

OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

REGISTERED OFFICE : 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071

Ph no. 033-2282-6815/6818/6899, Fax no. 033-2231-4193

Email: octal1@cal2.vsnl.net.in Website : www.occl.co.in

ANNEXURE TO THE NOTICE FOR THE 23rd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25th DAY OF SEPTEMBER, 2015

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Friday, 25th Day of September, 2015 at 04.00 P.M. at its Registered office, 16A, Shakespeare Sarani, Unit - II, 2ND floor, Kolkata - 700 071 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
102484		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
22nd September, 2015 at 9:00 A.M. (IST)	24th September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board

Place: Kolkata
Date : 17-08-2015

Payal Bhutoria
Company Secretary

Encl: AGM Notice / Attendance Slip / Proxy Form / Annual Report

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of **OCTAL CREDIT CAPITAL LIMITED** will be held on Friday, 25th Day of September, 2015 at 04.00 P.M. at its Registered office, 16A, Shakespeare Sarani, Unit - II, 2ND floor, Kolkata - 700 071 to transact the following businesses:

A. ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March' 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jhumar Mall Saraogi (DIN 00139681) who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s Jain Binod & Associates, Chartered Accountants (Firm Reg. No. 320231E) be and are hereby appointed as Statutory Auditors of the Company for one year to hold the office from the conclusion of this Twenty Third Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors."

B. SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 and any other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with listing agreement, Mrs. Vandana Patni (DIN 07111093) appointed as an Additional Director of the Company by the Board of Directors w.e.f. 23rd March, 2015 and who holds office up to the date of this Annual General Meeting and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Vandana Patni for the office of the Director of the Company, be and is hereby elected and appointed as a Director whose office will be liable to retire by rotation.

By Order of the Board

Place: Kolkata
Date : 12th August, 2015

Payal Bhutoria
Company Secretary

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NOTES:

1. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 is attached herewith
2. Member entitled to attend and vote at the ANNUAL GENERAL MEETING, is ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of member not exceeding fifty(50) and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be deposited at the Registered Office of the Company, duly completed and signed not less than FORTY-EIGHT HOURS before the commencement of the meeting .
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th day of September, 2015 to 25th day of September, 2015 (both days inclusive).
6. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
7. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialised form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company. / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.

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10. Annual Report 2014-2015 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.
11. The Notice of the 23rd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 23rd AGM and the Annual Report 2015 will be available on the Company's website, www.occl.co.in.
12. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Additional information, in respect of director seeking appointment / reappointment at the Annual General Meeting is given below:
 - A) Name : Mr. Jhumar Mall Saraogi
Date of Birth : 03 October, 1952
Date of Appointment : 21 April, 2008
Specialised Expertise : He has good knowledge in Account, Finance and trade policies
Qualifications : B.Com
Directorship in Other Public Limited Companies apart from this Companies as on 31st March, 2015 : Nil
Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2015: Nil
Shareholding in the company : Nil
 - B) Name : Mrs. Vandana Patni
Date of Birth : 09 September, 1974
Date of Appointment : 23 March, 2015
Specialised Expertise : Accounts & Finance
Qualifications : B.Com

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Directorship in Other Public Limited Companies apart from this Companies as on 31st March, 2015 : Nil

Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2015: Nil

Shareholding in the Company: Nil

15. VOTING THROUGH ELECTRONIC MEANS (Instructions for e-voting)

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 22nd September, 2015 (9:00 am) and ends on 24th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "OCTAL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new

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password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "OCTAL CREDIT CAPITAL LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to patnibl@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith):
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or octal1@cal2.vsnl.net.in

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However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Babu Lal Patni, Practising Company Secretary (Membership No. F2304) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.occl.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and to The Calcutta Stock Exchange Limited, Kolkata.

By Order of the Board

Place: Kolkata

Date : 12th August, 2015

Payal Bhutoria

Company Secretary

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Mrs. Vandana Patni was appointed as an Additional Director with effect from 23rd March, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Vandana Patni candidature for for the office of Director of the Company.

The Board feels that presence of Mrs. Vandana Patni on the Board is desirable and would be beneficial to the company and hence recommend the resolution as set out in the Notice for the consideration and approval of members at the Annual General Meeting.

None of the Directors, except Mr. Dilip Kumar Patni or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board

Place: Kolkata
Date : 12th August, 2015

Payal Bhutoria
Company Secretary

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ATTENDENCE SLIP

DPID* :	FOLIO NO. :
CLIENT ID.* :	NO. OF SHARES HELD :

I/We hereby record my/our presence at 23rd Annual General Meeting of the Company held at 16A, SHAKESPEARE SARANI, UNIT - II, 2ND FLOOR, KOLKATA - 700 071 at 4.00 P.M. on Friday, the 25TH September, 2015.

NAME(S) OF THE MEMBER(S)	
SIGNATURE OF THE MEMBER(S)	

Full Name of proxy (Block Letters)

Members / proxy's Signature

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PROXY FORM

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

CIN : L74140WB1992PLC055931

Name of the Company : OCTAL CREDIT CAPITAL LIMITED

REGISTERED OFFICE : 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071

Name of the Member (s).....

Registered Address

.....

.....

Email ID.

Folio No./ Client ID.

DP ID

I/We being the member ofshares of the above name company, hereby appoint .

Name

Address

Email ID.

Signature

Or Failing him/her,

Name

Address

Email ID.

Signature

Or Failing him/her,

Name

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Email: octal1@cal2.vsnl.net.in Website : www.occl.co.in

Address

Email ID.

Signature

As my/our proxy to attend and vote (on a pole) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, September 25, 2015 at 16A, Shakespeare Sarani, Unit II, 2ND Floor, Kolkata 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Vote (Optional)	
		For	Against
ORDINARY RESOLUTION			
1.	Adoption of Statements of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the Financial Year Ended 31 st March 2015.		
2.	Appointment of Director in place of Mr. Jhumar Mall Saraogi (DIN 00139681) who retires by rotation and, being eligible, offers himself for reappointment.		
3	Re-appointment of M/s Jain Binod & Associates, Chartered Accountants (Firm Reg. No. 320231E) as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
4	Ordinary Resolution for Regularisation of Additional (Women) Director, Mrs. Vandana Patni (DIN : 07111093).		

Signed this Day of 2015.

Signature of the Shareholder :

Signature of 1st Proxy holder (s) :

Affix
Revenue
Stamp

NOTE : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at OCTAL CREDIT CAPITAL LIMITED, 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071 not less than FORTY EIGHT HOURS before commencement of the meeting.