allotment. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard. Pursuant to Section 62 of the Companies Act and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

In order to enable the Company to access the capital market through a private placement basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI Listing Regulations, as amended. The Equity Shares created, offered, issued and allotted, if any, shall rank pari passu in all respects with the existing equity shares of the Company.

The Board of Directors in their meeting held on March 31, 2022 subject to the necessary approvals, have decided to issue and allot up to 8,28,813/- (Eight Lakh Twenty Eight Thousand Eight Hundred and Thirteen) Equity Shares, at a price of INR 48/- (Rupees Forty Eight only) each aggregating to INR 3,97,83,024/- (Rupees Three Crore Ninety Seven Lacs Eighty Three Thousand Hundred And Twenty Four Only) under Non- Promoter Category.

The details of the Preferential Allotment required in terms of Regulation 163 of the SEBI Regulations and the applicable provisions of the Companies Act are as follows:

1. Object(s) of the proposed issue of equity shares:

Subject to applicable laws, the purpose and objects for the issuance of Equity Shares are as follows:

- I. to meet working capital requirements
- II. expansion of business
- III. General corporate purposes,
- IV. To support the future business plans of the Company and such other purpose as the Board may decide

ORACLE CREDIT LIMITED

(CIN L65910DL1991PL0043281)

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Contact No : 09320084168

2. Maximum number of specified securities to be issued:

It is proposed to issue 8,28,813/- (Eight Lakh Twenty Eight Thousand Eight Hundred and Thirteen) Equity Shares of face value of INR 10/- (Rupees Ten only) each of the Company

3. Basis on which the price has been arrived at:

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

- c) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- d) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;

Accordingly, the price per equity share, to be issued, is fixed at INR 48/- (Rupees Forty Eight only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

4. Terms of Issue of the Equity Shares, if any.

The Equity Shares to be issued and allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group.

6. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Tuesday, April 05th, 2022 being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.

7. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

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Except Mr. Mohit K Chheda (Non-Executive Director of the Company), None of the Promoter, Directors or KMPs intends to subscribe to the equity shares on Preferential Issue basis.

8. The time frame within which the allotment shall be completed:

The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

9. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

10. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

No allotment made during the year.

11. Shareholding pattern before and after the Preferential Allotment:

The shareholding pattern before and after the Preferential Allotment would be as under:

Sr. No.	Category	Pre Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
A	Promoters' holding					
1	Indian:				-	-
	Individual	31,99,549	57.65	-	31,99,549	46.12
	Bodies Corporate	-	-	-	-	-
	Sub-Total	31,99,549	57.65	-	31,99,549	46.12
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)	31,99,549	57.65	-	31,99,549	46.12
B	Non-Promoters' holding:	-	-	-	-	-

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1	Institutional Investors	-	-	-	-	-
2	Non-Institutions:	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-
	Indian Public	20,97,995	37.80	13,87,500	34,85,495	50.24
	Any Others					
	Bodies Corporate	22,417	0.40	-	22,417	0.32
	Non-Resident Indian	75	0.00	-	75	0.00
	HUF	94,322	1.70	-	94,322	1.36
	Clearing Members	1,35,642	2.44	-	1,35,642	1.96
	Firm	-	-	-	-	-
	Sub-Total (B)	23,50,451	42.35	13,87,500	37,37,951	53.88
	GRAND TOTAL	55,50,000	100	13,87,500	69,37,500	100

12. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sl. No.	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of Equity Shares to be Allotted	Post issue holding	Post Issue Percentage
1.	Mohit K Chheda	-	-	3,20,313	3,20,313	4.62
2.	Dilip Nanji Chheda	-	-	3,00,000	3,00,000	4.32
3.	Vishnu Prakash Rathore	-	-	2,08,500	2,08,500	3.01
	Total	-	-	8,28,813	8,28,813	11.95

13. Report of Registered Valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: Not applicable

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15. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: Not applicable

16. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

17. Compliance Certificate:

The Certificate from M/s Vikas Verma and Associates, (FRN: P2012DE081400) Practicing Company Secretary, New Delhi confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached as **Annexure-I** and will be displayed on the website of the company at the link www.oraclecredit.co.in.

18. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

19. Lock in of Equity Shares:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

20. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter/Fraudulent Borrower.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

21. Other disclosure:

- iii. The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
- iv. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- v. The Issuer Company has not issued any securities for consideration other than cash and hence, the Valuation Report of the Registered Valuer is not applicable.

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The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board recommends that the resolution set out at this item be passed as Special Resolution.

Item No. 3:

Based on the recommendation of the NRC, the Board of Directors appointed Mr. Mandeep Singh (DIN: 06395827) as an Additional Director of the Company and liable to retire by rotation, w.e.f October 28th, 2021, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Mandeep Singh (DIN: 06395827) shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of NRC, proposing his candidature for the office of Director. Mr. Mandeep Singh, once appointed will be liable to retire by rotation.

Mr. Mandeep Singh has given his declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

The Board considers it desirable and in the interest of the Company to have Mr. Mandeep Singh on the Board of the Company and accordingly the Board recommends the appointment of Mr. Mandeep Singh as a Director as proposed in the resolution set out at Item No. 3 for approval by the Members.

Except for Mr. Mandeep Singh and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Based on the recommendation of the NRC, the Board of Directors appointed Mr. Mohit K Chheda (DIN: 06594845) as an Additional Director of the Company and liable to retire by rotation, w.e.f November 03rd, 2021, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Mohit K Chheda (DIN: 06594845) shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of NRC, proposing his candidature for the office of Non-Executive Director. Mr. Mohit K Chheda, once appointed will be liable to retire by rotation.

Mr. Mohit K Chheda has given his declaration to the Board that he is not restrained from acting as a Non-Executive Director by virtue of any Order passed by the SEBI or any such authority and is

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eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

The Board considers it desirable and in the interest of the Company to have Mr. Mohit K Chheda on the Board of the Company and accordingly the Board recommends the appointment of Mr. Mohit K Chheda as a Non-Executive Director as proposed in the resolution set out at Item No. 4 for approval by the Members.

Except for Mr. Mohit K Chheda and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

To,
Board of Directors
ORACLE CREDIT LIMITED
Flat No. B-502, 5th Floor, B-wing,
Statesman House 148, Barakhamba Road,
Connaught Place New Delhi - 110001 IN

Dear Sir,

Sub: Compliance Certificate on Compliance with proposed preferential issue of 13,87,500 equity shares by Oracle Credit Limited in terms of Chapter V of SEBI (ICDR) Regulation, 2018

We, Vikas Kumar Verma & Associates Practicing Company Secretary, having Office at Delhi, have verified the relevant records and documents of "ORACLE CREDIT LIMITED" (The Company) with respect to the proposed issue of 13,87,500 (Thirteen Lakh Eighty Seven Thousand and Five Hundred) Equity Shares with face value of INR 10/- each at an issue price of INR 48/- on preferential basis for consideration other than cash and for cash by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID & Client id *	Qty	Lock-in details	
			From	To
NA	NA	NA	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form

- None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

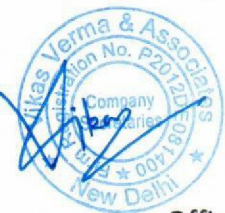
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Firm Registration No:- **P2012DE081400**, Udyog Aadhaar Number:- **DL03D0019626**

GST No.:- **07AAOFV2342L1ZR**, Peer Review Certificate No. **899/2020**

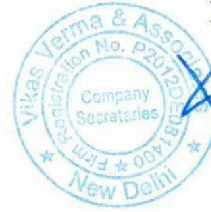
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Website: www.vvanda.com



- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- f) Post the present preferential issue, the total allotment of the issuer in the same financial year i.e. 2021-2022 is *more than 5% of the post issue fully diluted share capital of the issuer.*

For & on behalf of
Vikas Verma & Associates
Company Secretaries
FRN: P2012DE081400



Vikas Kumar Verma

Vikas Kumar Verma
Managing Partner
M.No. F9192
C.P.No. 10786

Date: 31/03/2022
Place: New Delhi
UDIN: F009192C003445341