

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: octalcredit1992@gmail.com Website : www.occl.co.in

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of the members of Octal Credit Capital Limited ("the Company") will be held on Monday, 10th Day of August, 2026 at 11.00 A.M. at its Registered office, 16A, Shakespeare Sarani, Unit - II, 2ND floor, Kolkata - 700 071 to transact the following businesses

ORDINARY BUSINESS

1. To consider and adopt the Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2026 together with the Reports of the Auditors and the Board of Directors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Directors' Report and the Audited Annual Financial Statement (Standalone & Consolidated) for the financial year ended 31st March, 2026 along with the Auditors' Report thereon are hereby considered, approved and adopted."

2. To appoint a Director in place of Mr. Dilip Kumar Patni (DIN 01069986) who retires by rotation and, being eligible, offers himself for reappointment.

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, approval of the Board be and is hereby accorded for re-appointment of Mr. Dilip Kumar Patni (DIN 01069986), Director, who shall retire by rotation at the ensuing Annual General Meeting and be re-appointed as Director of the company."

3. To Re-Appoint M/s VASUDEO & ASSOCIATES, Chartered Accountants (FRN 319299E) as Statutory Auditor of the company for 3 years i.e. till the conclusion of the Annual General Meeting to be held in 2029.

"RESOLVED THAT pursuant to section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s VASUDEO & ASSOCIATES, Chartered Accountants (FRN 319299E) are hereby re-appointed as Statutory Auditor of the company for 3 years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2029 at a remuneration to be decided by the Board of Directors".

SPECIAL BUSINESS

4. To Re-appoint Mr. Arihant Patni (DIN: 07210950) as Whole-Time Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable

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provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Arihant Patni (DIN: 07210950) as Whole-Time Director of the Company, for a further period of 5 years with effect from 29th March 2026 and ending on 28th March, 2031, not liable to retire by rotation, upon the terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any Committee thereof) be and is hereby authorised to alter, vary or revise the terms and conditions of the re-appointment and remuneration of Mr. Arihant Patni from time to time, provided that such variation is within the overall limits specified under the Companies Act, 2013, Schedule V thereto and other applicable laws.

5. Appointment of Mr. Mukul Jain (DIN: 06900282) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mukul Jain (DIN: 06900282), who was appointed by the Board as an Additional Director in category of Non-Executive Independent Director with effect from 21st May, 2026 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 consecutive years commencing from 21st May, 2026 up to 20th May, 2031.

6. Appointment of Mrs Sweta Agarwal (DIN 11247147) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs Sweta Agarwal (DIN 11247147), who was appointed by the Board as an Additional Director in category of Non-Executive Independent Director with effect from 21st May, 2026 under Section 161 of the Act and who holds office up to the

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date of this Annual General Meeting, and who has submitted a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 consecutive years commencing from 21st May, 2026 up to 20th May, 2031.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
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 sign 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 from 4th Day of August, 2026 to 10th Day of August, 2026 (both days inclusive).
6. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2025-26 is being sent to all the members whose email id's are registered with the Company/Depository Participants. Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company/ Niche Technologies Pvt Ltd., the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
7. 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

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hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting.

8. 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.
9. 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.
10. 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.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Niche Technologies Pvt. Ltd. for their doing the needful.
12. Members are requested to notify change in address, if any, immediately to Niche Technologies Pvt. Ltd. quoting their folio numbers.
13. The Notice of the 34th 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. Members may also note that the Notice of the 34th AGM and the Annual Report 2026 will be available on the Company's website, www.occl.co.in. The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed, viz www.bseindia.com and www.cse-india.com. The said Notice is also available on the website of NSDL at www.evoting.nsdl.com.
14. 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.
15. 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.
16. Additional information, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards SS2 in respect of director seeking appointment / reappointment are given hereunder :

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Mr. Dilip Kumar Patni (Director)

Name	Mr. Dilip Kumar Patni
DIN	01069986
Age	58
Qualification	Chartered Accountant
Experience	34 Years
Expertise in specific functional Area	Corporate Law & Finance
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 2 of this notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March , 2026	Nil
Date of first appointment on the Board	15.06.1993
Relationship with other Directors / KMP	Nil
Directorship held in other Companies	1. PATNI RESOURCES PVT LTD 2. NICHE TECHNOLOGIES PRIVATE LIMITED 3. PATNI SWEET HOUSING PRIVATE LIMITED 4. GEMINI VINIMAY PRIVATE LIMITED 5. SPRINGFIELD JAIN DEVELOPERS PRIVATE LIMITED 6. NIRMALKUNJ PROJECTS PRIVATE LIMITED 7. TEENLOK BUILDERS PRIVATE LIMITED 8. LIFEFRESH REALCON PRIVATE LIMITED 9. OCTAL REALCON PRIVATE LIMITED
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil
Number of Equity Shares held in the Company as on 31.03.2026	16000

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Mr. Arihant Patni (Whole time Director)

Name	Mr. Arihant Patni
DIN	07210950
Age	34
Qualification	B. Com
Experience	13 Years
Expertise in specific functional Area	Finance & Banking
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	Re-appointment as the Whole Time of the Company for the term of 5 (Five) consecutive years effective from March 29, 2026, to March 28, 2031 subject to the approval by the Members at the ensuing General meeting of the Company.
Date of first appointment on the Board	29.03.2016
Relationship with other Directors / KMP	Nil
Directorship held in other Companies	1. MAGNET COMMOTRADE PRIVATE LIMITED 2. GALLANT TRADECOMM PRIVATE LIMITED 3. DARKIN VINCOM PVT LTD 4. TRANS SCAN SECURITIES PRIVATE LIMITED 5. NICHE TECHNOLOGIES PRIVATE LIMITED 6. NEW VIEW CONSULTANTS PVT.LTD. 7. SPRINGFIELD JAIN DEVELOPERS PRIVATE LIMITED
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil
Information pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 ('Circulars')	Mr. Arihant Patni is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority as required under the circulars.
Number of Equity Shares held in the Company as on 31.03.2025	Nil

Mr. Mukul Jain (Independent Director)

Particulars	Details
Name	Mr. Mukul Jain
DIN	06900282
Type	Director (Non-Executive, Independent Director)

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Qualifications	Bachelor of Commerce (Honours)
No. of Equity Shares held	Nil
Date of Appointment/ Term of appointment	Appointed as an Additional Director (Non-Executive Independent director) for first term of 5 years commencing from May 21, 2026, subject to the approval of the shareholders of the Company.
Brief Profile (in case of appointment of Director)	Mr. Mukul Jain has experience of almost 12 years in the field of corporate finance and corporate strategy. He held leadership roles in various organization during this period
Disclosure of Relationship between Directors (in case of appointment of Director)	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	Mr. Mukul Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Sweta Agarwal (Independent Director)

Particulars	Details
Name	Mrs. Sweta Agarwal
DIN	11247147
Type	Director (Non-Executive, Independent Director)
Qualifications	Company Secretary
No. of Equity Shares held	Nil
Date of Appointment/Term of appointment	Appointed as an Additional Director (Non-Executive Independent director) for first term of 5 years commencing from May 21, 2026, subject to the approval of the shareholders of the Company.
Brief Profile (in case of appointment of Director)	Ms. Sweta Aggarwal has experience of more than 10 years as qualified company secretary. She brings her expertise in Corporate Law and Compliances along with knowledge in finance field.
Disclosure of Relationship between Directors (in case of appointment of Director)	NIL

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Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	Ms. Sweta Agarwal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 7th August, 2026 at 09:00 A.M. and ends on 9th August, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 3rd Day of August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03.08.2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’

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	section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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	- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

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c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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: octalcredit1992@gmail.com Website : www.occl.co.in

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to patnibl@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

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Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to octalcredit1992@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to octalcredit1992@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board

Place: Kolkata
Date: 17.07.2026

Sweety Nahata
Company Secretary and Compliance Officer

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

As required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying notice.

Item No. 4 : Re-appointment of Mr. Arihant Patni (DIN-07210950) as Whole Time Director

The present term of Mr. Arihant Patni (DIN-07210950), Whole-time Director of the Company, expired on 28th March, 2026. Considering his contribution towards the growth and efficient management of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 25.03.2026 have recommended and approved, subject to the approval of the members, the re-appointment of Mr. Arihant Patni (DIN-07210950), as the Whole-time Director of the Company for a further period of 5 years with effect from 29th March, 2026.

The re-appointment is made pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6), Regulation 36 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The principal terms and conditions of his re-appointment are as under:

Terms of Re-appointment

1. Tenure

For a period of 5 years commencing from 29th March, 2026 and ending on 28th March, 2031.

2. Remuneration

Mr. Arihant Patni shall be entitled to the following remuneration:

- Basic Salary: ₹20,000/- (Rupees Twenty Thousand only) per month.
- Annual Increment, if any, may be granted by the Board/Nomination and Remuneration Committee within the limits approved by the Members and as permissible under applicable laws.
- Reimbursement of actual business-related expenses incurred in the performance of his duties.

3. Minimum Remuneration

Notwithstanding anything contained herein, where in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate, Mr. Arihant Patni shall be entitled to receive the above remuneration as minimum remuneration, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as amended from time to time, or such other limits as may be prescribed by the Central Government.

In the event the remuneration payable exceeds the limits prescribed under Schedule V, the Company shall obtain such approvals as may be required under the Companies Act, 2013 and other applicable laws.

Other Terms

- He shall devote his whole time and attention to the business of the Company.
- He shall not be entitled to sitting fees for attending meetings of the Board or Committees thereof.

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- The Board shall have the authority to alter or vary the terms of remuneration within the limits prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, subject to such approvals as may be necessary.
- Either party may terminate the appointment by giving 1 months' written notice or salary in lieu thereof.

Disclosure pursuant to SEBI (LODR)

The Board of Directors is of the opinion that the continued association of Mr. Arihant Patni would be beneficial to the Company considering his experience, industry knowledge, leadership abilities and contribution towards the growth and strategic direction of the Company. His re-appointment will ensure continuity of management and effective implementation of the Company's business plans.

The Board has, on the recommendation of the Nomination and Remuneration Committee, evaluated his performance, integrity, expertise and skills and is satisfied that his re-appointment is in the best interests of the Company and its shareholders.

The information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings, and the applicable provisions of the Companies Act, 2013 relating to Mr. Arihant Patni is provided in the Notes forming part of the Notice convening this Annual General Meeting.

The terms and conditions of his re-appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members.

Except Mr. Arihant Patni, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5: Appointment of Mr. Mukul Jain (DIN: 06900282) as an Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Mukul Jain (DIN: 06900282) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of five years from May 21, 2026 to May 20, 2031, subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received declarations from Mr. Mukul Jain (DIN: 06900282) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Mukul Jain (DIN: 06900282) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The Company has received the requisite consent and disclosures from Mr. Mukul Jain relating to his appointment. In the opinion of the Board, Mr. Mukul Jain (DIN: 06900282) fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director, that he is independent of the management of the Company. He possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

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A brief profile of Mr. Mukul Jain (DIN: 06900282) is given below:

Mr. Mukul Jain is a seasoned professional with extensive experience in finance, corporate governance, regulatory compliance and business management. He possesses sound knowledge of accounting, taxation, risk management, internal controls and strategic planning, and has been associated with various business organisations in advisory and leadership capacities.

His professional expertise, independent judgment and understanding of corporate governance practices enable him to provide valuable guidance to the Board in ensuring transparency, accountability and sustainable business growth. As an Independent Director, he is expected to contribute effectively towards strengthening the Company's governance framework, safeguarding stakeholders' interests and providing objective oversight on strategic and operational matters.

The Board is of the opinion that Mr. Mukul Jain's experience, integrity and professional competence will be of immense value to the Company in discharging its responsibilities effectively.

Except Mr. Mukul Jain, none of the other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6: Appointment of Mrs. Sweta Agarwal (DIN: 11247147) as an Independent Director of the Company

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Sweta Agarwal (DIN: 11247147) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from May 21, 2026 to May 20, 2031, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("the Act"), received in writing a notice from a Member proposing her candidature for the office of Director. The Company has also received declarations from Mrs. Sweta Agarwal (DIN: 11247147) to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Sweta Agarwal (DIN: 11247147) has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties. The Company has also received the requisite consent and disclosures from Mrs. Sweta Agarwal relating to her appointment.

In the opinion of the Board, Mrs. Sweta Agarwal (DIN: 11247147) fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. She possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director.

A brief profile of Mrs. Sweta Agarwal (DIN: 11247147) is given below:

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Mrs. Sweta Agarwal is a seasoned professional with extensive experience in corporate governance and regulatory compliance. She possesses sound secretarial knowledge and been associated with various business organisations in advisory capacities.

Her professional expertise, independent judgment and understanding of corporate governance practices enable her to provide valuable guidance to the Board in ensuring transparency, accountability and sustainable business growth. As an Independent Director, she is expected to contribute effectively towards strengthening the Company's governance framework, safeguarding stakeholders' interests and providing objective oversight on strategic and operational matters.

The Board is of the opinion that Mrs. Sweta Agarwal's experience, integrity and professional competence will be of immense value to the Company in discharging its responsibilities effectively.

Except Mrs. Sweta Agarwal, none of the other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

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ANNEXURE TO THE NOTICE FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 10TH DAY OF AUGUST, 2026

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Rules 2015, 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 Monday 10th Day of August, 2026 at 11.00 A.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
140188		

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

Remote e-Voting start on	Remote e-Voting end on
7th Day of August, 2026 at 9:00 A.M. (IST)	9th Day of August, 2026 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: 17.07.2026

SWEETY NAHATA
CS and Compliance Officer

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

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Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support. You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id. With this one small action, you could leave a greener legacy for future generations. We look forward to your support.

Thanking you,

Yours sincerely

For OCTAL CREDIT CAPITAL LIMITED

Sweety Nahata

Company Secretary & Compliance Officer

-----Cut Here-----

ATTENDANCE SLIP

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

I/We hereby record my/our presence at 34th Annual General Meeting of the Company held at 16A, SHAKESPEARE SARANI, UNIT - II, 2ND FLOOR, KOLKATA - 700 071 at 11.00 A.M. on Monday, the 10th of August, 2026.

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

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 34th Annual General Meeting of the Company, to be held on Monday, 10th of August, 2026 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 :

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Resolution No.	Resolution	Vote (Optional)	
		For	Against
ORDINARY RESOLUTION			
1.	Adoption of Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31 st March, 2026 together with the Reports of the Auditors and the Board of Directors thereon		
2.	Re-Appointment of Director in place of Mr. Dilip Kumar Patni (DIN 01069986) who retires by rotation and, being eligible, offers himself for reappointment.		
3.	Re-Appoint M/s VASUDEO & ASSOCIATES, Chartered Accountant (FRN 319299E) as Statutory Auditor of the company for 3 years i.e. till the conclusion of the Annual General Meeting to be held in 2029.		
4.	Re-appointment of Mr. Arihant Patni (DIN: 07210950) as Whole-Time Director of the Company.		
5.	Appointment of Mr. Mukul Jain (DIN: 06900282) as Non-Executive Independent Director of the Company.		
6.	Appointment of Mrs Sweta Agarwal (DIN 11247147) as Non-Executive Independent Director of the Company.		

Signed this Day of 2026.

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.

Notes:

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) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting. 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

4) This is only optional. Please put a 'T' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.

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- 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
 - 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
 - 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
 - 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
 - 9) Undated proxy form will not be considered valid.
 - 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
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Google Maps 16, Shakespeare Sarani Rd

