

# Oracle Credit Limited

(CIN: L65910DL1991PLC043281)  
Regd. Office: P-7, Green Park Extension, New Delhi-110016  
E mail: oracle\_credit@yahoo.co.in, info@oraclecredit.co.in  
Website: www.oraclecredit.co.in  
Tel: 011-26167775



**Ref. No.: OCL/2020-21/249**

**To**  
**Listing Operations**  
BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

**Date: September 05, 2020**

**Scrip Code: 539598**

**Sub: Notice of 30<sup>th</sup> Annual General Meeting, Book Closure and E-Voting information**

Dear Sir/ Madam,

In reference of above captioned subject we wish to inform you the following:

1. The 30<sup>th</sup> Annual General Meeting of the Oracle Credit Limited (“the Company”) is scheduled to be held on Tuesday, September 29, 2020 at 01.00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).
2. Register of Members and Share transfer books of the company, will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.
3. Pursuant to Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their votes(s) through remote e-voting starting from Saturday, September 26, 2020 at 09:00 A.M. to Monday, September 28, 2020 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 i.e. September 22, 2020 may cast their vote electronically.

Please find enclosed herewith the Notice of 30<sup>th</sup> Annual General Meeting of the Company.

You are requested to take the information on record and oblige.

Thanking You,  
Yours faithfully,  
For **Oracle Credit Limited**

**Ashok Kumar Jain**  
**Manging Director**



Encl: As Above



**ORACLE CREDIT LIMITED**

CIN: L65910DL1991PLC043281

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

E-mail: info@oraclecredit.co.in, oracle\_credit@yahoo.co.in

Website: www.oraclecredit.co.in Phone: 011- 26167775

**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Oracle Credit Limited will be held on Tuesday, September 29, 2020 at 01:00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") as permitted to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Meena Jain (DIN: 00209017) who retires by rotation, and being eligible, offers herself for re- appointment.

**Special Business:**

3. 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 Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules thereon (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of and payment of remuneration to Mr. Ashok Kumar Jain (DIN 00091646), as Managing Director of the Company for further term of 5 consecutive years with effect from October 30, 2019 to October 29, 2024, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to vary the terms including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed to by and between Mr. Ashok Kumar Jain and the Company from time to time without any further reference to the members of the Company in general meeting."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration and other terms and conditions as detailed in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Mr. Ashok Kumar Jain be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act."

**"RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Persons of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

Place: New Delhi  
Date: 29.08.2020

**Ashok Kumar Jain**  
Managing Director

**Notes:**

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI in respect of the Directors seeking re-appointment are annexed to this Notice.
3. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 05, 2020, respectively (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circular") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and SEBI Circular, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. In terms of the aforesaid circulars, the businesses set out in the Notice shall be transacted only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dispensed with for this AGM to be held through VC/OAVM. Accordingly, the Proxy Form and Attendance Slips are not annexed to this Notice.
5. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, the Annual Report including Notice of AGM are being sent only by electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).  
Member may note that Notice and Annual Report 2019-20 will be uploaded on the website of the Company at [www.oraclecredit.co.in](http://www.oraclecredit.co.in) and the website of the Stock Exchange where the shares are listed and traded, viz, [www.bseindia.com](http://www.bseindia.com). The Notice will also be available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. The Annual General Meeting shall be through Video Conferencing/Other Audio Visual Means. However, the deemed place of Meeting shall be the Registered Office of the Company situated at P-7, Green Park Extension, New Delhi-110016.
11. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, will be electronically available for inspection by the members during the meeting.
12. All documents referred to in the Notice and other relevant papers shall be available for inspection electronically.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the meeting.

14. In terms of provisions of Section 139 of the Companies Act, 2013, the Members of the Company at 27th Annual General Meeting (AGM) of the Company held on July 26, 2017 had appointed M/s. Jain Arun & Co., Chartered Accountant (Firm Registration No. 011158N) as Statutory Auditors of the Company for a period of five years to hold office until the conclusion of 32nd AGM subject to ratification by Members of the Company at each AGM. The companies Amendment Act, 2017 had omitted the requirement of ratification of appointment of statutory auditors at every AGM which became effective from May 07, 2018. Hence no resolution is being proposed for ratification of appointment of statutory auditors at the AGM.
15. SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.
16. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc. Members can contact the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services (P) Limited, for assistance in this regard.
17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
18. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details, etc. to the Company's Registrar and Transfer Agent (RTA), Beetal Financial & Computer Services (P) Limited. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details, etc. to their respective Depository Participants.
19. As per Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 or SH-14 (Cancellation or Variation of Nomination). Members holding shares in physical form may submit the same to Beetal Financial & Computer Services (P) Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
20. Manner of registering / updating email addresses by the Members is given below:
  - i. For shares held in physical form - Send a request to the Registrar and Transfer Agents of the Company, Beetal Financial & Computer Services (P) Limited at beetalrta@gmail.com.
  - ii. For shares held in demat form - Please contact your Depository Participant (DP)
21. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.
22. The communication details of Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services (P) Limited is as follows:

Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062; Phone: 011-2996 1281-83 ; E- mail: beetalrta@gmail.com
23. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon, the Register of Members and Share Transfer Books will remain closed from **Wednesday, September 23, 2020 to Tuesday, September 29, 2020** (both days inclusive) for the purpose of AGM.
24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
26. **The process and manner for members opting for voting through electronic means are as under:**
  - (i). In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the convening AGM by electronic mode. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") and e-voting at the AGM will be provided by Central Depository Services (India) Ltd (CDSL).

- (ii). The facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- (iii). The Board of Directors has appointed Mr. K.O. Siddiqui, Practicing Company Secretary (ICSI Membership No. 2229) as the Scrutinizer to scrutinize the e- voting process and the voting at the Meeting in a fair and transparent manner.
- (iv). The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (v). The process and manner of e-voting are provided herein below. Resolutions passed by the Members through e-voting shall be deemed to have been passed at the AGM.
- (vi). THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:
  - (a) The remote e-voting period begins on **September 26, 2020 at 09:00 A.M. and ends on September 28, 2020 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 (record date) of **September 22, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (d) Click on "Shareholders" module.
  - (e) Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
  - (j) 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.
  - (k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (l) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (m) 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.
  - (n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (o) 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.
  - (p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (r) 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.
  - (s) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
  - (t) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:
    - 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 [investors@oraclecredit.co.in](mailto:investors@oraclecredit.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
    - For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@oraclecredit.co.in](mailto:investors@oraclecredit.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
- (vii). INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:
- (a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
  - (b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - (c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - (d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - (e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from 23rd September, 2020 at 9:00 A.M. to 25th September, 2020 at 05:00 P.M. mentioning their

- name, demat account number/folio number, email id, mobile number at oracle\_credit@yahoo.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance four (4) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii). INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:
- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (ix). NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS
- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (c) 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.
- (d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (e) 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.
- (f) 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 viz [primekoss@hotmail.com](mailto:primekoss@hotmail.com) and [oracle\\_credit@yahoo.com](mailto:oracle_credit@yahoo.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
27. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
28. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
29. **Other Information:**
- (i). The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
- (ii). Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. Tuesday, September 22, 2020, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- (iii). The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (iv). In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of AGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.oraclecredit.co.in and on the website of CDSL immediately after the declaration of result and shall be communicated to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

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

Place: New Delhi  
Date: 29.08.2020

**Ashok Kumar Jain**  
Managing Director

**Registered Office:**

Oracle Credit Limited (CIN: L65910DL1991PLC043281),  
P-7, Green Park Extension, New Delhi-110016  
E-mail: info@oraclecredit.co.in, oracle\_credit@yahoo.co.in  
Website: www.oraclecredit.co.in, Tel: 011-26167775

**Annexures to the Notice**

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

**Item No. 3**

Mr Ashok Kumar Jain was appointed as the Managing Director of the Company for a period of 5 years w.e.f. 30<sup>th</sup> October 2014 with the approval of the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September 2015.

Further, the Board of Directors of the Company ("the Board") at its meeting held on 24<sup>th</sup> October 2019, has, subject to approval of the Members in the Annual General Meeting of the Company re-appointed Mr Ashok Kumar Jain as Managing Director for a period of 5 years w.e.f. 30<sup>th</sup> October, 2019 to 29<sup>th</sup> October, 2024 at the remuneration recommended by the Nomination and Remuneration Committee.

Mr. Ashok Kumar Jain joined the management team in year 2008. He is also the promoter of the Company. Mr. Ashok Kumar Jain is in finance sector for more than 25 years. He has also served in other organizations as Director. His philosophy of honesty, integrity and transparency has nourished the group. His over 25 years of long stewardship has helped the Company flourish. Leadership skills, vigour and a passion for excellence are his tool box, and his ethics of serving the customers through professional acumen has helped the company scale the heights of success. He has over 30 years of versatile experience across a wide array of subjects in the field of Corporate Finance, Investments, Taxation, Audit and Corporate Laws has helped the company to achieve its objectives.

It is proposed to seek the member's approval for the reappointment of and remuneration payable to Mr Ashok Kumar Jain, as Managing Director, in terms of the provisions of the Act. The terms and conditions including remuneration is as given below:

1. Period of Appointment:  
The appointment of Mr. Ashok Kumar Jain as Managing Director will be for a period of 5 (five) years w.e.f. October 30, 2019.
2. Remuneration:  
The Managing Director will be entitled to Cost to Company (CTC) of Rs. 3,60,000/- (Rupees Three Lakhs and sixty thousand only) per annum, inclusive of perquisites like House Rent Allowance(HRA), Leave Travel Concession(LTC), Special Allowance, etc.  
He shall be entitled to such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time.



Explanation: Perquisites and Allowances shall be evaluated, wherever applicable, as per Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

3. Other Benefits:
  - a. He shall be entitled to and re-imburement of all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company.
  - b. He shall be entitled to provision of car for use on the Company's business, reimbursement of telephone expenses at residence and re-imburement of medical expenses, at actuals and not considered as perquisites.
  - c. Such other benefits as are made available by the Company to other members of the staff from time to time.
4. Minimum Remuneration  
In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, he shall be entitled to remuneration by way of salary, performance incentives, perquisites and other allowances not exceeding the limits specified in Schedule V of the Companies Act, 2013.
5. General
  - a. The Managing Director will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter referred as "the Board") shall from time to time determine and entrust to him, and subject to any directions, and restrictions, time to time given and imposed by the Board, he shall have the general control, management and superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
  - b. The Managing Director shall adhere to the Company's Code of Conduct for its Directors and Senior Management Personnel.
6. The office of the Managing Director may be terminated by giving 3 (three) months' prior notice in writing by either party.
7. The terms and conditions of appointment and the payment of remuneration to the Managing Director may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 and any amendments made hereafter in this regard.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ashok Kumar Jain under Section 190 of the Act.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure A.

Additional information in respect of Mr. Ashok Kumar Jain, pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided in Annexure B to this notice.

All Consent and declaration has been duly obtained by the Company. Mr. Ashok Kumar Jain satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Ashok Kumar Jain has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board recommends the resolution set forth in Item no 3 for the approval by the shareholders of the Company as SPECIAL RESOLUTION.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution set out at item No. 3 of the notice, except Mr. Ashok Kumar Jain, Managing Director and Mrs. Meena Jain, Director, who are related to each other and their relatives, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

**ANNEXURE A**

Statement containing the information as required under, Part-II Section-II of Schedule V to the Companies Act, 2013

**I. General Information**

Nature of Industry	Financial Services (RBI registered non deposit taking NBFC )		
Date or expected date of Commencement of commercial Production	Not Applicable		
In case of new companies expected date of commencement of activities as per project approved by the financial Institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators:	<b>Particulars</b>	<b>Financial year 2019-20</b>	<b>Financial year 2018-19</b>
	Total Income	29,31,811	26,87,109
	Total Expenses	12,55,583	12,69,894
	Profit /(Loss) before Tax	16,76,228	14,17,215
	Tax expenses including Deferred tax	4,25,559	3,68,250
	Net profit after taxation	12,50,669	10,48,965
Foreign Investments or Collaboration if any	Not Applicable		

**II. INFORMATION ABOUT THE APPOINTEE:**

Background Details	Mr. Ashok Kumar Jain joined the management team in year 2008. He is also the promoter of the Company. Mr. Ashok Kumar Jain is in finance sector for more than 25 years. He has also served in other organizations as Director. His philosophy of honesty, integrity and transparency has nourished the group. His over 25 years of long stewardship has helped the Company flourish. Leadership skills, vigour and a passion for excellence are his tool box, and his ethics of serving the customers through professional acumen has helped the group scale the heights of success. He has over 30 years of versatile experience across a wide array of subjects in the field of Corporate Finance, Investments, Taxation, Audit and Corporate Laws has helped the company to achieve its objectives.
Past remuneration	FY 2014-15: Rs. 3,75,000 FY 2015-16: Rs. 9,00,000 FY 2016-17: Rs. 9,00,000 FY 2017-18: Rs. 7,87,500 FY 2018-19: Rs. 3,00,008 FY 2019-20: Rs. 1,52,006
Recognition or awards	-
Job profile and his suitability	He is responsible for overseeing the business of the company. To provide vision guidance and direction for long term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company. Mr. Jain plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business and driving the strategic decision making program in the Company. Mr. Jain's is entrusted with the substantial power and authorities to manage the affairs of the Company. He is the driving force behind the development and overall management of the Company contributing to continuous growth, increased productivity and enhanced quality. Considering his expertise knowledge and experience the Board considered it necessary to re-appoint Mr Ashok Kumar Jain as Managing

	Director of the Company for a period of 5 years w.e.f.30 <sup>th</sup> October, 2019, subject to approval of the Members in the General Meeting. He shall devote his whole-time and attention to the business and affairs of the Company and carryout such duties as may be entrusted to him from time to time by the Board of Directors of the Company ("the Board") and exercise such powers as assigned to him by the Board under the superintendence, control and direction of the Board in the best interest of the Company.
Remuneration proposed	As mentioned in the explanatory statement for Item nos. 3
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed to be paid to Mr. Ashok Kumar Jain is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial personnel in other companies comparable with the size of the Company, industry benchmarks in general with the profile and responsibilities of Mr. Ashok Kumar Jain before recommending the remuneration as proposed. Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr Ashok Kumar Jain as the Managing Director is not adequate. Remuneration for a person of his caliber and position should generally be higher than what is being paid to him. However, in the event of loss or inadequacy of profits in any financial year, during the currency of tenure of service of the Managing Director, the payment of Salary, perquisites and other allowances as mentioned above shall be paid as minimum remuneration and shall not exceed limits prescribed under Schedule V of the Companies Act, 2013.
Pecuniary Relationship directly or indirectly with the company, relationship with managerial personnel, if any	Mr. Ashok Kumar Jain is the promoter of the Company. Mr Jain has no other pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.

### III. OTHER INFORMATION:

Reasons of loss or inadequate profit	In the Financial Year 2019-20, the Company made Profit after Tax of Rs. 12.51 lakhs. The proposed remuneration is less than the maximum permissible remuneration prescribed as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve workings and profitability of the Company. All adequate steps and measures which are in the best interest of the company has been taken care. The company will remain committed to generating good returns for its stakeholders. Company would continue to drive growth keeping the stringent risk measures. Moreover company has devised internal checks & record keeping conversation which helps minimizing the risks and finding the errors and deficiencies. The Company would continue its endeavors to increase the revenues to improve its productivity and profits in the coming years.
Expected increase in productivity and profits in measurable terms	With the above steps being taken by the Company, the productivity and profitability is expected to improve and increase. The Company is very conscious about improvement in its revenue and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

**ANNEXURE B**

**Particulars of the Director seeking re- appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI.**

**Item No. 2 & 3**

<b>NAME</b>	<b>Mrs. Meena Jain</b>	<b>Mr. Ashok Kumar Jain</b>
<b>Age</b>	57 years	60 years
<b>Date of Appointment</b>	27/07/1994	30/10/2014 (as Managing Director)
<b>DIN</b>	00209017	00091646
<b>Nature of Expertise in specific functional areas</b>	Mrs. Meena Jain has over 20 years of experience in the area of General Administration.	Mr. Ashok Kumar Jain is in finance sector for more than 25 years. He has also served in other organizations as Director.
<b>Qualification</b>	Bachelor of Arts	B.Com (Hons), FCA
<b>Names of the Listed Companies in which he/ she holds Directorships</b>	Oracle Credit Limited	Oracle Credit Limited
<b>Names of the Listed Companies in which he/ she holds membership/ Chairmanship of Committees</b>	Oracle Credit Limited: 1. Stakeholder Relationship Committee: Chairperson 2. Nomination & Remuneration Committee: Member	Oracle Credit Limited: 1. Audit Committee: Member 2. Stakeholder Relationship Committee: Member
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mrs. Meena Jain is wife of Mr. Ashok Kumar Jain.	Mrs. Meena Jain is wife of Mr. Ashok Kumar Jain.
<b>Remuneration last drawn, if applicable (As per last audited Balance Sheet as on 31<sup>st</sup> March, 2020)</b>	Nil	Rs. 1,52,006
<b>No. of the Board Meetings attended during the financial year 2019-20</b>	7	7
<b>No. of Shares held</b>	Nil	10,08,450

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

Place: New Delhi  
Date: 29.08.2020

**Ashok Kumar Jain**  
Managing Director

**Registered Office:**

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