

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014**

Dear Shareholder's

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Business, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members of Orchid Securities Limited.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions are appended herewith for consideration of the Shareholders.

In view of the Covid-19 pandemic and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India requiring social distancing and in light of circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") in terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020 and Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 (collectively, "MCA Circulars"), MCA has advised the companies to take all decisions requiring members' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has further clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business (es) only by postal ballot up to 31<sup>st</sup> December, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the company should send the postal ballot notice only by email to all its shareholders who have registered their email addresses with the company or depository / depository participant and the communication of assent / dissent of the members will only take place through the remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the MCA Circulars. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the

Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through remote e-voting.

The Shareholders are requested to peruse the following proposed resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The results of the Postal Ballot along with the Scrutinizer's Report will be declared by the Managing Director/ Executive Director/ Director on **January 27, 2021** at the Administrative Office of the Company and will be communicated to MSEI Limited/ CSE Limited i.e. the Stock Exchanges where the equity shares of the Company are listed. The Company proposes to provide voting on the resolutions through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

The said notice of Postal Ballot has also been placed on Company's website viz [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com) and on the website of MSEI limited for perusal by members.

## **SPECIAL BUSINESS:**

### **ITEM NO 1: CHANGE IN NAME OF COMPANY**

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

**"RESOLVED THAT** pursuant to Section 4, 5, 13 and 14 and all other applicable provisions of the Companies act 2013, (hereinafter referred to "the Act") including any statutory modification or re-enactment thereof for the time being in force and the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from Central government (power delegated to Registrar of Companies) and any other appropriate regulatory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, consent of the members be and is hereby accorded to change the name of the Company from **ORCHID SECURITIES LTD** to **I SECURE CREDIT & CAPITAL SERVICES LIMITED** or any other name as may be approved by regulatory authorities under the Companies Act 2013, or any other rules, laws, acts, statutes or regulations as may applicable to the Company.

**FURTHER RESOLVED THAT** the name clause being clause in the Memorandum of Association of the company be altered accordingly.

**FURTHER RESOLVED THAT** in terms of section 14 of the Companies Act 2013, the Articles of Association of the company is altered by deleting the existing name of the company wherever appearing and substituting it with the new name of the company.

**FURTHER RESOLVED THAT** the Board of Directors or any committee thereof is hereby authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the company accordingly without making any further reference to the members for their approval.

**FURTHER RESOLVED THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

#### **ITEM NO - 2: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“Resolved that pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the “MOA”) of the Company by substitution/deletion of certain points in the clauses in the following manner:-

- (i) Clause III (A) (4) of the MOA be deleted permanently and substitute the re-serial number of Clause III (A) Main objects of the Company to be pursued on its Incorporations are: serial number 1 to 7 respectively:

*Clause III (A) (4) of the Main Object of the company to be deleted as follows:*

*4. To act as a Merchant Banker and in that capacity to act as issue managers for raising of capital by way of issue of shares or debentures whether convertible or non-convertible or partly convertible or Bonds or commercial papers or any other mode and whether secured or not through prospectus/letter or offers whether by public issues or*

*by private placement or any other means which inter alia includes preparation of prospectus/letter of offer and any other information relating to the Issues, determining financing structure, tie up of financiers and final allotments and/or refund of the subscription and all related activities in this regard and to act as corporate advisors and to render advisory services relating to capital issued and to act as corporate advisors and to render advisory services relating to capital issued and to act as managers, consultants or advisers to issue of capital in any manner aforesaid to underwrite a part or whole of the issue in consideration of commission in the capacity of a Merchant Banker, to advise, consult and assist issuers of capital in the field of marketing and selling issues in India & overseas.*

*Clause III (A) Main objects of the Company serial number 1 to 7 respectively is as follows:*

- 1. To carry on the business as producers, manufacturers, processors, stockiest, dealers, consultants, importers, exporters, traders, retailers, agents, buyers, or sellers of leather good, garments, agro based/ayurvedic items, Computer software, mobile & its accessories including mobile games, tea, diamond, jewelers, electronic items, granite, marble and various tones, electric item, mineral item, jute and textile product item, steel product, wood, timber, wood product and to carry on transport, travel, agency, tour business, wood product, cotton product, packaging product, tea, tea plantation, different type of oil and oil product, cotton product and to carry on transport, travel agency, tour business, and main resorts etc.*
- 2. To carry on the business of leasing and Hire Purchase in its complete form and for the same purpose acquire asset both moveable and immovable to be leased or hired out to individuals, companies, trusts association of person public or concernment authorities and to do such act incidental to the process of carrying on the business of leasing and/or hire purchase.*
- 3. To act as Investors, guarantors , underwriters and financiers with the object of finance to industrial enterprises, individuals, partnership firms, HUF, to lend or deal with the money either with or without interest or security in current or deposit account with any bank or banks other person or persons upon such terms and condition and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as the company may approve provided however they the company shall carry on banking business as defined under the Banking and Regulation Act 1949 subject to the guidelines issued and regulation Act 1949 subject to the guidelines issued and regulations framed by the Reserve Bank of India or any other authority vested with power under the Banking Regulation Act 1949.*
- 4. To carry on the business of subject to the permission of any regulatory authority in a manner as may be permitted, to lend or invest money and negotiate loans in any form or manner, to draw, accept, endorse, discount promissory notes and other*

*negotiable instrument and securities, to act as an underwriter to any issue whether offered to the public for subscription or by way of private, hold, sell and exchange and deal in any company, public authority or Government, to form, promote, subsidize and assist companies, syndicate and partnerships, to promote and finance industrial enterprises and also to give any guarantees for payment of money or performance of any obligation or undertaking to give advances, loan and subscribe to the capital of Industrial Undertaking and to give undertake any business transaction or operation commonly carried on or undertaken by capitalist, promoters Financers, including micro finance, consumer finance, P2P lending, business of finance borrowing, lending, advising, investing, intermediating, underwriting, broking, trading, custody, trusteeship, fintech, marketplace, client requirement matching, credit scoring, rate setting, collection, recovery, technology services, guarantee taking, guarantee issuance, credit enhancement, issuance of notes, secondary trading of loans/notes/securities, loyalty management, bidding, auction, technology services, wealth management, portfolio management services, mobilization and management of capital, and such other allied services.*

5. *To act as Financial consultant, management, consultants Brokers, dealers, Agents and carry on the business of share broking, money broking, exchange broking and general brokers of shares, debentures, debentures stock, bonds, units, obligations securities, commodities, bullion currencies and to manage the fund of any person or company by investment in various avenues like Growth Fund, Income funds, Tax exemption funds, Pension/superannuation funds, and to pass on the benefits of portfolio Investment to the investor as dividends, Bonds, interest etc. and to provide a complete range of personal financial services like Investment planning, estate planning, tax planning, consultancy/ counseling service in various fields general, administrative, commercial financial, legal , economic , labor, industrial , public relations, scientific, technical, direct and indirect taxation and other levies statistical accountancy, quality control data processing by acquiring/ purchasing sophisticated, office machineries such as computers tabulators, addressing machines etc.*
6. *To take or purchase , acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidize or otherwise assist any such company and to promote, form or acquire any company and to take , purchase , or acquire shares or interest in any company and to transfer to any such company any property of this company.*
7. *To acquire by purchase , lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description including agriculture land, mines, quarries tea or coffee gardens, farms, gardens, Orchards,*

*groves, plantation and any estate or interest therein, and any right over or connected with the land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining hotels, rooms, flat, houses, restaurant, Markets, shops, workshops, mills, factories warehouses cold storages, wharves, godowns, offices, hostels, garden, swimming pools, play-grounds, building, works and conveniences of all kinds and by leasing, hiring or disposing of the same.*

- (ii) The existing heading of Clause III (B) be substituted by the new heading titled as **“Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”**
- (iii) The existing Clause III (C) Other Objects: comprising clauses 1 to 32 are deleted permanently.

**Resolved further that** the words ‘Companies Act, 1956’ in the existing MOA shall be substituted with the words ‘Companies Act, 2013’, wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

**Resolved further that** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**For & On Behalf of the Board**  
**Orchid Securities Limited**  
**SD/-**  
**Sojan Vettukallel Avirachan**  
**(Managing Director)**  
**DIN: 07593791**

**Place: Vadodara**  
**Date: 23<sup>rd</sup> December, 2020**

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the “Companies Act” or the “Act”) with respect of the special business as set out in the Notice is annexed hereto.
2. The MCA by way of the MCA Circulars has provided certain relaxations/exemptions in view of threat posed by Covid-19 pandemic for facilitating the passing of ordinary and special resolutions by companies. Accordingly, this Notice containing the relevant instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on **18<sup>th</sup> December, 2020** (“Cutoff Date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA . Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date. A copy of this Notice will also be available on the Company’s website at [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com) and on the MSEI Ltd.
3. Due to non-availability of postal and courier services, on account of the threat posed by COVID19 pandemic situation, and in terms of the MCA Circulars, the Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020.
4. The Board of Directors of the Company has appointed **Mr. Santoshkumar. K. Pandey, a Practicing Company Secretary, or his associates as the Scrutinizer** for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Executive Director/ CEO and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on **27<sup>th</sup> January, 2021** at the Administrative Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
5. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot.
6. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Administrative Office of the Company on all working days except holidays between 11.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot and any shareholders who wants to avail the same be provided with a soft copy.

7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's **Registrar and Transfer Agent; Maheshwari Datamatics Private Limited**, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
9. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s).-As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document-may be served on any member by sending it to him/her by-such electronic mode as may be prescribed including by facsimile telecommunication-or to electronic mail address, which the member has provided to his/her Depository-Participants(s)/Company Share Transfer Agent from time to time for sending-communications.
11. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for e-voting. A person who is not member on Cut-off Date should treat this Notice for information purpose only.
12. The Company will issue necessary advertisements in the newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses/Mobile numbers are not available in the records of RTA and Depositories
13. Communication of the assent / dissent to the resolutions proposed in the Notice would take place only through remote e-voting.



14. The Board of Directors at their meeting held on **23<sup>rd</sup> December, 2020** has appointed Santoshkumar K Pandey, Company Secretaries, Mumbai (Membership No. ACS 8546) an Independent Professional as the Scrutinizer for conducting the postal ballot process by e-voting in a fair and transparent manner.
15. In compliance with provisions of Sections 108 and Section 110 of the Companies Act read with Rule 20 and Rule 22 of the Rules and SS-2, the Company is providing e-voting facility to enable members to cast their votes electronically on the matters included in this Notice. The Company has appointed NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies
16. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com) and on the website of **MSEI limited**, besides communicating to the stock exchanges on which the securities of the Company are listed.
17. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Postal Ballot by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
18. The **E-voting period** for all items of business contained in this Notice shall commence from **29<sup>th</sup> December, 2020 at 9:00 a.m.** and will end on **27<sup>th</sup> January, 2021 at 5:00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date of 18<sup>th</sup> December, 2020** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on **18<sup>th</sup> December, 2020**.
19. The members are aware that, currently the Novel Coronavirus Disease (COVID-19) has affected many countries, including India. Pursuant to advisory by Ministry of Health & Family Welfare, Ministry of Corporate Affairs and other authorities on preventive measures to contain the spread of COVID 19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

You are also requested to ensure to follow the directives issued by Government of India/State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

Further, use of e-voting facility by members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below.

20. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

**In case of shareholders have not registered their email addresses:**

- a. Pursuant to the aforesaid Circulars issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, **Maheshwari Datamatics Private Limited**, by clicking the link: <http://mdpl.in/form/email-update> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to the Company at [orchids1123limited@gmail.com](mailto:orchids1123limited@gmail.com), or to Registrar and Share Transfer Agent at Mr. S Rajagopal| Vice president- **Maheshwari Datamatics Private Limited**, at Registrar & Share Transfer Agent 23 R.N.Mukherjee Road 5th Floor, Kolkata - 1; Contact no. 033-22482248, 2243-5029 email Id: mdpldc@yahoo.com.
- b. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, **Maheshwari Datamatics Private Limited**, at Registrar & Share Transfer Agent 23 R.N.Mukherjee Road 5th Floor, Kolkata - 1; Contact no. 033-22482248, 2243-5029.
- c. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, **Maheshwari Datamatics Private Limited** to enable servicing of notices / documents / Annual Reports electronically to their email address.

**Voting through electronic means:**

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

**Details on Step 1 are mentioned below:**

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

1. site 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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*****
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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

**Details on Step 2 are given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [pandeyask2004@yahoo.co.in](mailto:pandeyask2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**For & On Behalf of the Board**  
**Orchid Securities Limited**  
**SD/-**  
**Sojan Vettukallel Avirachan**  
**(Managing Director)**  
**DIN: 07593791**

**Place: Vadodara**

**Date: 23<sup>rd</sup> December, 2020**

ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying notices:

ITEM NO 1:

The Board of Directors in its meeting held on July 03, 2020 has proposed to change in name of the Company **from Orchid Securities Ltd to “I Secure Credit & Capital Services Limited” or “Inherent Credit & Capital Services Limited”** or such other name as may approved by the Registrar of Companies” or as per prior approval of Reserve Bank of India”. Reserve Bank of India has issued the no objection certificate for change of name of the Company on September 15, 2020 for the above proposed new names. Metropolitan Stock Exchange of India Limited has granted In-Principle approval for such change in the name of the Company.

In the recent past, the present Management has taken over control & management from the erstwhile Promoters of the company after having done requisite process and the RBI as well as SEBI approvals.

Consequently, following three promoters were inducted:

- 1) Mr. Yatin S. Gupte
- 2) Dr. Sojan V Avirachan &
- 3) Mr. R Venkata Ramana

The present name indicates investment activities only, whereas the Company intends to enter into consumer finance; micro finance; vehicle finance, etc. The new name will focus on consumer finance; credit finance & investment in capital market or ventures promoted by the promoters of the Company.

As per the provisions of section 13 of the companies act 2013 approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders' approval.

Ministry of Corporate Affairs (MCA), Central Registration Centre, Gurgaon vide its letter dated December 10, 2020 has given no objection (NOC) in the availability of the changed name of the Company to **“I SECURE CREDIT & CAPITAL SERVICES LIMITED”** & this name is valid only for 60 days from the date of approval within which all formalities are required to be compiled. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders' approval is being obtained to change name of the company with any other name also as may be acceptable to the regulatory authorities without specific consent of the members.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO. 2:

The Board of Directors in its meeting held on 23<sup>rd</sup> December, 2020 discussed the need of deletion of “Merchant Banker” point from the main object of the Company, as advised by MCA. The present management is engaged in the business activities of Investment activities, consumer finance; micro finance; vehicle finance, etc., The Company was not doing any business activities related to Merchant Banking nor company has license for the same, hence it requires to delete the merchant banking object clause III (A) (4) from the Memorandum of Association (MOA) of the Company. The Company also proposes to do micro finance, consumer finance & other financial activities as permitted by RBI & as per proposed business plan submitted to RBI at the time of change of management of the Company, which was duly approved by the RBI.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Administrative Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution

**For & On Behalf of the Board**  
**Orchid Securities Limited**  
**SD/-**  
**Sojan Vettukallel Avirachan**  
**(Managing Director)**  
**DIN: 07593791**

**Place: Vadodara**  
**Date: 23<sup>rd</sup> December, 2020**