



ORCHID SECURITIES LIMITED

Registered Office: : 36 A, Bentinck Street, Kolkata - 700 069. Ph. : 4004-8757 Fax : 033-4004-8757

Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.

Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala

Mobile No: +91 7574895589, **Email :** orchidsecurities_ltd@yahoo.co.in, orchidsl123limited@gmail.com

Website : www.orchidsecuritiesltd.com **CIN :** L18209WB1994PLC062173

PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF ORCHID SECURITIES LIMITED.

The 27th Annual General Meeting of the Members of the Orchid Securities Limited was held on Wednesday, December 23, 2020 at 12.00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17 /2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P /2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 (" Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The meeting commenced at 12:00 P.M

Mr. Sojan Vettukaliei Avirachan, Managing Director of the Company chaired the proceedings of the 27th AGM of the Company.

Directors and KMP's in attendance:

Mr. Sojan Vettukaliei Avirachan, Managing Director of the Company,

Mr. Venkata Ramana Revuru, Executive Director of the Company,

Mr. Yatin Sanjay Gupte, Executive Director of the Company,

Mr. Bhargav Govindprasad Pandya – Non-Executive Non-Whole-time Independent Director of the Company,

Mr Mukeshkumar Bapulai Kaka– Non-Executive Non-Whole-time Independent Director of the Company,

Mr. Nikhil B. Dwivedi – Non-Executive Non-Whole-time Independent Director of the Company,

Mr. Vandana Ravindran Nambiar– Non-Executive Non-Whole-time Independent Woman Director of the Company,

Mr. Mohsinkhan Pathan – Chief Financial Officer (CFO)

Ms. Grishma Ajayrao Shewale – Company Secretary

joined the meeting through VC from administrative office of the Company.





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Other Representatives:

Mr. Santosh Kumar Pandey, Practicing Company Secretaries, Secretarial Auditor & Scrutinizer of the Company and Mr. Rutvij Virendra Vyas (partner of M/s. VCA & Associates, charter accountant), Statutory Auditor of 27th AGM had joined the meeting through VC from their respective Location.

Members:

8 (Eight) Members attended the meeting through VC.

Proceedings in Brief:

Mr. Sojan Vettukallel Avirachan, Managing Director of the Company chaired the Meeting. Ms. Grishma Ajayrao Shewale welcomed all the Directors and Shareholders of the Company to the AGM. She then introduced the Directors on the Board and other representatives one by one.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.

The Chairman then delivered his speech to the shareholders of the Company and requested Ms. Grishma Ajayrao Shewale, Company Secretary of the Company to explain the procedural and technical aspect to the shareholders for attending the meeting regarding the Voting at AGM.

After that, Ms. Grishma Ajayrao Shewale requested Mr. Sojan Vettukallel Avirachan, Chairman of the meeting to take over the further proceedings.

The Notice convening 27th AGM as a part of Annual Report for the Financial Year 2019-20 and report of Statutory Auditors and the Report by Secretarial Auditor (being Non-qualified) were taken as read. Chairman also informed the member that, observations of Secretarial Auditor which are self-explanatory and management reply on the same has been provided in the board report of the Company.





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The Chairman then commenced his speech and gave an overview of the operations and the financial performance of the Company during FY 2020.

Thereafter, Ms. Grishma Ajayrao Shewale, invited speaker shareholders, who had done prior registrations, to speak and ask questions, if any.

The Clarifications were provided by the Chairman/ Managing Director by the queries raised by the members, immediately after the question & answers session.

The following items of business as set out in the Notice convening the 27th AGM were recommended by the Chairman for consideration, approval & adoption of the shareholders.

Ordinary Business:

- 1) ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 ALONG WITH DIRECTOR'S AND AUDITOR REPORT. (Ordinary Resolution)
- 2) APPOINTMENT OF M/S. VCA & ASSOCIATES CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF M/S. N. K. DAGA & ASSOCIATES, CHARTERED ACCOUNTANTS. (Ordinary Resolution)

SPECIAL BUSINESS:

- 3) APPOINTMENT OF MR. SOJAN VETTUKALLEL AVIRACHAN AS MANAGING DIRECTOR OF THE COMPANY TOR A PERIOD OF 5 YEARS WITH EFFECT FROM 09TH MARCH, 2020. (Special Resolution)
- 4) TO APPOINT MR. YATIN SANJAY GUPTA (DIN: 07261150) AS EXECUTIVE NON-INDEPENDENT DIRECTOR. (Ordinary Resolution)
- 5) TO APPOINT MR. VENKATARAMANA REVURU (DIN: 02809108) AS EXECUTIVE NON-INDEPENDENT DIRECTOR. (Ordinary Resolution)
- 6) TO APPOINT MR. BHARGAV GOVINDPRASAD PANDYA (DIN: 08693675) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT DIRECTOR. (Ordinary Resolution)
- 7) TO APPOINT MR. MUKESHKUMAR BAPULAL KAKA (DIN: 08763757) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT DIRECTOR. (Ordinary Resolution)





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- 8) TO APPOINT MRS. VANDANA RAVINDRAN NAMBIAR (DIN: 00376718) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT DIRECTOR. (Ordinary Resolution)
- 9) TO APPOINT MR. NIKHIL BHAGWANSHANKER DWIVEDI (DIN: 08865234) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT DIRECTOR. (Ordinary Resolution)
- 10) TO CONSIDER RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY. (Ordinary Resolution)

After that, Ms. Grishma Ajayrao Shewale then informed the members about the following:

- a. E-voting on the NSDL platform would continue for another 30 minutes to enable the members to cast their votes who have not casted their votes through remote e-voting.
- b. The voting results along with the consolidated Scrutinizer's Report would announce within 48 hours after conclusion of the AGM and the same would be intimated to the Stock Exchanges and also be uploaded on the website of the Company and NSDL

Ms. Grishma Ajayrao Shewale, thereafter, thanked all the members for their participation at the AGM.

The Meeting Concluded at 12.37 P.M.

This is for your information and record.

Chairman

