

**Ref. No.: OCL/2018-19/146**

**Date: October 05, 2018**

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

**Scrip Code: 539598**

**Subject: Submission of Annual Report for the financial year ended March 31, 2018.**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year Ended March 31, 2018 as approved and adopted at the 28<sup>th</sup> Annual General Meeting of the Company held on Friday, September 28, 2018 at 10:30 A.M. at the Registered Office of the Company at P-7, Green Park Extension, New Delhi-110016.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Oracle Credit Limited**



**Ashok Kumar Jain**  
**(Managing Director**  
**& Chief Financial Officer)**  
**DIN-00091646**



**Encl:** As above



**ORACLE CREDIT LIMITED**  
**Annual Report**  
**2017-18**

**CIN: L65910DL1991PLC043281**

## CORPORATE INFORMATION

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Board of Directors	
Ashok Kumar Jain	Chairman cum Managing Director & CFO
Meena Jain	Non- Executive Director
Surinder Kumar Nagpal	Independent Director
Girish Chand Jain	Independent Director

Company Secretary & Compliance Officer
Rupali Kulshrestha (upto 30.06.2018)

Statutory Auditors
M/s Jain Arun & Co. , Chartered Accountants

Registrar & Share Transfer Agent
Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone: 011-2996 1281-83 Fax: 011-2996 1284; E- mail: <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

Bankers
Axis Bank Limited HDFC Bank Limited

Registered Office
P-7, Green Park Extension, New Delhi- 110016 E-mail: <a href="mailto:info@oraclecredit.co.in">info@oraclecredit.co.in</a> <a href="mailto:oracle_credit@yahoo.co.in">oracle_credit@yahoo.co.in</a> Website: <a href="http://www.oraclecredit.co.in">www.oraclecredit.co.in</a> Phone: 011- 26167775 CIN: L65910DL1991PLC043281

28 <sup>th</sup> ANNUAL GENERAL MEETING
On Friday, the 28 <sup>th</sup> September, 2018 at 10:30 A.M. at Registered Office of the Company at P-7, Green Park Extension, New Delhi- 110016

NOTES:
Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
Shareholders intending to require information about the accounts to be explained in the meeting are requested to inform the Company at least seven days in advance of the Annual General Meeting.



**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 28<sup>th</sup> Annual General Meeting of the Members of Oracle Credit Limited will be held on Friday, September 28, 2018 at 10:30 A.M. at the Registered Office of the Company at P- 7, Green Park Extension, New Delhi - 110016 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, 2018 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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, approval be and is hereby accorded to **Mr. Girish Chand Jain (DIN: 00266932)** an Independent Director of the Company to continue to hold office of Independent Director under the current tenure of his appointment i.e. upto September 18, 2019, though he has crossed the age of 75 years.”

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

**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, approval be and is hereby accorded to **Mr. Surinder Kumar Nagpal (DIN: 01171148)** an Independent Director of the Company to hold office of Independent Director under the current tenure of his appointment i.e. upto September 18, 2019, though he has crossed the age of 75 years.”

Place: New Delhi  
Date: 28.08.2018

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

**Ashok Kumar Jain**  
(Managing Director &  
Chief Financial Officer)

**Registered office:**  
P-7, Green Park Extension,  
New Delhi- 110016

**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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**Proxies in order to be effective must be received by the Company, duly completed, stamped and signed, at its registered office not less than 48 hours before the scheduled time of the Annual General Meeting (AGM).** A blank proxy form is enclosed.  
A person can act as Proxy on behalf of the Members, not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. However, a Member holding more than 10% of the total Share Capital may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.
4. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
5. Requisition for inspection of Proxies shall be received from the Members entitled to vote on any resolution at least three days before the commencement of the AGM. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the AGM and ending with the conclusion of the Meeting.
6. Corporate Member(s) intending to send their Authorized Representative(s) to attend the AGM are requested to send, to the Company, a certified copy of the Board Resolution pursuant to Section 113 of the Act, 2013 authorizing such representative(s) to attend and vote at the AGM.
7. The Register of Members and Share Transfer Books will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of AGM.
8. Members, Proxies and Authorized Representatives of the Corporate Member(s) are requested to bring to the Meeting, the Attendance Slip, duly completed and signed and their copy of Annual Report as the practice of handing out copies of the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
9. 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.
10. In case of joint holders attending the AGM, the Member whose name appears first, in the order of the names as per the Register of Members of the Company, shall only be entitled to vote at the AGM.
11. 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.
12. 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

13. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company will send Annual Report electronically to those Members whose e-mail IDs are registered with the Company/Depositories, unless the Member has specifically requested the Company to send such Annual Report in physical form. For Members who have not registered their e-mail IDs, physical copy of the Annual Report for the financial year ended March 31, 2018 will be sent. The Notice of the AGM along with requisite documents and the Annual Report for the year ended March 31, 2018 shall also be available on the Company's website [www.oraclecredit.co.in](http://www.oraclecredit.co.in).
14. The Members who hold shares in dematerialized form and who have not registered/ updated their e-mail addresses so far, are requested to register/update their e-mail addresses with the Depository through their concerned Depository Participant. Members who hold their Shares in physical form and who are desirous of receiving the communications/ documents in electronic form are requested to promptly register their e-mail addresses with the Company by sending details of the email ID at [investors@oraclecredit.co.in](mailto:investors@oraclecredit.co.in). The registered e-mail address will be used for sending all future communications.
15. Route-map to the venue of the Meeting is provided at the end of this Notice.
16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for inspection at the commencement of the Meeting and shall remain open and accessible to the Members during the continuance of the Meeting.
17. 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 in order to enable the management to make the information available at the meeting, if the Chairman so permits.
18. All documents referred to in the Notice and other relevant papers shall be available for inspection at the registered office of the Company on all working days, except Sunday and other national holidays between 11.00 A.M. and 1.00 P.M. up to the date of AGM.

#### **Voting through electronic means-**

19. 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 by the Companies (Management and Administration) Amendment Rules, 2015; 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, the Company is pleased to provide to its Members, the facility to cast their vote electronically on all the resolutions proposed to be considered at the AGM. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by Central Depository Services (India) Ltd (CDSL).
20. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
21. 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.
22. 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.
23. 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.

**24. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, September 25, 2018 at 09:00 A.M. and ends on Thursday, September 27, 2018 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. Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for Oracle Credit Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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).
  - 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](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Information:**

- a) 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.
- b) 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. Friday, September 21, 2018, 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.
- c) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes through remote e- voting and make not later than



48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith

- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.oraclecredit.co.in](http://www.oraclecredit.co.in) and on the website of CDSL immediately after declaration of result by the Chairman or a person authorized by him in writing and shall be communicated to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

Place: New Delhi  
Date: 28.08.2018

For ORACLE CREDIT LIMITED

Ashok Kumar Jain

(Managing Director &  
Chief Financial Officer)

## Annexures to the Notice

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

#### Item No. 3

At the 24<sup>th</sup> Annual General Meeting of the Members held on 19<sup>th</sup> September, 2014, Mr. Girish Chand Jain, an Independent Director was appointed as such to hold office for the five Consecutive years. Accordingly, his current tenure of appointment is valid upto September 18, 2019.

SEBI has vide notification dated May 09, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force w.e.f. 01-04-2019.

Mr. Girish Chand Jain is aged 76 and therefore his continuance as an independent director requires consent of the members by way of special resolution in view of the aforesaid amendment.

Mr. Girish Chand Jain holds Master Degree in Commerce and is Fellow Member of the Institute of Chartered Accountants of India. He has worked in various industrial enterprises. He has worked as Finance Personnel at M/S K.G. Khosla Compressors Limited and M/s. Super Parts Limited. He is a Director in Himalaya Communication Limited. Mr. G.C. Jain has varied experience in the field of Finance and is presently working as Senior Vice President, Finance in SCJ Plastic Ltd. Having regard to his qualifications, Knowledge and experience, his continuance on the Board of the Company as an Independent Director will be interest of the Company. Accordingly, the Board of Directors recommend passing of the special resolution.

No Director, Key Managerial Personnel or their relatives except Mr. Girish Chand Jain to whom the resolution relates, is interested or concerned in the resolution.

#### Item No. 4

At the 24<sup>th</sup> Annual General Meeting of the Members held on 19<sup>th</sup> September, 2014, Mr. Surinder Kumar Nagpal, an Independent Director was appointed as such to hold office for the five Consecutive years. Accordingly, his current tenure of appointment is valid upto September 18, 2019.

SEBI has vide notification dated May 09, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force w.e.f. 01-04-2019.

Mr. Surinder Kumar Nagpal is aged 81 and therefore his continuance as an independent director requires consent of the members by way of special resolution in view of the aforesaid amendment. Mr. Surinder Kumar Nagpal, holds Bachelor's degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India. He has worked at Asea Brown Boveri Limited at various positions from 1964 to 1998 and also delivered as Director of Finance. He is also the Director in Voith Paper Fabrics India Limited. Having regard to his qualifications, Knowledge and experience, his continuance on the Board of the Company as an Independent Director will be interest of the Company. Accordingly, the Board of Directors recommend passing of the special resolution.

No Director, Key Managerial Personnel or their relatives except Mr. Surinder Kumar Nagpal to whom the resolution relates, is interested or concerned in the resolution.

**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 issued by ICSI .**

**Item No. 2**

<b>NAME</b>	MEENA JAIN
<b>Age</b>	55 years
<b>Date of Appointment</b>	27/07/1994
<b>DIN</b>	00209017
<b>Nature of Expertise in specific functional areas</b>	Mrs. Meena Jain has over 20 years of experience in the area of General Administration.
<b>Qualification</b>	Bachelor of Arts
<b>Names of the Listed Companies in which he/ she holds Directorships</b>	Oracle Credit Limited
<b>Names of the Listed Companies in which he/ she holds membership/ Chairmanship of Committees</b>	<b>Oracle Credit Limited:</b> 1. Stakeholder Relationship Committee: Chairperson 2. Nomination & Remuneration Committee: Member
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mrs. Meena Jain is wife of Mr. Ashok Kumar Jain, Managing Director and Chief Financial Officer of the Company
<b>No. of Shares held</b>	Nil

**Particulars of Mr. Girish Chand Jain, the Continuing Independent Director**

**Item No. 3**

<b>NAME</b>	Mr. Girish Chand Jain
<b>Age</b>	76 years
<b>Date of Appointment</b>	September 19, 2014
<b>DIN</b>	00266932
<b>Nature of Expertise in specific functional areas</b>	Mr. Girish Chand worked in various industrial enterprises. He has worked as Finance Personnel at M/S K.G. Khosla Compressors Limited and M/s. Super Parts Limited. He is working as a Director in Himalaya Communication Limited. Shri G.C. Jain has varied

	experience in the field of Finance and is presently working as Senior Vice President, Finance in SCJ Plastic Ltd.
Qualification	M.Com and Chartered Accountant (FCA)
<b>Names of the Listed Companies in which he/ she holds Directorships</b>	1. Oracle Credit Limited 2. Shivkamal Impex Limited
<b>Names of the Listed Companies in which he/ she holds membership/ Chairmanship of Committees</b>	<b>1. Oracle Credit Limited:</b> Audit Committee: Chairman Nomination & Remuneration Committee: Member Stakeholder Relationship Committee: Member <b>2. Shivkamal Impex Limited:</b> Audit Committee: Chairman Stakeholder Relationship Committee: Chairman Nomination & Remuneration Committee: Member
Relationship with other Directors and Key Managerial Personnel	No
No. of Shares held	Nil

#### Particulars of Mr. Surinder Kumar Nagpal, the Continuing Independent Director

Item No. 4

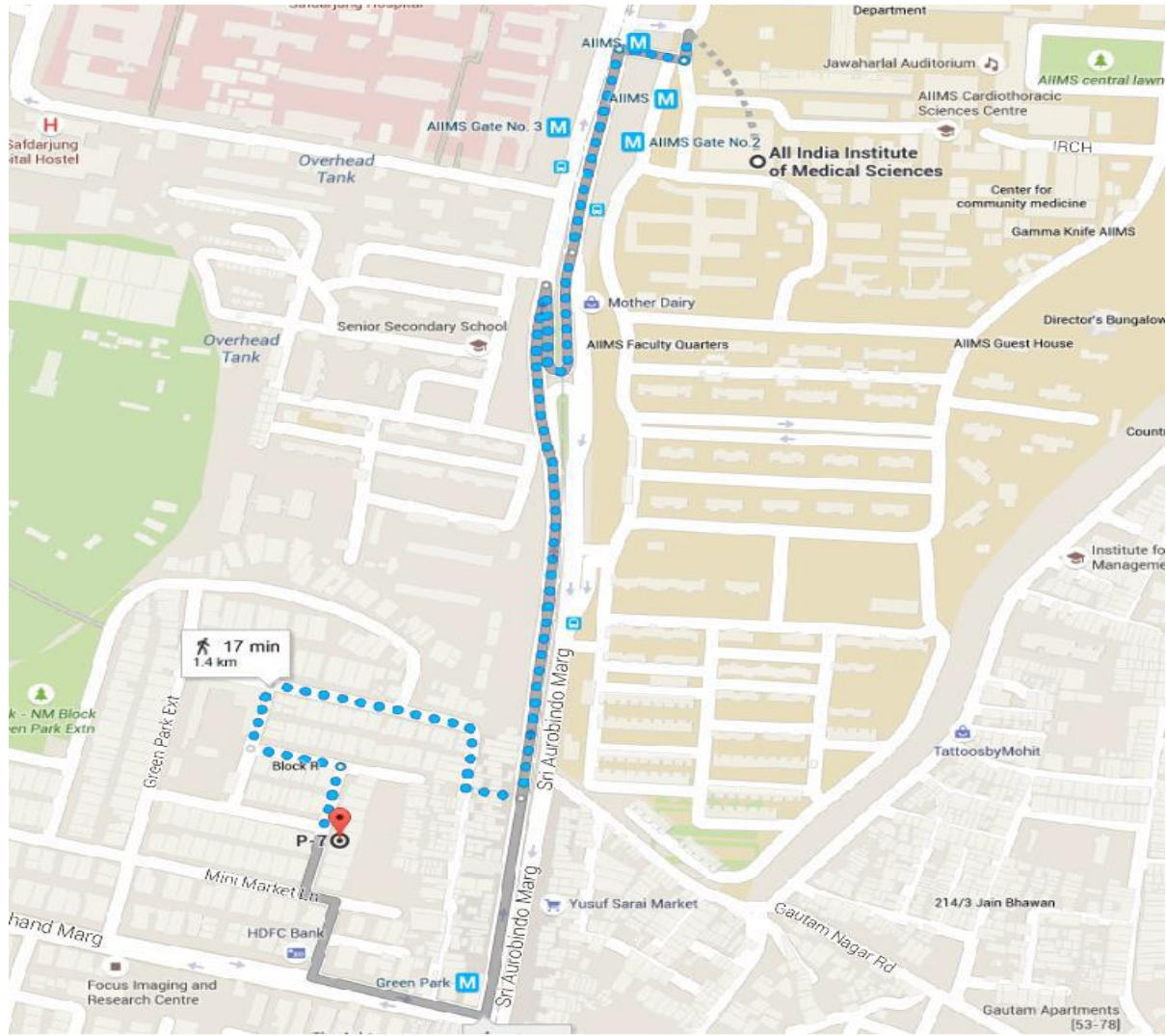
<b>NAME</b>	Mr. Surinder Kumar Nagpal
<b>Age</b>	81 years
<b>Date of Appointment</b>	September 19, 2014
<b>DIN</b>	01171148
Nature of Expertise in specific functional areas	Mr. Surinder Kumar Nagpal worked at Asea Brown Boveri Limited at various positions from 1964 to 1998 and also delivered as Director of Finance. He is also the Director in Voith Paper Fabrics India Limited.
Qualification	Chartered Accountant (FCA) and B.Com
<b>Names of the Listed Companies in which he/ she holds Directorships</b>	1. Oracle Credit Limited 2. Shivkamal Impex Limited 3. Voith Paper Fabrics India Limited
<b>Names of the Listed Companies in which he/ she holds membership/ Chairmanship of Committees</b>	<b>1. Oracle Credit Limited:</b> Audit Committee: Member Nomination & Remuneration Committee: Chairman <b>2. Shivkamal Impex Limited:</b> Audit Committee: Member Nomination & Remuneration Committee: Member Stakeholder Relationship Committee: Member <b>3. Voith Paper Fabrics India Limited:</b> Audit Committee: Chairman Nomination & Remuneration Committee: Member
Relationship with other Directors and Key Managerial Personnel	No
No. of Shares held	Nil

Place: New Delhi  
Date: 28.08.2018

For ORACLE CREDIT LIMITED

Ashok Kumar Jain  
(Managing Director &  
Chief Financial Officer)

**ROUTE MAP TO THE VENUE OF 28<sup>th</sup> ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, SEPTEMBER 28, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT P-7, GREEN PARK EXTENSION, NEW DELHI- 110016**



## Directors' Report

To  
The Members,  
**Oracle Credit Limited**

Your Directors have pleasure in presenting the 28<sup>th</sup> Annual Report on the business and operations of the Company together with the audited Financial Statements of the Company for the financial year ended March 31, 2018.

### FINANCIAL PERFORMANCE

A summary of the financial performance of the Company during the financial year 2017-18 along with previous year figures are given below:

PARTICULARS	2017-18	2016-17
Revenue from Operations	24,91,388	26,02,806
Other Income	23,530	-
<b>Profit before Depreciation and Tax</b>	<b>5,62,649</b>	<b>6,03,183</b>
Less: Depreciation	9,333	19,821
<b>Profit before Tax</b>	<b>5,53,316</b>	<b>5,83,362</b>
Less: Tax Expense	1,82,538	2,34,946
<b>Profit/ (Loss) after Tax</b>	<b>3,70,778</b>	<b>3,48,416</b>
Add: Balance brought forward from previous year	(27,82,784)	(30,61,517)
<b>Appropriation:</b>		
Transfer to RBI Reserve Fund A/c	(74,156)	(69,683)
Income Tax refund Non-recoverable	(15,410)	-
<b>Balance carried forward to Balance Sheet</b>	<b>(25,01,572)</b>	<b>(27,82,784)</b>

### EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 and 134 of the Companies Act, 2013 read with the allied Rules, an extract of Annual Return in the prescribed Form MGT-9 is annexed to this Report as **Annexure-I**.

### Number of Board Meeting

The Board of Directors of the Company meets at regular intervals to take business decisions and to discuss the performance of the Company. During the financial year ended March 31, 2018, the Board of Directors met four times viz. on 25/05/2017, 04/09/2017, 14/11/2017 and 07/02/2018. The maximum interval between any two meetings was not more than one hundred and twenty days. There was no resolution passed by circulation by the Board of Directors pursuant to the provisions of Section 175 of the Companies Act, 2013.

Notice of the Board/ Committee Meeting(s) together with the Agenda of the items to be transacted at the Board Meeting(s) were sent to all the Directors at least seven days before the date of the Board Meeting in order to enable the Directors to take an informed decision.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the

Companies Act, 2013, the Directors hereby confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **FRAUD REPORTING**

During the year under review, no incident of fraud has been reported by the Statutory Auditors to the Audit Committee pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

### **DECLARATION FROM INDEPENDENT DIRECTORS**

The Company has received the Declaration of Independence from its Independent Directors i.e. Mr. Girish Chand Jain (DIN: 00266932) and Mr. Surinder Kumar Nagpal (01171148) confirming that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and that they are not disqualified from continuing their appointment as Independent Director.

### **NOMINATION AND REMUNERATION POLICY**

The Company's Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under Section 178(3) of the Companies Act, 2013 can be accessed on the Company's website at [http://www.oraclecredit.co.in/pdf/policies/No nomination%20and%20Remuneration%20Policy.pdf](http://www.oraclecredit.co.in/pdf/policies/No%20nomination%20and%20Remuneration%20Policy.pdf). The Policy is enclosed as **Annexure - II**

### **RESPONSE TO AUDITORS' REMARKS**

There is no qualification, reservation, adverse remark or disclaimer made by M/s. Jain Arun & Co., Chartered Accountant, Statutory Auditor of the Company and M/s Siddiqui & Associates, Company Secretaries, Secretarial Auditor of the Company in their Report for the financial year 2017-18.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company, being a Non-Banking Finance Company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of Section 186 of the Companies Act, 2013 in respect of loans, guarantees and security provided by it. Accordingly, the disclosures of the loans and guarantees given as required under the aforesaid Section have not been given in this Report. Further, the Company has not made any investments attracting the provisions of Section 186 of the Companies Act, 2013 during the year under review.

### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year under review, no contract or arrangement as referred to in Section 188 of the Companies Act, 2013 was entered into by the Company with any of its related parties.

Accordingly, the disclosure in Form AOC-2 as prescribed under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is not required and hence, the same is not attached with this Report. Related Party Transactions Policy can be accessed at <http://www.oraclecredit.co.in/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>.

### **STATE OF COMPANY'S AFFAIRS**

During the year under review, total revenue of the Company decreased to Rs. 25,14,918/- as compared to Rs. 26,02,806/- during the financial year 2016-17 registering a decline of 3.38%.

However, the Net Profit after Tax of the Company increased to Rs. 3,70,778/- as compared to Rs. 3,48,416/- during the financial year 2016-17 registering a growth of 6.42%

### **TRANSFER TO RESERVES**

The Board of Directors of the Company in its Meeting held on May 23, 2017 resolved not to transfer any amount to General Reserve.

### **TRANSFER TO RBI RESERVE FUND ACCOUNT**

Details of the amount transferred by the Company to RBI Reserve Fund Account as per the provisions of Section 45-IC of the Reserve Bank of India Act, 1934 are given in the Financial Statements of the Company for the year ended March 31, 2018 forming part of this Annual Report.

### **DIVIDEND**

The Board of Directors of the Company deems it appropriate to preserve the financial resources of the Company for its future activities and therefore, did not recommend any dividend on the Equity Shares for the financial year ended March 31, 2018.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which Financial Statements relate i.e. March 31, 2018 and the date of this Report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company being a Non-Banking Finance Company (NBFC) does not have any manufacturing activity. Thus, the provisions

related to conservation of energy and technology absorption are not applicable on the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

Further, the Company does not have any foreign exchange earnings and outgo.

#### **RISK MANAGEMENT POLICY**

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has a structured Risk Management Policy duly approved by the Board of Directors. The Risk Management process is designed to safeguard the Company from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business of the Company. The potential risks are integrated with management process such that they receive the necessary consideration during the decision making. It has been dealt in greater detail in Management Discussion and Analysis Report annexed to this Report. The Risk Management Policy of the Company can be accessed at <http://www.oraclecredit.co.in/pdf/policies/Risk%20Management%20Policy.pdf>

#### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provisions of Section 135(1) of the Companies Act, 2013, the provisions related to Corporate Social Responsibility (CSR) are applicable on companies having net worth of rupees five hundred crore or more; or turnover of rupees one thousand crore or more; or a net profit of rupees five crore or more.

The present financial position of the Company does not make it mandatory for the Company to undertake CSR initiatives or to formulate CSR Policy during the Financial Year ended March 31, 2018. The Company will constitute CSR Committee, develop CSR Policy and implement the CSR initiatives whenever the same becomes applicable on the Company.

#### **ANNUAL PERFORMANCE EVALUATION**

In compliance with the provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The

Independent Directors, at their separate meeting, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the view that all the committees were performing their functions satisfactorily.

Individual Directors

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters.

Independent Directors, at their separate meeting, have evaluated the performance of Non-independent Directors and the Board as a whole; and of the Chairman of the Board, taking into account the views of other Directors; and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Board and the Independent Directors were of the view that performance of the all the Directors as a whole was satisfactory.

The evaluation framework for assessing the performance of the Directors includes the following broad parameters:

- Relevant expertise;
- Attendance of Directors in various meetings of the Board and its Committees;
- Effective participation in decision making process;
- Objectivity and independence;
- Level of awareness and understanding of the Company's business;
- Professional conduct of the directors in various meetings of the Board and its committees;
- Compliance with the Code of Conduct of the Company;
- Ability to act in the best interest of the Company.

#### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

As on March 31, 2018, the Company does not have any Subsidiary, Associate or Joint Venture Company.

### CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY

During the financial year ended March 31, 2018, there has been no change in the nature of business activities of the Company.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year ended March 31, 2018, there has been no change in the Directors or Key Managerial Personnel of the Company. Following are the details of Directors and Key Managerial Personnel (KMP) of the Company as on March 31, 2018:

S.No.	Name of the Director/ KMP	Designation
1.	Mr. Ashok Kumar Jain	Managing Director and Chief Financial Officer
2.	Mrs. Meena Jain	Non-Executive Non-Independent Director
3.	Mr. Girish Chand Jain	Non-Executive Independent Director
4.	Mr. Surinder Kumar Nagpal	Non-Executive Independent Director
5.	Ms. Rupali Kulshrestha	Company Secretary

Ms. Rupali Kulshrestha has resigned from the post of Company Secretary w.e.f. June 30, 2018.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Meena Jain (DIN: 00209017) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers herself for re-appointment.

None of the Directors of the Company are disqualified under the provisions of Section 164(2) of the Companies Act, 2013.

### PUBLIC DEPOSITS

The Company, being a Non-Deposit accepting Non-Banking Finance Company, has not accepted/ invited any deposits from the public during the financial year ended March 31, 2018 in terms of the provisions of Chapter V of the Companies Act, 2013 read with the allied Rules and the Directions issued by Reserve Bank of India for Non-Deposit accepting Non-Banking Finance Companies and shall not accept any deposits from the Public without obtaining the prior approval of RBI.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

During the financial year 2017-18, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

### INTERNAL FINANCIAL CONTROLS

The Company has laid proper and adequate systems of internal financial control commensurate with the size of its business and nature of its operations with regard to the following-

- i. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
- ii. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
- iii. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- iv. The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- v. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

### DISCLOSURE UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure-III**.

### AUDIT COMMITTEE

The Audit Committee of the Company is duly constituted in accordance with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and other applicable laws. All Members of the Committee are persons with



ability to read and understand the financial statement. As on March 31, 2018, the Audit Committee of the Company comprises of two Independent Directors i.e. Mr. Girish Chand Jain as Chairman and Mr. Surinder Kumar Nagpal as a Member, and one Promoter Director, Mr. Ashok Kumar Jain as a Member. Mr. Girish Chand Jain, Chairman of the Committee was not present at the 27<sup>th</sup> Annual General Meeting of the Company owing to his pre-occupation. The terms of reference of the Audit Committee is as set out in Section 177 of the Companies Act, 2013 and other applicable laws.

The Committee *inter-alia* reviews the adequacy of Internal Financial Controls and Financial Statements before they are submitted to the Board for their approval. All the recommendations made by the Members of the Audit Committee were accepted by the Board of Directors.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013. As on March 31, 2018, the Nomination and Remuneration Committee of the Company comprises of two Independent Directors i.e. Mr. Surinder Kumar Nagpal as a Chairman, and Mr. Girish Chand Jain as Member and one Non-Executive Director, Mrs. Meena Jain as a Member.

The Committee *inter-alia* identify persons who are qualified to become directors and who may be appointed in senior management, shall carry out evaluation of every director's performance, formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

#### **Stakeholders Relationship Committee**

The Stakeholders' Relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013. As on March 31, 2018, the Stakeholders' Relationship committee of the Company comprises of two Non- Executive Directors i.e. Mrs. Meena Jain as Chairman, Mr. Girish Chand Jain as a Member and one Executive Director, Mr. Ashok Kumar Jain as a Member. The Committee *inter-alia* consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer of securities, non-receipt of dividend / notice / annual reports, etc.

#### **VIGIL MECHANISM**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has formulated a 'Whistle Blower Policy' for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and provides safeguard against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The same is also uploaded on the website of the Company at <http://www.oraclecredit.co.in/pdf/Vigil%20Mechanism.pdf>.

During the year under review, no complaints have been received by the Company from any whistle blower.

#### **STATUTORY AUDITORS**

In terms of provisions of Section 139 of the Companies Act, 2013, the Members of the Company at 27<sup>th</sup> 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 32<sup>nd</sup> 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 ratification of appointment of M/s. Jain Arun & Co. as Statutory Auditors is not required.

#### **INTERNAL AUDITOR**

M/s Multi Associates, Chartered Accountants, New Delhi (Firm Registration No. 509955C) was appointed as Internal Auditor of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014. The Report of the Internal Auditors is reviewed by the Audit Committee.

#### **SECRETARIAL AUDITOR**

M/s Siddiqui & Associates, Company Secretaries was appointed as Secretarial Auditor of the Company pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules framed thereunder.

The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2018, is annexed herewith as **Annexure-IV**.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the Financial Year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report as **Annexure-V**.

## CORPORATE GOVERNANCE

As per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance provisions as specified in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paragraph C, D and E of Schedule V are not applicable on the companies whose paid-up share capital and net worth is less than Rupees Ten Crore and Rupees Twenty Five Crore respectively.

Since the paid-up share capital and net worth of the Company is less than the aforesaid threshold limit, the Company is not required to comply with the above mentioned Corporate Governance provisions.

## DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 READ WITH ALLIED RULES

During the year under review, no case of sexual harassment was filed with the

Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the allied Rules.

## SHARE CAPITAL

During the financial year 2017-18, there has been no change in the share capital of the Company. The Paid-up Share Capital of the Company as on March 31, 2018 stands at Rs. 5,55,00,000 comprising of 55,50,000 Equity Shares of Rs. 10/- each.

## LISTING FEES

The Listing Fees for the financial year 2018-19 has been paid by the Company to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

## ACKNOWLEDGEMENT

The Directors place on record their sincere thanks and appreciation for the continued services of the employees who have largely contributed to the efficient management of the Company. The Directors also place on record their appreciation for the support from the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchange, Investors, Lenders and other regulatory authorities.

For and on behalf of Board of Directors of  
**Oracle Credit Limited**

Date: 28.08.2018  
Place: New Delhi

**Ashok Kumar Jain**  
(Managing Director  
& Chief Financial Officer)  
DIN: 00091646

**Meena Jain**  
(Non-Executive Director)  
DIN: 00209017

## Form No. MGT-9

## Extract of Annual Return

as on the Financial Year ended on March 31, 2018

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

**1. REGISTRATION AND OTHER DETAILS**

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

**2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

S. No.	Name and description of main products/ services	NIC Code of the product/ service	% to total turnover of the Company
1	Non- Banking Financial Activities	64920	100%

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
<b>**NIL**</b>					

**4. SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of total Equity)****(i) Category- wise Shareholding**

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON APRIL 01, 2017)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON MARCH 31, 2018)				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	1730650	-	1730650	31.18	1729650	-	1729650	31.16	(0.02)
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>1730650</b>		<b>1730650</b>	<b>31.18</b>	<b>1729650</b>		<b>1729650</b>	<b>31.16</b>	<b>(0.02)</b>
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-

c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1730650</b>		<b>1730650</b>	<b>31.18</b>	<b>1729650</b>	-	<b>1729650</b>	<b>31.16</b>	<b>(0.02)</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non Institutions</b>									
<b>a) Bodies corporate</b>									
i) Indian	201351	1379700	1581051	28.49	223421	650000	873421	15.74	(12.75)
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	110399	507900	618299	11.14	150266	483600	633866	11.42	0.28
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1369200	143800	1513000	27.26	1417033	766000	2183033	39.34	12.08
c) Others (specify)	-	-	-	-	-	-	-	-	-
H.U.F.	61500	45500	107000	1.93	94330	35500	129830	2.34	0.41
Clearing Members	-	-	-	-	200	-	200	0.00	0.00
<b>SUB TOTAL (B)(2):</b>	<b>1742450</b>	<b>2076900</b>	<b>3819350</b>	<b>68.82</b>	<b>1885250</b>	<b>1935100</b>	<b>3820350</b>	<b>68.84</b>	<b>0.02</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>1742450</b>	<b>2076900</b>	<b>3819350</b>	<b>68.82</b>	<b>1885250</b>	<b>1935100</b>	<b>3820350</b>	<b>68.84</b>	<b>0.02</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3473100</b>	<b>2076900</b>	<b>5550000</b>	<b>100.00</b>	<b>3614900</b>	<b>1935100</b>	<b>5550000</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

S. NO.	SHAREHOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON APRIL 01, 2017)			SHAREHOLDING AT THE END OF THE YEAR (AS ON MARCH 31, 2018)			% CHANGE IN SHARE HOLDING DURING THE YEAR
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED ENCUMBERED TO TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED ENCUMBERED TO TOTAL SHARES	

1.	Mr. Ashok Jain	944000	17.01	-	1008450	18.17	-	1.16
2.	Dr. Sughan Chand Jain	721200	12.99	-	721200	12.99	-	-
3.	Mrs. Meena Jain	54950	0.99	-	-	-	-	(0.99)
4.	Mr. Amit Jain	8800	0.16	-	-	-	-	(0.16)
5.	Mr. Jugal Kishore Jagannathprasad Jain	1000	0.02	-	-	-	-	(0.02)
6.	Mrs. Vimla Jain	700	0.01	-	-	-	-	(0.01)
	<b>Total</b>	<b>1730650</b>	<b>31.18</b>	<b>-</b>	<b>1729650</b>	<b>31.16</b>	<b>-</b>	<b>(0.02)</b>

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

S. NO.	PARTICULARS	SHARE HOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHARE HOLDING DURING THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
<b>Mr. Ashok Jain</b>					
1	At the beginning of the year	944000	17.01%	944000	17.01%
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	Shares transferred from Mrs. Vimla Jain on July 7, 2017	700	0.01%	944700	17.02%
	Shares transferred from Mr. Amit Jain on July 7, 2017	8800	0.16%	953500	17.18%
	Shares transferred from Mrs. Meena Jain on March 9, 2018	54950	0.99%	1008450	18.17%
3	At the end of the year			1008450	18.17%
<b>Dr. Sughan Chand Jain</b>					
1	At the beginning of the year	721200	12.99%	721200	12.99%
2	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			No change in shareholding	
3	At the end of the year			721200	12.99%
<b>Mrs. Meena Jain</b>					
1	At the beginning of the year	54950	0.99%	54950	0.99%
2	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)- Shares transferred to Mr. Ashok Jain on March 9, 2018	(54950)	(0.99%)	0	0.00%
3	At the end of the year			0	0.00%

<b>Mr. Amit Jain</b>					
<b>1</b>	At the beginning of the year	8800	0.16%	8800	0.16%
<b>2</b>	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)- Shares transferred to Mr. Ashok Jain on July 7, 2017	(8800)	(0.16%)	0	0.00%
<b>3</b>	At the end of the year			0	0.00%
<b>Mr. Jugal Kishore Jagannathprasad Jain</b>					
<b>1</b>	At the beginning of the year	1000	0.02%	1000	0.02%
<b>2</b>	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc) – Shares sold through off-market sale on August 11, 2017	(1000)	(0.02%)	0	0.00%
<b>3</b>	At the end of the year			0	0.00%
<b>Mrs. Vimla Jain</b>					
<b>1</b>	At the beginning of the year	700	0.01%	700	0.01%
<b>2</b>	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)- Shares transferred to Mr. Ashok Jain on July 7, 2017	(700)	(0.01%)	0	0.00%
<b>3</b>	At the end of the year			0	0.00%

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

S. NO	NAME OF THE SHAREHOLDERS	FOR EACH OF THE TOP 10 SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
			NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
<b>1</b>	<b>Spark Fincap (P) Limited</b>	At the beginning of the year	400000	7.21	400000	7.21
		Date wise increase/decrease in Share holding during the year: 70000 shares sold on 11-08-2017	(70000)	(1.26)	330000	5.95
		<b>At the end of the year</b>			330000	5.95
<b>2</b>	<b>Ankur Marketing Limited</b>	At the beginning of the year	399700	7.20	399700	7.20
		Date wise increase/decrease in Share holding during the year- 199700 shares sold on 11-08-2017	(199700)	(3.60)	200000	3.60
		<b>At the end of the year</b>			200000	3.60
<b>3</b>	<b>Devinder Kumar Kathuria</b>	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year:	200000	3.60	200000	3.60

		200000 shares acquired on 11-08-2017			
		<b>At the end of the year</b>		200000	3.60
<b>4</b>	<b>Shrutika Singhal</b>	At the beginning of the year			
		-	-	-	-
		Date wise increase/decrease in Share holding during the year: 199700 shares acquired on 11-08-2017	200000	3.60	200000
		<b>At the end of the year</b>		200000	3.60
<b>5</b>	<b>Ekta Agarwal</b>	At the beginning of the year			
		-	-	-	-
		Date wise increase/decrease in Share holding during the year: 199700 shares acquired on 11-08-2017	199700	3.60	199700
		<b>At the end of the year</b>		199700	3.60
<b>6</b>	<b>Covet Financial Services Private Limited</b>	At the beginning of the year			
		180000	3.24	180000	3.24
		Date wise increase/decrease in Share holding during the year: 60,000 Shares sold on 29-12-2017	(60000)	(1.08)	120000
		<b>At the end of the year</b>		120000	2.16
<b>7</b>	<b>Pramod Kumar</b>	At the beginning of the year			
		67500	1.22	67500	1.22
		Date wise increase/decrease in Share holding during the year	-	-	-
		<b>At the end of the year</b>		67500	1.22
<b>8</b>	<b>Pinky Goel</b>	At the beginning of the year			
		67500	1.22	67500	1.22
		Date wise increase/decrease in Share holding during the year	-	-	-
		<b>At the end of the year</b>		67500	1.22
<b>9</b>	<b>Mohan Goel</b>	At the beginning of the year			
		67500	1.22	67500	1.22
		Date wise increase/decrease in Share holding during the year	-	-	-
		<b>At the end of the year</b>		67500	1.22
<b>10</b>	<b>Mohak Goel</b>	At the beginning of the year			
		67500	1.22	67500	1.22
		Date wise increase/decrease in Share holding during the year	-	-	-
		<b>At the end of the year</b>		67500	1.22

## (v) Shareholding of Directors and Key Managerial Personnel:

S. NO.	NAME OF THE DIRECTORS & KMP	SHAREHOLDING OF EACH OF THE DIRECTORS & KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR		
			NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	
<b>1</b>	<b>Ashok Jain</b>	At the beginning of the year		944000	17.01%	944000	17.01%
		Date wise increase/decrease in Share holding during the year					
		Shares transferred from Mrs. Vimla Jain on July 7, 2017		700	0.01%	944700	17.02%
		Shares transferred from Mr. Amit Jain on July 7, 2017		8800	0.16%	953500	17.18%
		Shares transferred from Mrs. Meena Jain on March 9, 2018		54950	0.99%	1008450	18.17%
		<b>At the end of the year</b>				1008450	18.17%
<b>2</b>	<b>Meena Jain</b>	At the beginning of the year		54950	0.99%	54950	0.99%
		Date wise increase/decrease in Share holding during the year – Shares transferred to Mr. Ashok Jain on March 9, 2018		(54950)	(0.99%)	0	0.00%

		At the end of the year			0	0.00%
3	Girish Chand Jain	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-
4	Surinder Kumar Nagpal	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-
5	Rupali Kulshrestha	At the beginning of the year	-	-	-	-
		Date wise increase/decrease in Share holding during the year	-	-	-	-
		At the end of the year	-	-	-	-

#### V. INDEBTEDNESS

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

	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>			**NIL**	
<b>Change in Indebtedness during the financial year</b>				
Additions				
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole time Director and/or Manager

S. NO.	PARTICULARS OF REMUNERATION	NAME OF THE MD/WTD/MANAGER	TOTAL AMOUNT (Rs. In Lacs)
		<b>Mr. ASHOK JAIN - MANAGING DIRECTOR CUM CHIEF FINANCIAL OFFICER</b>	
<b>1</b>	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	9.00	9.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
<b>2</b>	Stock option	-	-
<b>3</b>	Sweat Equity	-	-
<b>4</b>	Commission	-	-
	- as % of profit	-	-
	- others (specify)	-	-



<b>5</b>	Others, please specify		
	<b>Total (A)</b>	9.00	9.00
	<b>Overall Ceiling as per the Act</b>	-	Rs. 60 Lakhs as per Table A of Section II of Part II of Schedule V of Companies Act, 2013

**B. Remuneration to other Directors:**

S. NO.	PARTICULARS OF REMUNERATION	NAME OF THE DIRECTORS		TOTAL AMOUNT (Rs. In Lacs)
		Mr. Girish Chand Jain	Mr. Surinder Kumar Nagpal	
<b>1</b>	<b>Independent Directors</b>			
	(a) Fee for attending Board Committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	<b>Total (1)</b>	-	-	-
<b>2</b>	<b>Other Non Executive Directors</b>	<b>Mrs. Meena Jain</b>		
	(a) Fee for attending Board Committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	<b>Total (2)</b>	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	Rs. 60 Lakhs as per Table A of Section II of Part II of Schedule V of Companies Act, 2013

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

S. NO.	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL		
		COMPANY SECRETARY	MANAGING DIRECTOR CUM CFO	TOTAL (Rs. In Lacs)
		Rupali Kulshrestha (Rs. In lacs)	Ashok Jain (Rs. In Lacs)	
<b>1</b>	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3.60	9.00*	12.60
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
<b>2</b>	Stock Option	-	-	-
<b>3</b>	Sweat Equity	-	-	-
<b>4</b>	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
<b>5</b>	Others, please specify	-	-	-
	<b>Total</b>	3.60	9.00	12.60

\* Mr. Ashok Jain received salary from the Company only for the post held by him as Managing Director of the Company. No salary is being paid by the Company to him during the financial year 2017-18 for holding the office of Chief Financial Officer

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

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

For and on behalf of Board of Directors of  
**Oracle Credit Limited**

Date: 28.08.2018  
Place: New Delhi

**Ashok Kumar Jain**  
(Managing Director  
& Chief Financial Officer)  
DIN: 00091646

**Meena Jain**  
(Non-Executive Director)  
DIN: 00209017

**NOMINATION AND REMUNERATION POLICY**  
**(In terms of Section 178(3) of the Companies Act, 2013)**

**1. PREFACE**

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

**2. DEFINITIONS**

- **"Board"** means Board of Directors of the Company.
- **"Company"** means "Oracle Credit Limited".
- **"Committee"** means "Nomination and Remuneration Committee", constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- **"Employees' Stock Option"** means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **"Key Managerial Personnel" (KMP)** means
  - i. Chief Executive Officer or the Managing Director or the Manager and in their absence, a Whole-Time Director;
  - ii. Company Secretary;
  - iii. Chief Financial Officer; and
  - iv. Such other officer as may be prescribed.
- **"Policy"** or "This Policy" means, "Nomination and Remuneration Policy."
- **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

**3. INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, and/or any other SEBI Regulation(s) as amended from time to time.

**4. PURPOSE OF THE POLICY**

The Objective of the Policy is to ensure that:

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

**5. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

## **A. Appointment criteria and qualifications**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/ her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/ Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

## **B. Term/ Tenure**

### **1. Managing Director/ Whole-time Director/ Manager (Managerial Person)**

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **2. Independent Director**

- As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- As per Section 149(11) of the Companies Act, 2013, no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director of the Company on the date of commencement of the Companies Act, 2013, such tenure shall not be counted as a term under sub-section (10) and (11) of the Section 149 of the Act.

## **C. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

## **D. Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

## **E. Retirement**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **6. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT**

### **A. General**

1. The remuneration/ compensation/ commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for

approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

## **B. Remuneration to Managerial Person, KMP and Senior Management**

### **1. Fixed pay**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

### **2. Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

### **3. Provisions for excess remuneration**

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/ she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## **C. Remuneration to Non-Executive/ Independent Director:**

### **1. Remuneration/ Commission**

The remuneration/ commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

### **2. Sitting Fees**

The Non- Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

### **3. Limit of Remuneration/ Commission**

Remuneration/ Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### **4. Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

## **7. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**8. AMENDMENT TO THE POLICY**

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

For and on behalf of Board of Directors of  
**Oracle Credit Limited**

**Date: 28.08.2018**  
**Place: New Delhi**

**Ashok Kumar Jain**  
**(Managing Director**  
**& Chief Financial Officer)**  
**DIN: 00091646**

**Meena Jain**  
**(Non-Executive Director)**  
**DIN: 00209017**

## Annexure III

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year March 31, 2018:

S. No.	Name of the Director	Designation	Remuneration (in Lakhs)	Median Remuneration* (in Lakhs)	Ratio
1.	Mr. Ashok Kumar Jain	Managing Director	9.00	3.60	2.50
2.	Mrs. Meena Jain	Non- Executive Director	-	3.60	-
3.	Mr. Girish Chand Jain	Independent Director	-	3.60	-
4.	Mr. Surinder Kumar Nagpal	Independent Director	-	3.60	-

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name of the Director/KMP	Designation	% increase in remuneration during the financial year 2017-18
1.	Mr. Ashok Kumar Jain	Managing Director cum Chief Financial Officer	-
2.	Mrs. Meena Jain	Non- Executive Director	-
3.	Mr. Girish Chand Jain	Independent Director	-
4.	Mr. Surinder Kumar Nagpal	Independent Director	-
5.	Ms. Rupali Kulshrestha	Company Secretary	-

3. Percentage increase in median remuneration of employees in the financial year: 50% over the previous year

4. Number of permanent employees on the rolls of the Company: 03 (three)

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There was an average increase of 7.14% in the salary of employees during the last financial year. There was no increase in the managerial remuneration.

6. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid during the financial year ended March 31, 2018 is as per the Remuneration Policy of the Company.

## B. Disclosure under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### i. Name of top 10 employees in terms of remuneration drawn

As on March 31, 2018, the Company only had 3 employees, details of whom are as follows:

S.No.	Particulars	Mr. Ashok Kumar Jain	Ms. Rupali Kulshrestha*	Mr. Girish Kumar
1.	Designation of the employee	Managing Director and Chief Financial Officer	Company Secretary	Accountant
2.	Remuneration received#	Rs. 7,87,500	Rs. 3,24,000	Rs. 2,50,000
3.	Nature of employment	Permanent	Permanent	Permanent
4.	Qualification and experience of the employee	Fellow Chartered Accountant and commerce Graduate. He has 20 years experience in Financing	Associate Member of ICSI and Graduate from Delhi University	B.A. (Pass)
5.	Date of commencement of employment	September 5, 2008	January 4, 2017	February, 2007
6.	Age of such employee	58 years	27 years	41 years
7.	Last employment held by such employee before joining the Company	-	Vinod Kothari & Co. , a PCS Firm	-
8.	Percentage of Equity Shares held by the employee in the Company	18.17%	Nil	Nil
9.	Whether any such employee is a relative of any Director or Manager of the Company	Mr. Ashok Kumar Jain is the husband of Mrs. Meena Jain, Non-Executive Director of the Company	No	No

\* Ms. Rupali Kulshrestha resigned from the post of Company Secretary w.e.f. June 30, 2018

# Remuneration received denotes the total salary received by the employee during the Financial Year 2017-18

### ii. Name of every employee of the Company who if employed throughout the financial year was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees

None

### iii. Name of every employee of the Company who if employed for a part of the financial year was in receipt of remuneration for any part of that year which, in the aggregate, was not less than eight lakh and fifty rupees per month

None



- iv. **Name of every employee of the Company who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company**

None

For and on behalf of Board of Directors of  
**Oracle Credit Limited**

Date: 28.08.2018  
Place: New Delhi

**Ashok Kumar Jain**  
**(Managing Director**  
**& Chief Financial Officer)**  
**DIN: 00091646**

**Meena Jain**  
**(Non-Executive Director)**  
**DIN: 00209017**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**(For the Financial year ended 31<sup>st</sup> March 2018)**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Oracle Credit Limited**  
**P 7, Green Park Extension,**  
**New Delhi 110016,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oracle Credit Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2018** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **The Company does not have any Foreign Direct Investment, Overseas Direct Investment or External Commercial Borrowings.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable to the Company during the Period under Review);
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
  - a. Guidelines on KYC and ALM Measures;
  - b. Returns to be submitted by NBFC;
  - c. Guidelines on Fair Practices Code (FPC);
  - d. Miscellaneous Circulars;
  - e. Policy Circulars
- vii. The provisions of Labour Laws, Environmental Laws and related Laws are not applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

**For Siddiqui & Associates  
Company Secretaries**

**Place: New Delhi  
Date: 28.08.2018**

**K.O.SIDDIQUI  
FCS 2229; CP 128**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENT

The business of the Company is that of a Non Banking Finance Company (NBFC). NBFCs have innovated over time and found ways to address the debt requirements of every segment of the society. The sector has evolved from being fragmented and informally governed to being well regulated and in many instances adopted best practices in innovation, governance and risk management. NBFCs provides a variety of services including fund -based and fee-based activities and cater to retail and non- retail markets and niche segments. NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. Observing the importance of NBFCs in India, Reserve Bank of India has issued regulatory framework with the objective to harmonize it with Banks and Financial Institutions.

### OPPORTUNITIES & THREATS

Non- Banking Finance Companies have always given tough competition to the public sector banks which traditionally held large share in the market but are now facing problem of their soaring Non-Performing Assets (NPAs). It is estimated that over 50% of micro, small and medium enterprises (MSMEs) does not have access to formal credit. With private banks deemed to be expensive and public banks struggling with bad loans, opportunities for NBFCs to grab the credit market are higher than ever because NBFCs have the ability to move fast and tap into specific customer segments and meet the non- corporate needs of the economy that is those of Small and Medium Enterprises and retail customers.

The Company closely monitors the threats which comprise of:

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

### SEGMENT WISE OR PRODUCT WISE PERFORMANCE

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

### OUTLOOK AND FUTURE PROSPECT

The overall outlook of the industry has improved during the financial year 2017-18. Reserve Bank of India with an objective to bring NBFCs into the ambit of well regulated finance industry, have issued a number of circulars and regulatory clarity after the public discussion. These regulations are framed to address the regulatory gaps and arbitrage. The industry has also responded positively towards these regulations in order to understand and address the associated risk better. Also regulated environment boosts the confidence of customer and increases credibility of the industry.

Revised regulatory framework and various schemes of Government concentrating on finance sector will bring greater opportunities in the coming years.

### RISKS & CONCERNS

The Company is exposed to risks such as financial, operational and political risks. Being an NBFC, risks that are particular to its business and environment includes interest rate volatility, economic cycle, credit risk and market risk. The Company in order to identify and mitigate risks to minimize its impact on business, ensures that prudent risk management practices are followed during the decision making process.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system of the Company is effective and adequate for business processes commensurate with the size and nature of the operations, compliance requirements with the applicable laws and regulation, financial reporting etc.

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

Significant audit observations and follow-up action thereon are reported by the Internal Auditors to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

	(in Rs. Lakhs)	
	2017-18	2016-17
<b>Total Revenue</b>	25.15	26.03
<b>Profit Before Tax</b>	5.53	5.83
<b>Profit after Tax</b>	3.71	3.48

### HUMAN RESOURCES

The Company always regards human resources as its most valuable asset and ensures friendly work environment for its employees to excel. The company had 3 employees as on 31<sup>st</sup> March, 2018

### DISCLAIMER

Certain Statements in the Management Discussion and Analysis Report describing the Company's view about the industry, expectations, objectives, etc may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Factors like changes in government regulations, tax laws and other factors such as industrial relations and economic developments, etc. may further influence the Company's operations. The Company is not under any obligation to publicly amend, modify or revise any forward- looking statement on the basis of any subsequent developments, information or events.

For and on behalf of Board of Directors of  
**Oracle Credit Limited**

Date: 28.08.2018  
Place: New Delhi

**Ashok Kumar Jain**  
(Managing Director  
& Chief Financial Officer)  
DIN: 00091646

**Meena Jain**  
(Non-Executive Director)  
DIN: 00209017

## **Independent Auditor's Report**

**To the Members of  
ORACLE CREDIT LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Oracle Credit Ltd. ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are

appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Jain Arun & Co.**

*Chartered Accountants*

Firm's registration number: 011158N

**CA Arun Kumar Jain**

*Partner*

Membership number: 089862

Place: New Delhi

Date: 23.05.2018



## **"Annexure A" to the Independent Auditors' Report of Oracle Credit Ltd.**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(b) As explained to us, all the Fixed Assets have been physically verified by the management at reasonable intervals which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies between the books records and the physical fixed assets have been noticed.  
  
(c) The title deeds of immovable properties, if any are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.  
  
b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.  
  
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

**For Jain Arun & Co.**

*Chartered Accountants*

Firm's registration number: 011158N

**CA Arun Kumar Jain**

*Partner*

Membership number: 089862

Place: New Delhi

Date: 23.05.2018

## **"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of Oracle Credit Ltd.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Oracle Credit Ltd. ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018.

## **For Jain Arun & Co.**

*Chartered Accountants*

Firm's registration number: 011158N

## **CA Arun Kumar Jain**

*Partner*

Membership number: 089862

Place: New Delhi

Date: 23.05.2018

**ORACLE CREDIT LIMITED**  
**Regd. Office - P-7, Green Park Extension, New Delhi - 110016**  
**CIN: L65910DL1991PLC043281**  
**Balance Sheet as at 31st March, 2018**

Particulars	Note No.	As At March 31, 2018	As At March 31, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's funds</b>			
(a) Share Capital	3	55,500,000	55,500,000
(b) Reserves and Surplus	4	(35,550)	(390,918)
<b>2. Current liabilities</b>			
(a) Other current liabilities	5	515,000	756,610
(b) Short-term provisions	6	146,342	176,699
<b>TOTAL</b>		<b>56,125,792</b>	<b>56,042,391</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible assets	7	15,407	29,795
(b) Non current investments	8	15,460,000	15,460,000
(c) Deferred tax assets (net)	9	3,157	20,544
(d) Long-term loans & advances- financing activities	10	5,900,000	5,900,000
<b>2. CURRENT ASSETS</b>			
(a) Inventories	11	34,040	34,040
(b) Cash and bank balance	12	185,532	2,399,263
(c) Short- term loans and advances- financing activity	13	34,240,780	31,663,376
(d) Other Current Assets	14	286,876	535,373
<b>TOTAL</b>		<b>56,125,792</b>	<b>56,042,391</b>
See accompanying notes forming part of the financial statements	1-27		

In terms of our report attached

**For Jain Arun & Co.**  
**Chartered Accountants**  
**FRN: 011158N**

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

**Arun Kumar Jain**  
**Partner**  
**M. No.089862**

**Ashok Jain**  
**Managing Director &**  
**Chief Financial Officer**  
**DIN: 00091646**

**Meena Jain**  
**Director**  
**DIN: 00209017**

**Place: New Delhi**  
**Date: 23/05/2018**

**Rupali Kulshrestha**  
**Company Secretary**

**ORACLE CREDIT LIMITED**  
**Regd. Office - P-7, Green Park Extension, New Delhi - 110016**  
**CIN: L65910DL1991PLC043281**  
**Statement of Profit and Loss for the year ended 31st March, 2018**

PARTICULARS		Note No.	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>I</b>	Revenue From Operations	15	2,491,388	2,602,806
<b>II</b>	Other Income	16	23,530	-
<b>III</b>	<b>Total Revenue</b>		<b>2,514,918</b>	<b>2,602,806</b>
<b>IV</b>	<b>Expenses</b>			
	Employee Benefits Expense	17	1,361,500	1,371,479
	Finance Costs	18	1,639	531
	Depreciation and Amortization Expense	19	9,333	19,821
	Other Expenses	20	589,130	627,613
	<b>Total expense</b>		<b>1,961,602</b>	<b>2,019,444</b>
<b>V</b>	<b>Profit before tax</b>		<b>553,316</b>	<b>583,362</b>
<b>VI</b>	<b>Tax expense:</b>			
	Current Tax		146,342	176,699
	Deffered Tax		17,387	(2,448)
	Provision for Taxes Earlier Years		18,809	60,695
	<b>Net tax expenses</b>		<b>182,538</b>	<b>234,946</b>
<b>VII</b>	<b>Profit after tax</b>		<b>370,778</b>	<b>348,416</b>
<b>VIII</b>	<b>Earning per share</b>			
	Basic (In Rupees)		<b>0.067</b>	<b>0.063</b>
	Diluted (In Rupees)		<b>0.067</b>	<b>0.063</b>
	Face Value per share (Amount in Rupees)		<b>10</b>	<b>10</b>
	See accompanying notes forming part of the financial statements	1-27		

In terms of our report attached

**For Jain Arun & Co.**  
**Chartered Accountants**  
**FRN: 011158N**

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

**Arun Kumar Jain**  
**Partner**  
**M. No.089862**

**Ashok Jain**  
**Managing Director &**  
**Chief Financial Officer**  
**DIN: 00091646**

**Meena Jain**  
**Director**  
**DIN: 00209017**

**Place: New Delhi**  
**Date: 23/05/2018**

**Rupali Kulshrestha**  
**Company Secretary**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

PARTICULARS	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax		<b>553,316</b>	<b>583,362</b>
Adjustments for:			
Add: Depreciation		9,333	19,821
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>562,649</b>	<b>603,183</b>
Adjustment for:			
(Increase)/Decrease in Trade Receivable		-	12,095
(Increase)/Decrease in loan & advances (Short-term)		(2,577,404)	(279,374)
(Increase)/Decrease in loan & advances (Long-term)		-	1,200,000
Increase/(Decrease) in other Current Liabilities		(241,610)	103,498
(Increase)/Decrease in other Current Assets		(202,099)	(229,188)
<b>Cash used/generated in operation</b>		<b>(2,458,464)</b>	<b>1,410,214</b>
Less: Taxes Paid(net of refund)		(239,678)	60,695
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>(2,218,786)</b>	<b>1,349,519</b>
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets		-	(37,700)
Refund of share application money		-	800,000
Sale of fixed assets		5,055	
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>5,055</b>	<b>762,300</b>
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>			
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		-	-
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)</b>		<b>(2,213,731)</b>	<b>2,111,819</b>
<b>CASH AND CASH EQUIVALENT AS AT THE BEGINNING OF THE YEAR</b>		<b>2,399,263</b>	<b>287,444</b>
<b>CASH AND CASH EQUIVALENT AS AT THE END OF THE YEAR</b>		<b>185,532</b>	<b>2,399,263</b>
See accompanying notes forming part of the financial statement	1-27		

In terms of our report attached

**For Jain Arun & Co.**  
**Chartered Accountants**  
**FRN: 011158N**

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

**Arun Kumar Jain**  
**Partner**  
**M. No.089862**

**ASHOK JAIN**  
**Managing Director &  
 Chief Financial Officer**  
**DIN: 00091646**

**MEENA JAIN**  
**Director**  
**DIN: 00209017**

**Place: New Delhi**  
**Date: 23/05/2018**

**Rupali Kulshrestha**  
**Company Secretary**



**ORACLE CREDIT LIMITED**  
**Regd. Office- P-7, Green Park Extension, New Delhi- 110016**  
**CIN: L65910DL1991PLC043281**  
**Notes to financial statements for the year ended 31st March, 2018**

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**1 Corporate information**

Oracle Credit Limited is a public company in India and was incorporated in the year 1991 under the provisions of the Companies Act, 1956 (now the Companies Act, 2013). The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company, engaged in the business of finance and investment.

**2 Summary of significant accounting policies**

**2.1 Basis for Accounting**

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

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**2.2 Use of Estimates**

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

**2.3 Revenue Recognition**

Revenue from operations includes Interest on loan provided , Interest on FDR, Interest income is recognised on accrual basis.

**2.4 Fixed assets**

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

**2.5 Depreciation on fixed assets**

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

## **2.6 Provisions and contingencies**

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

## **2.7 Investments**

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

## **2.8 Earnings per share**

Basic Earnings per share is calculated by dividing the net profit/loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **2.9 Deferred tax**

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

**NOTES TO AND FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2018**

**3 SHARE CAPITAL**

<b>PARTICULARS</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>3.1 Authorised share capital</b>		
7000000 Equity Shares of Rs.10/- each	<u>70,000,000</u>	<u>70,000,000</u>
<b>3.2 Issued capital</b>		
61,50,300 Equity Shares of Rs. -10/- each fully paid up	<u>61,503,000</u>	<u>61,503,000</u>
<b>Total Issued capital</b>	<u><b>61,503,000</b></u>	<u><b>61,503,000</b></u>
<b>3.3 Subscribed and Paid-Up Share Capital</b>		
55,50,000 Equity Shares of Rs.10/- each fully paid up	<u>55,500,000</u>	<u>55,500,000</u>
<b>Total Subscribed and Paid-Up Share Capital</b>	<u><b>55,500,000</b></u>	<u><b>55,500,000</b></u>
<b>3.4 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>		
<b>Equity shares</b>		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
At the beginning of the year	5,550,000	5,550,000
Add: Shares issued during the year	0	0
Less: Shares forfeited, etc	<u>0</u>	<u>0</u>
Outstanding at the end of the year	<u><b>5,550,000</b></u>	<u><b>5,550,000</b></u>

**3.5 Terms/ rights and restrictions attached to equity shares**

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

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

	<b>As at March 31, 2018</b>		<b>As at March 31, 2017</b>	
	<b>No. of shares</b>	<b>% holding</b>	<b>No. of shares</b>	<b>% holding</b>
<b>Equity shares of Rs 10 each fully paid</b>				
Ashok Jain	1,008,450	18.17	944,000	17.01
Sugan Chand Jain	721,200	12.99	721,200	12.99
Spark Fincap Pvt. Ltd.	330,000	5.95	400,000	7.21
Hind Agro Oils Ltd.	-	-	400,000	7.21
Ankur Marketing Limited	200,000	3.60	399,700	7.20

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

#### 4 RESERVE & SURPLUS

<b>PARTICULARS</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>(a) RBI Reserve Fund</b>		
Opening Balance	2,391,866	2,322,183
Add: Transfer from surplus in the statement of Profit & Loss (Refer Note No. 5(a) below)	74,156	69,683
<b>Closing Balance</b>	<b>2,466,022</b>	<b>2,391,866</b>
<b>(b) Surplus / (deficit) in the statement of Profit and Loss</b>		
Opening Balance	(2,782,784)	(3,061,517)
Add: Profit/(Loss) for the year	370,778	348,416
<b>Less: Appropriation</b>		
- Transfer to RBI reserve fund	74,156	69,683
- Income tax Refund A/Y 2012-13 Non-recoverable	15,410	-
<b>Closing Balance</b>	<b>(2,501,571)</b>	<b>(2,782,784)</b>
<b>Total - Reserve &amp; Surplus</b>	<b>(35,550)</b>	<b>(390,918)</b>

#### Notes:

An Amount of Rs. 74,156/- transferred to RBI Reserve Fund as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profit after taxes for the year.

#### 5 OTHER CURRENT LIABILITIES

Expenses Payable	9,462	10,003
Salary Payable	102,000	50,000
Managerial Remuneration Payable	325,590	565,500
Internal Auditor Fees Payable	12,000	8,000
Audit Fees Payable	34,950	34,425
Legal & Secretarial Expenses	16,178	35,772
TDS payable	14,820	52,910
<b>Total</b>	<b>515,000</b>	<b>756,610</b>

#### 6 SHORT TERM PROVISIONS

Provision for current tax	146,342	176,699
<b>Total</b>	<b>146,342</b>	<b>176,699</b>

#### 7 TANGIBLE ASSETS

Fixed Assets	15,407	29,795
<b>Total</b>	<b>15,407</b>	<b>29,795</b>

#### 8 NON CURRENT INVESTMENTS

##### Unquoted Equity Instruments

Investment in the Equity Shares of Body-Corporates	15,460,000	15,460,000
<b>Total</b>	<b>15,460,000</b>	<b>15,460,000</b>

**9 DEFERRED TAX ASSETS**

Relating to fixed assets	3,157	20,544
<b>Total</b>	<b>3,157</b>	<b>20,544</b>

**10 LONG - TERM LOANS AND ADVANCES****(Unsecured, Considered Good unless otherwise stated)**

Advances given against Booking of Flat/ Property	5,900,000	5,900,000
<b>Total</b>	<b>5,900,000</b>	<b>5,900,000</b>

**11 INVENTORIES**

Stock in Trade	34,040	34,040
<b>Total</b>	<b>34,040</b>	<b>34,040</b>

**12 CASH AND CASH EQUIVALENT**

Cash in Hand	18,899	3,213
Balances with banks		
In current accounts	166,633	2,396,050
<b>Total</b>	<b>185,532</b>	<b>2,399,263</b>

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

Advances recoverable in Cash or in kind or for value to be received

	34,240,780	31,663,376
<b>Total</b>	<b>34,240,780</b>	<b>31,663,376</b>

**14 Other current assets**

Advance Tax A/Y 2018-19	52,000	-
TDS AY 2017-18	-	257,107
TDS AY 2016-17	-	230,079
TDS AY 2018-19	234,876	-
I.T Refund Receivable AY 2012-13	-	15,410
Accrued Interest on loan & advances	-	32,777
<b>Total</b>	<b>286,876</b>	<b>535,373</b>

**15 Revenue from operations**

Interest on Loan	2,366,324	2,602,806
Interest on FDR	125,064	-
<b>Total</b>	<b>2,491,388</b>	<b>2,602,806</b>

**16 Other income**

Interest on Income Tax Refund A/Y 2016-17	18,400	-
Interest on Income Tax Refund A/Y 2017-18	5,130	-
<b>Total</b>	<b>23,530</b>	<b>-</b>

**17 Employee benefits expense**

Director Remuneration	787,500	910,210
Employees Salary	574,000	461,269
<b>Total</b>	<b>1,361,500</b>	<b>1,371,479</b>

**18 Finance costs**

Bank charges	1,639	531
<b>Total</b>	<b>1,639</b>	<b>531</b>

**19 Depreciation and amortisation**

Depreciation on tangible assets	9,333	19,821
<b>Total</b>	<b>9,333</b>	<b>19,821</b>

**20 Other Expenses**

Advertisement and publicity	46,758	26,208
Annual Custody Fee to NSDL	43,422	25,762
Annual Issuer Fees to CDSL	25,876	25,763
Statutory Auditor Remuneration	17,700	17,250
Internal Auditor Remuneration	4,000	4,000
Conveyance	10,057	16,127
Demat expenses	1,092	1,031
Electronic Connectivity Charges	4,690	7,476
E-Voting Charges	8,850	5,750
Filing fee	10,800	4,800
Interest paid on TDS	1,860	535
Legal charges	39,714	39,182
Listing fee BSE	287,500	229,000
Newspaper & Periodicals	4,354	6,871
Penalty paid on TDS Return	15,000	-
Postage & courier	1,397	1,572
Printing and stationery	34,646	38,431
Repair & Maintenance	8,625	2,441
Bad debts	-	162,341
Telephone expenses	7,286	7,828
Website Expenses	10,500	4,500
Misc Expenses	5,003	745
<b>Total</b>	<b>589,130</b>	<b>627,613</b>

- 21 In the opinion of the Board of Directors , the current assets , loans and advances have a value on realisation at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities has been made.
- 22 The entire operation of the company relates to only one segment investment and finance. Hence, there is no separate reportable segment as per Accounting Standard (AS)-17 'Segment Reporting.
- 23 There are no contingent liability or outstanding commitments in knowledge of the management of the company.
- 24 There are no foreign currency transactions entered into by the company.
- 25 Earnings per share

<u>Particulars</u>	<u>As at</u> <u>March 31, 2018</u>	<u>As at</u> <u>March 31, 2017</u>
Net profit/(loss) after tax (Rs.)	370778	348416
Weighted average nos. of equity shares outstanding	5550000	5550000
Face value of each share	10	10
Basic and Diluted Earnings per share	0.067	0.063

26 Related Party Disclosure

- A. List of related parties
- (i) *Key Managerial Persons*  
Mr. Ashok Jain
- (ii) *Enterprises over which directors have significant influence*  
Sidh Leasing Ltd.

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

**For Jain Arun & Co.**  
**Chartered Accountants**  
**FRN: 011158N**

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

**Arun Kumar Jain**  
**Partner**  
**M. No.089862**

**Ashok Jain**  
**Managing Director &**  
**Chief Financial Officer**  
**DIN: 00091646**

**Meena Jain**  
**Director**  
**DIN: 00209017**

**Place: New Delhi**  
**Date: 23/05/2018**

**Rupali Kulshrestha**  
**Company Secretary**

**Note-7**

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

S. No.	Particulars	Gross Block				Depreciation				WDV	
		Opening Balance as on 01.04.2017	Addition During the Year	Disposals During the Year	Closing Balance as on 31.3.2018	Opening Balance as on 01.04.2017	Depreciated on Charged during the Year	On Disposal	Total Depreciation Charged till 31.3.2018	Balance as at 31.3.2018	Balance as at 31.3.2017
1	Computer	26,850	-	-	26,850	25,507	-	-	25,507	1,343	1,343
2	Laptop	33,000	-	-	33,000	31,350	-	-	31,350	1,650	1,650
3	Air Conditioner	35,000	-	35,000	-	33,250	-	33,250	-	-	1,750
4	Air Conditioner II	37,700	-	-	37,700	16,992	9,333	-	26,325	11,375	20,708
5	Printer	4,100	-	4,100	-	3,895	-	3,895	-	-	205
6	Fax Machine	25,000	-	25,000	-	23,750	-	23,750	-	-	1,250
7	Cellular Set	29,000	-	29,000	-	27,550	-	27,550	-	-	1,450
8	Television	8,000	-	8,000	-	7,600	-	7,600	-	-	400
9	Furniture	43,499	-	-	43,499	42,460	-	-	42,460	1,039	1,039
	<b>Total</b>	<b>242,149</b>	<b>-</b>	<b>101,100</b>	<b>141,049</b>	<b>212,354</b>	<b>9,333</b>	<b>96,045</b>	<b>125,642</b>	<b>15,407</b>	<b>29,795</b>
	<b>Previous Year</b>	<b>204,449</b>	<b>37,700</b>	<b>-</b>	<b>242,149</b>	<b>192,533</b>	<b>19,821</b>	<b>-</b>	<b>212,354</b>	<b>29,795</b>	<b>11,916</b>

**For Jain Arun & Co.**  
**Chartered Accountants**  
**FRN: 011158N**

**For and on behalf of Board of Director**  
**ORACLE CREDIT LIMITED**

**Arun Kumar Jain**  
**Partner**  
**M. No.089862**

**Ashok Jain**  
**Managing Director &**  
**Chief Financial Officer**  
**DIN: 00091646**

**Meena Jain**  
**Director**  
**DIN: 00209017**

**Place: New Delhi**  
**Date: 23/05/2018**

**Rupali Kulshrestha**  
**Company Secretary**



**PROXY FORM**  
**FORM NO. MGT- 11**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: **L65910DL1991PLC043281**

Name of the Company: **ORACLE CREDIT LIMITED**

Registered Office: **P- 7, Green Park Extension, New Delhi- 110016**

<b>Name of the Member(s):</b> _____
<b>Registered Address:</b> _____
<b>E- Mail ID:</b> _____
<b>Folio No./ Client ID:</b> _____
<b>DP ID:</b> _____

I/ We, being the Member(s) holding .....shares of the above named Company, hereby appoint:

1. Name: .....  
Address: .....  
e- Mail ID: ..... Signature: ..... or failing him/  
her
2. Name:.....  
Address: .....  
e- Mail ID: ..... Signature: .....or failing him/  
her
3. Name: .....  
Address: .....  
e- Mail ID: ..... Signature: .....

as my/our proxy to attend and vote for me/ us and my/ our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 10:30 A.M. at P- 7, Green Park Extension, New Delhi- 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution Resolutions**  
**No.**

Ordinary Business

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. Appointment of a Director in place of Mrs. Meena Jain (holding DIN: 00209017) who retires by rotation, and being eligible, offers herself for re- appointment.

Special Business

3. Approval for continuance of Mr. Girish Chand Jain as an Independent Director for the balance term of his current tenure
4. Approval for continuance of Mr. Surinder Kumar Nagpal as an Independent Director for the balance term of his current tenure.

Signed this..... day of ..... 2018

Signature of Shareholder.....

Signature of Proxy holder(s) .....

Affix Revenue Stamp
---------------------------

- Note: 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.  
2. For the Resolutions and Notes, please refer to the Notice of the 28<sup>th</sup> Annual General Meeting.

**ORACLE CREDIT LIMITED**

Regd. Off: P-7, Green Park Extension, New Delhi-110016

CIN: L65910DL1991PLC043281

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

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

28<sup>TH</sup> ANNUAL GENERAL MEETING  
**ATTENDANCE SLIP**

Attendance by  
(Please tick the appropriate box)

- Member
- Proxy
- Authorised Representative

**Name(s) of the Member(s) (including joint holders, if any):** \_\_\_\_\_

**Registered Address:** \_\_\_\_\_

**No. of Shares held:** \_\_\_\_\_

**Folio No. / Client ID & DP ID:**  
\_\_\_\_\_

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company being held on Friday, September 28, 2018 at 10:30 A.M. at its Registered Office at P- 7, Green Park Extension, New Delhi- 110016

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

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

**Note: Please cut here and bring the above Attendance Slip to the Meeting.**

----- ✂ ----- ✂ -----  
-----



Registered Office:

**ORACLE CREDIT LIMITED**

CIN: L65910DL1991PLC043281

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

E-mail: [info@oraclecredit.co.in](mailto:info@oraclecredit.co.in)

[oracle\\_credit@yahoo.co.in](mailto:oracle_credit@yahoo.co.in)

Website: [www.oraclecredit.co.in](http://www.oraclecredit.co.in)

Phone: 011- 26167775