

## ORCHID SECURITIES LIMITED

Registered Office : 36A, BENTINCK STREET, KOLKATA - 700069

Phone: 4004 - 8757, Fax: 033 - 4004 - 8757

Website: [www.orchidsecurities.com](http://www.orchidsecurities.com)

CIN: L18209WB1994PLC062173 E-mail: [orchidsecurities\\_ltd@yahoo.co.in](mailto:orchidsecurities_ltd@yahoo.co.in)

### NOTICE OF ANNUAL GENERAL MEETING

#### To all the members of the Company

Notice is hereby given that the Twenty-fourth Annual General Meeting of the Shareholders of Orchid Securities Limited will be held at the registered office of the company at 36A, Bentinck Street, 1st Floor, Kolkata - 700 069 on Saturday, the 23rd September, 2017 at 11.30 A. M. to transact the following business :-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date together with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Dipak Banthia ( holding DIN 05150134 ), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Lakhi Prasad Saraogi ( holding DIN 00503468 ), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint of M/s. N. K. Daga & Associates, Chartered Accountants having Firm Registration No. 324493E of Kolkata as Statutory Auditors of the Company from the conclusion of the 24th Annual General meeting ( 2016-17 ) till the conclusion of the 29th Annual General Meeting ( 2021-22 ) of the Company and to authorize the Board of Directors to fix their remuneration on yearly basis and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], M/s. N. K. Daga & Associates (Firm Registration No. 324493E) be and is hereby appointed as Statutory Auditor of the Company from the conclusion of 24th Annual General Meeting (2016-17) till the conclusion of the 29th Annual General Meeting (2021-22), subject to ratification by members at every Annual General Meeting, at such remuneration as may be mutually agreed upon between the board of Directors, of the Company and Auditor based on the recommendation of the Audit Committee."

Order of the Board

Regd. Office: -  
36A, Bentinck Street, Kolkata - 700 069  
Date: The 30th day of May, 2017

B. L. Birmecha  
Chairman  
DIN:00750317



## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of the member and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. As per Secretarial Standard 2, the Proxy-holder are requested to bring Valid Identity proofs (viz. PAN Card, Voter ID Card, Passport, Aadhaar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 12th September, 2017(Tuesday) to 23rd September, 2017 (Saturday), both days inclusive.
3. The notice of the 24th Annual General Meeting and Annual Report for the year ended 2016-17 is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL) on close of business hours on Friday, 18th August, 2017 Any person who acquires shares and become member after dispatch of Notice and Annual report can obtain the same by downloading it form the Company's Website @ [www.orchidsecurities.com](http://www.orchidsecurities.com) or may request for a copy of the same by writing to the Company at [orchidsecurities\\_ltd@yahoo.co.in](mailto:orchidsecurities_ltd@yahoo.co.in) or the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
4. Members are requested to bring their copy of Annual Report to the Annual General Meeting. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. Members desirous of getting any information on the accounts of operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.
7. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, Maheshwari Datametics Private Limited. or the Company.
8. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rule made there-under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrars and Share Transfer Agent, Meheshwari Datametics Private Limited, who will provide the Form on request.
9. Members are also requested to inform their correct email address, if any, to the Depositories (if shares held in demat form) and to our Registrars (if shares held in physical form) in compliance of Green Initiative as per circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/documents through e-mail.



10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security 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/ Maheshwari Datametics Private Limited (RTA).

11. The shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per regulation of SEBI and also to prevent any loss of physical Share Certificate.

12. Pursuant to the provisions of the Companies Act, 2013 and "SS-2" : Secretarial Standard on General Meeting the Company wishes to inform that no distribution of gift will be made by the Company in connection with the 24th Annual General Meeting.

13. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

14. A copy of the documents referred to in the Notice will be open for inspection to the Members at the Registered Office of the Company on any working day, Between 11 a. m. and 1.00 p. m. except Sundays and Public holidays from the date hereof upto the date of the AGM, without any fee.

15. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 20.09.2017 from 10.00 A.M and ends on 22.09.2017 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:-

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

viii. After entering these details appropriately, click on "SUBMIT" tab

- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant ORCHID SECURITIES LIMITED on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders:-
- ❖ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xx. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 17th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- xxi. Shri Asit Kumar Labh, Practicing Company Secretary, (ACS-32891, CP - 14664, CDSL Entity ID : 78164), Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxii. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock



16. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on 23rd September, 2017 are given here under:-

A. Mr. DIPAK BANTHIA

Date of Birth and Age	30th April, 1987 - 30 years
Date of Appointment	22nd July, 2015
Qualifications	B. Com.,
Expertise in specific functional areas	Marketing.
Directorships in other Companies (excluding foreign and section 25 Companies) as on 31 <sup>st</sup> March, 2017	1. Prudential Investment Ltd. 2. Prudential Stock & Securities Ltd. 3. Prudential Management Advisors Pvt. Ltd. 4. Prudential Tirumala Sugars Ltd. 5. Prudential Ammana Sugars Ltd. 6. Regent Capital Pvt. Ltd. 7. Regent Forex Pvt. Ltd. 8. Lokopkaar Civil Infrastructure Ltd. 9. Conoscenza Education Ltd. 10. Karn Merchant Bankers Ltd.
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31 <sup>st</sup> March, 2017	Nil
Shareholding in the Company	Nil
Remuneration paid	Nil

B. Mr. LAKHI PRASAD SARAOGI

Date of Birth and Age	6th December, 1946 - 71 years
Date of Appointment	2nd January, 1995
Qualifications	B. Com., L. LB
Expertise in specific functional areas	Finance & Legal matters
Directorships in other Companies (excluding foreign and section 25 Companies) as on 31 <sup>st</sup> March, 2016	1. Toshith Securities Private Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31 <sup>st</sup> March, 2016	Nil
Shareholding in the Company	Nil
Remuneration paid	Nil

Order of the Board

Regd. Office: -

36A, Bentinck Street, Kolkata - 700 069

Date: The 30th day of May, 2017

B. L. Birmecha  
Whole Time Director  
DIN:00750317



## DIRECTOR'S REPORT

To  
The Shareholders  
**ORCHID SECURITIES LIMITED**

Your Directors have pleasure in presenting the 24th Annual Report of the Company and the Audited Financial Statements for the year ended 31st March, 2017

### FINANCIAL PERFORMANCE :

	(Rs. in Thousands)	
	2016-2017	2015-2016
Profit/(Loss) before Depreciation, Finance Costs & Tax Expenses	(198)	324
Less : Finance Costs	24	37
Less : Depreciation	77	77
Profit/(Loss) before Tax	(299)	210
Less : Provision for Taxation	--	20
Profit/(Loss) after Tax	(299)	190
Add : Balance brought forward from previous year	(9149)	(10573)
Add : Provision for NPA written off	159	2000
Add : Provision for Diminution in shares written off.	1052	--
	(8237)	(8383)
Less : Provision for diminution in shares	--	728
Transferred to Statutory Reserve	--	38
Balance carried forward to Balance Sheet	(8237)	(9149)

### DIVIDEND :

Due to loss, the Board of Directors of your Company has not recommended any dividend during the year under review. However they are hopeful to present better result in the year to come.

### RESERVES :

As there is loss no amount has been transferred to statutory reserve as required by Section 451C of the Reserve Bank of India Act, 1934 for Non-Banking Financial Companies.

### STATE OF COMPANY'S AFFAIRS :

Loss before tax during the year Rs. 2.99 lakhs against profit before tax Rs. 2.10 lakhs in previous year. During the year an amount of Rs. 1.60 lakhs was recovered which was classified as NPA for a long period. Director, of your Company are hopeful to present a better result in future.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURED DURING THE FINANCIAL YEAR :

No material changes and commitments has taken place during the year under review affecting the Financial position of the Company.



**MATERIALS ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE COMPANY'S OPERATION IN FUTURE :**

No such material order has been passed by the Regulators or Courts or Tribunals having adverse effect on the operation of the Company in future.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS :**

Your Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any un-authorized use or disposition of assets, and that the transaction are authorized, recovered and reported correctly.

Your Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

The Audit Committee of Board of Directors review the adequacy of internal controls.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :**

Your Company has no Subsidiary or Joint venture or Associate Company and thus no comment is required.

**DEPOSITS :**

During the year under review, your Company has not accepted any deposit.

**STATUTORY AUDITORS :**

M/s. Alfa Daga & Associates has resigned from Auditorship of the Company as his term of 5 years has been completed. The Company has received a letter from M/s. N. K. Daga & Associates, Chartered Accountants (Firm Registration No. 324493E) regarding their eligibility and consent to be appointed as Statutory Auditor of the Company. The Audit Committee recommend their appointment as Statutory Auditor of the Company for a period of 5 years subject to ratification by members at every Annual General Meeting.

**AUDITOR'S REPORT :**

The report of the Statutory Auditors is self-explanatory and need no further explanation in this regard.

**SHARE CAPITAL :**

Your Company during the year has neither issued any Equity Share with differential rights, Sweat Equity Shares, Employees Stock Options nor purchase it's own shares.

**EXTRACT OF ANNUAL RETURN :**

The extract of Annual Return in Form No. MGT - 9 is annexed herewith, marked as Annexure -A to this report..

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

Particulars regarding conservation of energy and technology absorption are not furnished as the same are not applicable. There has been no foreign exchange income and outgo during the year.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) :**

This Clause is not applicable to the Company.

#### DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the company Mr. Dipak Banthia and Mr. Lakhī Prasad Saraogi, Independent Directors of the company shall retire by rotation and are eligible for re-appointment.

Your Board recommends their appointment / re-appointment.

#### DECLARATION BY INDEPENDENT DIRECTOR(S)

Pursuant of Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliances of the conditions of the independence stipulated in Section 149(6) of the Act.

#### BOARD MEETINGS :

The Board meets at regular intervals to discuss on company / business policy, strategy and financial results apart from other Board businesses. Total Seven meeting of the Board of Directors of the Company were held on 15.04.2016, 12.05.2016, 06.06.2016, 12.08.2016, 15.11.2016, 19.01.2017 and 15.02.2017 respectively during the year under review. The maximum interval between any two Board meeting did not exceed 120 ( one hundred and twenty) days.

#### AUDIT COMMITTEE :

Audit Committee consisted of Mr. B. L. Birmecha, as Chairman, Mr. L. P. Saraogi & Mr. U. K. Nahata as Members. During the financial year ended 31<sup>st</sup> March, 2017, the Audit Committee met four times on 15th May, 2016, 10th August, 2016, 12th November, 2016 and 13th February, 2017. The particulars of attendance at the Audit Committee meetings are as under :-

Name of the Director	No. of Meetings attended
Mr. B. L. Birmecha	4 ( Four )
Mr. L. P. Saraogi	4 ( Four )
Mr. U. K. Nahata	4 ( Four )

The terms of reference of the Audit Committee cover the areas mentioned in the Listing Agreement, the Companies Act, 2013 and also other terms as may be referred to it by the Board of Directors. The roll of the Committee includes, inter alia, reviewing financial statements, internal control systems, reports of the auditors etc. There were no recommendations made by Audit Committee which were not accepted by the Board.

#### VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES :

As per section 177 of the Companies Act, 2013 read with Companies (Meeting of Board and it's powers) Rules, 2014 and being a Listed Company, Orchid Securities Limited has to formulate a Vigil Mechanism/whistle Blower Policy.



The Vigil Mechanism aims to provide a channel to the employees and the Directors to report genuine concerns about unethical behaviors, actual or suspected fraud or violation of the Code of Conduct of policy,

In order to achieve the aforesaid objectives, under the Vigil Mechanism procedure, Mr. Lakhi Prasad Saraogi has been appointed as Vigilance Officer to whom all the complaints should be lodged in writing containing the facts in details. On receipt of the complain, the Vigilance Officer will carry out necessary investigation and the process of investigation should be completed within 30 days and submit a report to the Chairman of Audit Committee. If the investigation reveals that any improper or unethical act has been committed the Chairman should recommend to the Board of Directors to take such disciplinary or corrective actions as they may deem fit. The policy is available on the Company's website; [www.orchidsecurities.com](http://www.orchidsecurities.com)

#### NOMINATION & REMUNERATION COMMITTEE :

The Remuneration and Nomination Committee comprises of three members of whom two are Independent Directors. Mr. Susanta Banerjee is the Chairman of the Committee. Mr. Umed Kumar Nahata, Mr. L. P. Saragoi and Mr. Susanta Banerjee are the members of the Committee.

The Committee was constituted to comply with the provisions of the Schedule XIII of the Companies Act, 2013.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S. 186 OF THE COMPANIES ACT, 2013 :

The Company has not given any guarantee. As the company is a Non – banking Financial Company (NBFC) Registered with Reserve Bank of India section 186 of the Companies Act, 2013 is not applicable.

#### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

There is no transaction with Related Party which requires disclosure under section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

#### MANAGEMENT REMUNERATION

- i. The remuneration of the Key Managerial personnel are as follows :

<i>Name</i>	<i>Remuneration</i>
a. Baboolal Birmecha ( Whole Time Director )	Rs. 3,00,000.00
b. Hanuman Mal Baid (Chief Financial Officer )	Rs. 2,22,670.00

- ii. The number of permanent employees on the pay rolls of the Company is Three.
- iii. Total revenue of the Company is Rs. 2,40,00,450.00 during the financial year 2016-17 and Loss after tax is Rs. 2,99,367.00. Remuneration paid to KMP are nominal, so no comparison with performance of the company is required.
- iv. Your Directors affirm that the remuneration paid to the employees and Key Managerial Personnel was as per the remuneration policy of the Company and there is no employee who received remuneration above the limit as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- v. The median remuneration of employees of the company during the financial year was Rs. 1,90,704.00.
- vi. The percentage increase in median remuneration of the employees of the company is 65.08%.

vii. The percentage increase of remuneration to Key Managerial Personnel are as follows :

a. Baboolal Birmecha	Nil.
b. Hanuman Mal Baid	2.06%

viii. Ratio of remuneration of Key Managerial Personnel to median of employees are as follows :

a. Baboolal Birmecha	1.57
b. Hanuman Mal Baid	1.17

#### SECRETARIAL AUDIT REPORT :

The Secretarial Audit Report given by Mr. Debasish Mukhopadhyay, a Company Secretary in practice is annexed herewith marked as Annexure - B to this report.

#### COMMENTS ON QUALIFICATION CONTAINED IN THE SECRETARIAL AUDIT REPORT :

#### NON-APPOINTMENT OF WHOLE TIME COMPANY SECRETARY.

The Whole-Time Company Secretary who was employed in the Company has left over and thereafter your Company could not appoint a Whole-Time Company Secretary. However, efforts are being made so as to appoint a Company Secretary at earliest.

#### CORPORATE GOVERNANCE CERTIFICATE :

This Clause is not applicable to your Company.

#### RISK MANAGEMENT POLICY :

The Board of Directors of the Company has laid down a Risk Management Policy for the Company. It identifies elements of risk inherent to the business pertaining to purchase and sale of shares, operational & financial, environment, health & safety, reputation and image, compliance, etc. It also contains a control matrix in respect of sources and consequences of above risks and control measures to help manage them. Every unit and function is required to deploy the control measures and ensure timely reporting. In the opinion of the Board, none of the above mentions risks threaten the existence of the company.

#### DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to requirement of Section 134(1)(C) the Companies Act, 2013, the Directors hereby confirm that :-

In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.

The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities to the best of their knowledge and ability.

The Directors have prepared the annual accounts ongoing concern basis.

The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively, and



The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTING PROHIBITION AND REDRESSAL) ACT, 2013 :**

During the year under review, no woman employee was employed by the Company at work place and thus, no disclosure is required to be given.

**PARTICULARS OF EMPLOYEES :**

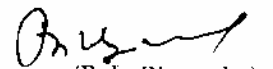
Information in accordance with the provision of Section 197 of the companies Act. 2013 read with the companies (appointment & remuneration of managerial personnel) Rules , 2014 as amended is not given as no employees of the company was in receipt of remuneration to the extent laid down therein.

Your Company had three employees as on 31st March, 2017.

**ACKNOWLEDGEMENT :**

Your Directors wish to place on record their appreciation for the devoted services of the employees of the Company. Your Directors also desire to place on record their appreciation for the valuable co-operation and support extended throughout the year by the Governments, Bankers and Customers.

By Order of the Board of Directors

  
(B. L. Birmecha)  
Chairman  
DIN: 00750317

Place : Kolkata  
Date : 30.05.2017

**FORM NO. MGT – 9**  
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017**

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

**I. REGISTRATION AND OTHER DETAILS:**

- |  |   |
|--|---|
| 1. CIN   | : LI8209WB1994PLC062173   |
| 2. Registration Date   | : 09.03.1994  |
| 3. Name of the Company   | : ORCHID SECURITIES LIMITED   |
| 4. Category/Sub-Category of the Company                                      | : Company Having Share Capital  |
| 5. Address of the Registered office and contact details                      | : 36A, Bentinck Street, Kolkata – 700 069<br>West Bengal, Tel : 4004 8757<br>E-mail : orchidsecurities_ltd@yahoo.co.in  |
| 6. Whether listed company  | : YES   |
| 7. Name, Address and Contact details of Registrar and Transfer Agent, if any | : MAHESHWARI DATAMETICS PVT. LTD.<br>6, Mangoe Lane, (Surendra Mohan Ghosh Sarani),<br>2 <sup>nd</sup> Floor, Kolkata – 700 001. Tel. – 2243 5809/5029.<br>Fax : 033 2248 4787, E-mail : mdpldc@yahoo.com |

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

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

	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the company
1.	Trading in Shares	---	95.62%
2.	---	---	---

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

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	---	---	---	---	---
2.	---	---	---	---	---

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**1. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/ HUF	977800	00	977800	32.5922	977800	00	977800	32.5922	0.0000
b. Central Govt.	---	---	---	---	---	---	---	---	---
c. State Govt. (s)	---	---	---	---	---	---	---	---	---
d. Bodies Corporate	325100	00	325100	10.8363	179600	00	179600	5.9865	-4.8498
e. Banks / FI	---	---	---	---	---	---	---	---	---
f. Any Other	---	---	---	---	---	---	---	---	---
<b>Sub-total(A)(1):-</b>	<b>1302900</b>	<b>00</b>	<b>1302900</b>	<b>43.4285</b>	<b>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>-4.8498</b>
<b>2. Foreign</b>									
a. NRIs-Individuals	---	---	---	---	---	---	---	---	---
b. Other-Individuals	---	---	---	---	---	---	---	---	---
c. Bodies Corp.	---	---	---	---	---	---	---	---	---
d. Banks / FI	---	---	---	---	---	---	---	---	---
e. Any Other...	---	---	---	---	---	---	---	---	---
<b>Sub-total(A)(2):-</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>0.0000</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total Share holding of Promoter (A) = [A(1)+A(2)]</b>	<b>1302900</b>	<b>00</b>	<b>1302900</b>	<b>43.4285</b>	<b>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>-4.8498</b>

(Contd.....)



**Category-wise Share Holding ( Contd.....)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	----	----	----	----	----	----	----	----	----
b. Banks / FI	----	----	----	----	----	----	----	----	----
c. Central Govt	----	----	----	----	----	----	----	----	----
d. State Govt(s)	----	----	----	----	----	----	----	----	----
e. Venture Capital Funds	----	----	----	----	----	----	----	----	----
f. Insurance Companies	----	----	----	----	----	----	----	----	----
g. FIIs	----	----	----	----	----	----	----	----	----
h. Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i. Others (specify)	----	----	----	----	----	----	----	----	----
<b>Sub-total(B)(1)</b>	----	----	----	----	----	----	----	----	----
<b>2. Non Institutions</b>									
a. Bodies Corporation.									
(i) Indian	304200	134900	439100	14.6362	304201	134900	439101	14.6362	0.0000
(ii) Overseas									
b. Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	80081	360841	440922	14.6969	80080	360841	440921	14.6969	0.0000
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	771778	45400	817178	27.2384	917278	45400	962678	32.0882	4.8498
c. Others(Specify)	----	----	----	----	----	----	----	----	----
<b>Sub-total (B)(2)</b>	1156059	541141	1697200	56.5715	1301559	541141	1842700	61.4213	4.8498
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	1156059	541141	1697200	56.5715	1301559	541141	1842700	61.4213	4.8498
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	----	----	----	----	----	----	----	----	----
<b>Grand Total (A+B+C)</b>	2458959	541141	3000100	100.0000	2458959	541141	3000100	100.0000	0.0000

**2. Share holding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1.	BABOOLAL BIRMECHA	297900	9.9297	0.0000	297900	9.9297	0.0000	0.0000
2.	SIMPLE BACHHAWAT	147500	4.9165	0.0000	147500	4.9165	0.0000	0.0000
3.	DIMPLE GUPTA	143500	4.7832	0.0000	143500	4.7832	0.0000	0.0000
4.	SIMPLEX ESTATES PVT. LTD.	139600	4.6532	0.0000	139600	4.6532	0.0000	0.0000
5.	CHAMPA BIRMECHA	125400	4.1799	0.0000	125400	4.1799	0.0000	0.0000
6.	ADARSH BIRMECHA	96700	3.2232	0.0000	96700	3.2232	0.0000	0.0000
7.	PRIYANKA BIRMECHA	86800	2.8932	0.0000	86800	2.8932	0.0000	0.0000
8.	TOBULAR IMPEX PVT. LTD.	40000	1.3333	0.0000	40000	1.3333	0.0000	0.0000
9.	RAJENDRA KUMAR NAHATA	36600	1.2200	0.0000	36600	1.2200	0.0000	0.0000
10.	NIRMAL KUMAR LUNIA	23600	0.7866	0.0000	23600	0.7866	0.0000	0.0000
11.	SUNITA NAHATA	18500	0.6166	0.0000	18500	0.6166	0.0000	0.0000
12.	UMED KUMAR NAHATA	700	0.0233	0.0000	700	0.0233	0.0000	0.0000
13.	SANGEETA NAHATA	600	0.0200	0.0000	600	0.0200	0.0000	0.0000
14.	BIRMECHA INVESTMENTS PVT. LTD.	145500	4.8498	0.0000	0.00	0.0000	0.0000	-4.8498
	<b>Total</b>	<b>1300900</b>	<b>43.4286</b>	<b>0.0000</b>	<b>1157400</b>	<b>38.5707</b>	<b>0.0000</b>	<b>-4.8498</b>

3. Change in Promoters' Share holding (please specify, if there is no change)

Sr. No	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	BIRMECHA INVESTMENTS PVT. LTD.				
	01.04.2016	145500	4.8498	----	----
	19.08.2016 - Transfer	-45000	1.5000	100500	3.3499
	06.01.2017 - Transfer	-100500	3.3499	00	0.0000
	31.03.2017	00	0.0000	00	0.0000
2.	TOBULAR IMPEX PVT. LTD.				
	01.04.2016	40000	1.3333	----	----
	31.03.2017	40000	1.3333	40000	1.3333
3.	SIMPLEX ESTATES PVT. LTD.				
	01.04.2016	139600	4.6532	----	----
	31.03.2017	139600	4.6532	139600	4.6532
4.	NIRMAL KUMAR LUNIA				
	01.04.2016	23600	0.7866	----	----
	31.03.2017	23600	0.7866	23600	0.7866
5.	RAJENDRA KUMAR NAHATA				
	01.04.2016	36600	1.2200	----	----
	31.03.2017	36600	1.2200	36600	1.2200
6.	UMED KUMAR NAHATA				
	01.04.2016	700	0.0233	----	----
	31.03.2017	700	0.0233	700	0.0233
7.	SANGEETA NAHATA				
	01.04.2016	600	0.0200	----	----
	31.03.2017	600	0.0200	600	0.0200
8.	SIMPLE BACHHAWAT				
	01.04.2016	147500	4.9165	----	----
	31.03.2017	147500	4.9165	147500	4.9165
9.	BABOOLAL BIRMECHA				
	01.04.2016	297900	9.9297	----	----
	31.03.2017	297900	9.9297	297900	9.9297
10.	DIMPLE GUPTA				
	01.04.2016	143500	4.7832	----	----
	31.03.2017	143500	4.7832	143500	4.7832
11.	CHAMPA BIRMECHA				
	01.04.2016	125400	4.1799	----	----
	31.03.2017	125400	4.1799	125400	4.1799
12.	PRIYANKA BIRMECHA				
	01.04.2016	86800	2.8932	----	----
	31.03.2017	86800	2.8932	86800	2.8932
13.	SUNITA NAHATA				
	01.04.2016	18500	0.6166	----	----
	31.03.2017	18500	0.6166	18500	0.6166
14.	ADARSH BIRMECHA				
	01.04.2016	96700	3.2232	----	----
	31.03.2017	96700	3.2232	96700	3.2232

4. Shareholding Pattern of Top Ten Shareholders ( Other than Directors; Promoters and Holders of GDRs and ADRs ) :

Sr. No	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	TOSHITH SECURITIES PVT. LD.				
	01.04.2016	135000	4.9999	----	----
	31.03.2017	135000	4.9999	135000	4.9999

2.	ADARSH LAND DEVELOPERS PVT. LTD.				
	01.04.2016	40000	1.3333	----	----
	31.03.2017	40000	1.3333	40000	1.3333
3.	DINESH KUMAR JAIN				
	01.04.2016	125000	4.1665	----	----
	31.03.2017	125000	4.1665	125000	4.1665
4.	SONAM LEFIN PVT. LTD.				
	01.04.2016	102500	3.4166	----	----
	31.03.2017	102500	3.4166	102500	3.4166
5.	YUGRAJ JAIN				
	01.04.2016	147800	4.9265	----	----
	31.03.2017	147800	4.9265	147800	4.9265
6.	CHANDRA SEKHAR BAID*				
	01.04.2016	00	0.0000	----	----
	19.08.2016 - Transfer	45000	1.5000	45000	1.500
	31.03.2017 - Transfer	100500	3.3499	145500	4.8498
7.	MADHU JAIN				
	01.04.2016	120000	3.9999	----	----
	31.03.2017	120000	3.9999	120000	3.9999
8.	VIRENDRA KUMAR JAIN				
	01.04.2016	70000	2.3333	----	----
	31.03.2017	70000	2.3333	70000	2.3333
9.	KIRAN BAID				
	01.04.2016	179978	5.9991	----	----
	31.03.2017	179978	5.9991	179978	5.9991
10.	HANUMAN MAL BAID				
	01.04.2016	55500	1.8499	----	----
	31.03.2017	55500	1.8499	55500	1.8499
11.	BABY BAID#				
	01.04.2016	35300	1.1766	----	----
	31.03.2017	35300	1.1766	35300	1.1766

- Not in the list of Top 10 shareholders as on 01.04.2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2017.

- # Ceased to be in the list of Top 10 shareholders as on 31.03.2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016.

#### 5. Shareholding of Directors and Key Managerial Personnel :

Sr. No	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	UMED KUMAR NAHATA				
	01.04.2016	700	0.0233		
	31.03.2017	700	0.0233	700	0.0233
2.	HANUMAN MAL BAID				
	01.04.2016	55500	1.8499		
	31.03.2017	55500	1.8499	55500	1.8499
3.	BABOOLAL BIRMECHA				
	01.04.2016	297900	9.9297		
	31.03.2017	297900	9.9297	297900	9.9297
4.	DIMPLE GUPTA				
	01.04.2016	143500	4.7832		
	31.03.2017	143500	4.7832	143500	4.7832



## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	296527	---	---	296527
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total(i + ii + iii)</b>	<b>296527</b>	<b>---</b>	<b>---</b>	<b>296527</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	---	---	---	---
- Reduction	128551	---	---	128551
<b>Net Change</b>	<b>128551</b>	<b>---</b>	<b>---</b>	<b>128551</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	167976	---	---	167976
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total (i + ii + iii)</b>	<b>167976</b>	<b>---</b>	<b>---</b>	<b>167976</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager BABOOLAL BIRMECHA	Total Amount
1.	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300000	300000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	---	---
2.	<b>Stock Option</b>	---	---
3.	<b>Sweat Equity</b>	---	---
4.	<b>Commission</b>		
	- as % of profit		
	- others, specify...		
5.	<b>Others, please specify</b>	3000	3000
	<b>Total(A)</b>	303000	303000
	<b>Ceiling as per the Act</b>	3000000	3000000

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (Rs.)
1.	<b>Independent Directors</b>	Mr. Deepak Banthia	Mr. Umed Kumar Nahata	Mr. Lakhi Prasad Saraogi	Mr. Susanta Banerjee	Mrs. Dimple Gupta	
	• Fee for attending board committee meetings	1500.00	---	2000.00	2000.00	---	5500.00
	• Commission	---	---	---	---	---	---
	• Others, please specify	---	---	---	---	---	---
	<b>Total(1)</b>	<b>1500.00</b>	<b>---</b>	<b>2000.00</b>	<b>2000.00</b>	<b>---</b>	<b>5500.00</b>
2.	<b>Other Non-Executive Directors</b>						
	• Fee for attending board committee meetings	---	2500.00	---	---	1500.00	4000.00
	• Commission	---	---	---	---	---	---
	• Others, please specify	---	---	---	---	---	---
	<b>Total(2)</b>	<b>---</b>	<b>2500.00</b>	<b>---</b>	<b>---</b>	<b>1500.00</b>	<b>4000.00</b>
	<b>Total(B)=(1+2)</b>	<b>1500.00</b>	<b>2500.00</b>	<b>2000.00</b>	<b>2000.00</b>	<b>1500.00</b>	<b>9500.00</b>
	<b>Total Managerial Remuneration</b>	---	---	---	---	---	<b>312500.00</b>
	<b>Overall Ceiling as per the Act</b>	---	---	---	---	---	<b>3000000.00</b>

(Contd.....)

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
<b>1. Gross salary</b>					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---	222670	222670
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---	---
<b>2. Stock Option</b>		---	---	---	---
<b>3. Sweat Equity</b>		---	---	---	---
<b>4. Commission</b>					
- as % of profit		---	---	---	---
- others, specify ...		---	---	---	---
<b>5. Others, please specify</b>		---	---	---	---
<b>Total</b>		---	---	222670	222670

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

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			---NIL---		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty					
Punishment					
Compounding					

ORCHID SECURITIES LIMITED

*[Signature]*

Director

Ref. No.....

Date.....

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2017**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule*  
*No.9 of the Companies (Appointment and Remuneration Personnel)*  
*Rules, 2014]*

To  
The Members,  
Orchid Securities LimitedP  
36A, Bentinck Street  
Kolkata-700069

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orchid Securities Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Orchid Securities Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Orchid Securities Limited ("the Company") for the financial year ended on 31.03.2017, the Company according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;





Ref. No.....

Date.....

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder-Not Applicable.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-Not Applicable.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- Not Applicable.

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-Not Applicable.

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not Applicable.

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Not Applicable.



Ref. No.....

Date.....

(vi) The Company being a Non-Banking Finance Company, the Reserve Bank of India Act, 1934 is applicable to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Association Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**I further report that**

The Company has not appointed any Whole-Time Company Secretary till 31<sup>st</sup> March, 2017. However, the Board of Directors of the Company assured me regarding appointment of Whole -Time Company Secretary at earliest.

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

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

Place : Kolkata

Date : 30/05/2017



*D. Mukhopadhyay*  
**D. MUKHOPADHYAY**  
Practising Company Secretary  
C P No. 5323



## **INDEPENDENT AUDITORS' REPORT**

### **To The Members of ORCHID SECURITIES LIMITED**

We have audited the accompanying financial statements of **ORCHID SECURITIES LIMITED (the Company)**, which comprise the Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's responsibility for the financial statements**

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

#### **Auditor's responsibility**

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

We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the **State of Affairs** of the Company as at 31<sup>st</sup> March 2017 and its **Loss** and its **Cash Flows** for the year ended on that date.





## Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. On the basis of the written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. The Company does not have any pending litigations which would impact its financial position.
    - b. The Company did not have any long term contracts including derivative contract during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.
    - c. The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year because there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - d. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016; and such disclosures are in accordance with the books of accounts maintained by the Company.

For ALFA DAGA & ASSOCIATES

Chartered Accountants

Firm Registration No.326733E

*Alfa Daga*  
(ALFA DAGA)

Proprietor

Membership No.066300

Place : Kolkata

Date : 30/05/2017



**"Annexure A" to Auditors' Report**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **ORCHID SECURITIES LIMITED** on the financial statements for the year ended 31/03/2017]

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) These Fixed assets have been physically verified by the Management at reasonable intervals and according to the information and explanations given to us, no material discrepancies were noticed on such verification.  
© The Company does not hold any Immovable property during the year.
- (ii) According to the information and explanations given to us, The Stock for trade has been physically verified by the Management during the year and no material discrepancies were noticed on physical verification.
- (iii) As informed, The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions stated in paragraph 3(iii) (a) to (c) of the order are not applicable.
- (iv) The Company is Non Banking Financial Company registered under the Reserve Bank of India Act, 1934. As Section 185 and Section 186 are not applicable to Non-banking financial Company registered under the Reserve Bank of India Act, 1934, the provisions of this Clause of the Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, hence directives issued by the Reserve Bank of India and provision of Sections 73 to 76 of the Companies Act are not applicable.
- (vi) As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders.
- (ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument). However term loan was prima facie applied during the year for the purpose for which the term loan was obtained.



[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **ORCHID SECURITIES LIMITED** on the financial statements for the year ended 31/03/2017]

- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.
- (xi) In our opinion and according to the information and explanations given to us, the provisions of section 197 read with Schedule V to the Act were complied with respect to Managerial remuneration paid or provided during year.
- (xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.
- (xiii) On the basis of our examination of records and according to the information and explanations given to us, the Company has entered into transactions with the related parties and have complied with the provisions of Section 177 and 188 of the Act. The names of related parties as required by Accounting Standard 18 have been disclosed in the Financial Statements.
- (xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.
- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. and its RBI Registration No. is B.05.00111

For **ALFA DAGA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No.326733E

*Alfa Daga*  
(ALFA DAGA)  
Proprietor  
Membership No.066300



Place : Kolkata  
Date : 30/05/2017



## Independent Auditors' Report

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To the Members of ORCHID SECURITIES LIMITED

"Annexure B" to the Independent Auditors' Report of even date on the financial statements of ORCHID SECURITIES LIMITED.

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

We have audited the internal financial controls over financial reporting of ORCHID SECURITIES LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

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

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

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



## INDEPENDENT AUDITORS' REPORT (contd.)

To the Members of ORCHID SECURITIES LIMITED

### "ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ALFA DAGA & ASSOCIATES

Chartered Accountants

Firm Registration No.326733E

*Alfa Daga*

(ALFA DAGA)

Proprietor

Membership No.066300



Place : Kolkata

Date : 30/05/2017

**ORCHID SECURITIES LIMITED**  
*Balance Sheet as at 31st March, 2017*

Particulars	Note No.	As at 31st March, 2017 Amount in Rs.	As at 31st March, 2016 Amount in Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(A) Shareholders' Funds</b>			
a) Share Capital	2	30,001,000.00	30,001,000.00
b) Reserves and Surplus	3	(7,802,874.60)	(8,715,361.58)
<b>(B) Non - Current Liabilities</b>			
a) Deferred Tax Liability (Net)		-	-
b) Long Term Provisions	4	18,016.00	14,936.00
<b>(C) Current Liabilities</b>			
a) Short Term Borrowings	5	167,975.94	296,527.19
b) Trade Payables	6	360,031.00	-
c) Other Current Liabilities	7	141,376.00	145,949.88
d) Short Term Provisions	8	7,645,187.00	8,716,784.00
<b>TOTAL</b>		<b>30,530,711.34</b>	<b>30,459,835.49</b>
<b>II. ASSETS</b>			
<b>(A) Non - Current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	9	399,541.00	476,521.00
b) Long Term Loans and Advances	10	6,008,271.00	4,981,554.00
<b>(B) Current Assets</b>			
a) Inventories	11	21,845,958.35	22,776,287.52
b) Trade Receivables	12	54,423.51	35,078.00
c) Cash and Bank Balances	13	1,287,125.48	1,844,950.97
d) Short Term Loans and Advances	14	-	-
e) Other Current Assets	15	935,392.00	345,444.00
<b>TOTAL</b>		<b>30,530,711.34</b>	<b>30,459,835.49</b>

Notes forming part of Financial Statements 1 - 31

This is the Balance Sheet referred to in our Report of even date.

For and on behalf of the Board of Directors

For Alfa Daga & Associates

Chartered Accountants

FRN 326733E

*Alfa Daga*

(FCA Alfa Daga)

Proprietor

Membership No. 066300



Whole Time Director

*Dr. B. S. ...*

Director

*K. Sarangi*  
Director

Director

*V. B. ...*  
Chief Financial Officer

Place : Kolkata

Date : 30.05.2017

**ORCHID SECURITIES LIMITED**  
*Statement of Profit and Loss for the year ended 31st March, 2017*

Particulars	Note No.	2016 - 2017 Amount in Rs.	2015 - 2016 Amount in Rs.
<b>I. REVENUE</b>			
Revenue from Operations	16	23,994,124.12	16,667,334.16
Other Income	17	6,326.00	-
<b>Total Revenue</b>		<b>24,000,450.12</b>	<b>16,667,334.16</b>
<b>II. EXPENSES</b>			
Purchases of Shares & Securities		21,695,649.04	14,959,725.06
Changes in Inventory of Stock - in - Trade	18	930,329.17	(25,910.05)
Employee Benefits Expense	19	762,815.00	762,090.00
Finance Costs	20	23,924.87	36,788.67
Depreciation and amortization expense	9	76,980.00	77,267.00
Other Expenses	21	810,119.06	647,391.62
<b>Total Expenses</b>		<b>24,299,817.14</b>	<b>16,457,352.30</b>
<b>III. Profit / (Loss) before tax</b>		<b>(299,367.02)</b>	<b>209,981.86</b>
<b>IV. Tax Expense :</b>			
(a) Current Tax		-	20,000.00
(b) Deferred Tax		-	-
<b>V. Profit/(Loss) after tax for the year</b>		<b>(299,367.02)</b>	<b>189,981.86</b>
<b>VI. Earnings per Equity Share</b>	22		
( Face Value - Rs. 10/- )			
(a) Basic		(0.10)	0.06
(b) Diluted		(0.10)	0.06

Notes forming part of Financial Statements **1 -31**

This is the Statement of Profit and Loss referred to in our Report of even date.

For and on behalf of the Board of Directors

*For Alfa Daga & Associates*

Chartered Accountants  
FRN 326733E

*Alfa Daga*

(FCA Alfa Daga)

Proprietor

Membership No. 066300

Place : Kolkata

Date : 30.05.2017



Whole Time Director

*B.B.*

Director

*K. Sarangi*  
(Director)

Director

*H. Said*

Chief Financial Officer

**ORCHID SECURITIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

₹ in thousands

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax & extraordinary items	(299)	210
Adjustment for :		
Depreciation	77	77
Provision on Standard Assets	3	5
Interest & Finance Charge	24	37
	(195)	329
<b>Operating Profit before Working Capital Changes</b>		
Adjustment for :		
(Increase)/Decrease in Trade Receivables	(19)	(35)
(Increase)/Decrease in Inventories	930	(26)
(Increase)/Decrease in Long term Loans & Advances	(1,027)	(1,130)
Increase/(Decrease) in Payables and other liabilities	355	6
(Increase)/Decrease in Short term Loans & Advances	160	2,000
(Increase)/Decrease in Other Current Assets	(590)	(118)
	(386)	1,026
<b>Cash Generated from Operations Adjustments for :</b>		
Interest & Finance Charge	(24)	(37)
Direct Taxes paid	(20)	-
<b>TOTAL = A</b>	(430)	989
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchased of Fixed Assets	-	-
<b>TOTAL = B</b>	-	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Increase/(Decrease) in Short term Borrowing	(128)	(116)
Increase/(Decrease) in Share Capital	-	532
<b>TOTAL = C</b>	(128)	416
<b>Net Increase/(Decrease) in cash and cash equivalent (A+B+C)</b>	(558)	1,405
Opening Cash and Cash Equivalent	1,845	440
Closing Cash and Cash Equivalent	1,287	1,845

As per our Report of even date.

**For Alfa Daga & Associates**

Chartered Accountants

FRN 326733E

*Alfa Daga*

Proprietor

Membership No. 066300



Place : Kolkata

Date : 30.05.2017

For and on behalf of the Board of Directors

Whole Time Director

*[Signature]*

Director

*[Signature]*

Director

*[Signature]*  
 Chief Financial Officer



# ORCHID SECURITIES LIMITED

NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2017

## 1. SIGNIFICANT ACCOUNTING POLICIES :

### 1.1 Basis of preparation of financial statements

- a) The financial statements are prepared in accordance with Generally Accepted Accounting Principal (India GAAP) under the historical cost convention on accrual basis and on principals of going concern. The accounting policies are consistently applied by the Company.
- b) The financial statements are prepared to comply in all material respects with the accounting standards specified under section 133 of the Act, read with rules 7 of the Companies (Accounts) Rules, 2014 and provisions of the Companies Act, 2013.
- c) All assets and liabilities have been classified as current or non- current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.
- d) The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known/materialize.

### 1.2 Revenue Recognition

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- b) Sales are recognized when the significant risks and rewards of ownership of the Shares have passed to the buyer.
- c) Dividend on Shares is accounted for on receipt basis.
- d) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- e) Income is not recognized in respect of Non-Performing Assets as prescribed by the prudential norms for Non-Banking Financial Companies issued by Reserve Bank of India.

### 1.3 Inventories

Inventories (Stock of Shares) are stated at cost. Cost is determined on weighted average basis. Provision for diminution in value of shares is made as per Prudential Norms issued by the Reserve Bank of India.



# ORCHID SECURITIES LIMITED

## NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

### 1.4 Fixed Assets

- a) Fixed Assets are stated at cost less accumulated depreciation. The Company has capitalized all cost relating to the acquisition and installation of Fixed Assets.
- b) Depreciation is provided on a pro-rata basis on the Straight Line Method over the useful lives in the manner prescribed under Schedule - II to the Companies Act, 2013.
- c) The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

### 1.5 Borrowing Costs

- a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the assets is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
- b) Other Borrowings costs are recognized as expense in the period in which they are incurred.

### 1.6 Taxes of Income

Tax expense comprises of current tax and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws. In case of tax payable as per provisions of MAT under Section 115JB of the Income Tax Act, 1961, MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax that are enacted or substantively enacted. Deferred Tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

### 1.7 Earnings per Shares (EPS)

- a) Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all diluted potential equity shares.



# ORCHID SECURITIES LIMITED

NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

## 1.8 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed.

## 1.9 Provisions / Contingencies

- a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- b) Contingent Provision against Standard Assets are made at 0.30% of the Outstanding Standard Assets as at Balance Sheet date as per Notification BNBR (PD)CC No. 002/03.10.001/2014 - 2015 dated 10.11.2014 and as per Section 45JA of the RBI Act applicable for Non- Banking Financial Companies. Contingent Provision against Standard Assets are shown as Long Term Provisions.
- c) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, Based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- d) A Contingent Asset is not recognized in the Accounts.

## 1.10 Employees Benefit

- a) Defined Contribution Plan :  
Contribution as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Pension Fund is not applicable to the company.
- b) Defined Benefit Plan : \  
Gratuity in respect of all the employees are accounted for on cash basis.

## 1.11 Preliminary Expenses

Preliminary Expenses is written off in accordance with Section 35D of the Income Tax Act, 1961.



**ORCHID SECURITIES LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017**

**2. SHARE CAPITAL**

*Authorised Share Capital*

3250000 ( P.Y. 3250000 ) Equity Shares of Rs.10/- each

*Issued, Subscribed & Paid up*

3000100 ( P.Y. 3000100) Equity Shares of Rs. 10/- each paid up in cash

**TOTAL**

As at 31st March, 2017 Amount in Rs.	As at 31st March, 2016 Amount in Rs.
32,500,000.00	32,500,000.00
30,001,000.00	30,001,000.00
30,001,000.00	30,001,000.00

**a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.**

	31st March, 2017		31st March, 2016	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the period	3,000,100	30,001,000.00	3,000,100	29,469,500.00
Call money received during the year	-	-	-	531,500.00
Outstanding at the end of the period	3,000,100	30,001,000.00	3,000,100	30,001,000.00

**b) Terms/Rights attached to equity shares**

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

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the share holders.

**c) Details of Shareholders holding more than 5% Shares in the Company.**

	As at 31st March 2017		As at 31 March 2016	
Name of the Shareholder	No. of Shares	% held	No. of Shares	% held
Kiran Baid	179978	5.999%	179978	5.999%
Baboolal Birmecha	297900	9.930%	297900	9.930%

**3. RESERVES AND SURPLUS**

**Statutory Reserve**

Opening Balance

Add: Transferred from Profit & Loss A/c

Closing Balance

**Profit & Loss Account**

Opening balance

Add: Net Profit/(Net Loss) For the current year

Provision for Income Tax written off.

Provision for Diminution in shares written off

Provision for NPA write off

Less: Provision for Diminution in shares

Transferred to Statutory Reserve

Closing Balance

**TOTAL**

As at 31st March, 2017 Amount in Rs.	As at 31st March, 2016 Amount in Rs.
434,231.00	396,235.00
-	37,996.00
434,231.00	434,231.00
(9,149,592.58)	(10,573,336.44)
(299,367.02)	189,981.86
736.00	-
1,051,597.00	-
159,521.00	2,000,000.00
(8,237,105.60)	(8,383,354.58)
-	728,242.00
-	37,996.00
(8,237,105.60)	(9,149,592.58)
(7,802,874.60)	(8,715,361.58)

- a) The company has transferred 20% of Profit for the year to Statutory Reserve as required by Section 45IC of the Reserve Bank of India Act, 1934 for Non-Banking Financial companies.



ORCHID SECURITIES LIMITED  
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

	As at 31st March, 2017 Amount in Rs.	As at 31st March, 2016 Amount in Rs.
<b>4. LONG TERM PROVISIONS</b>		
Contingent Provision on Standard Assets		
Opening Balance	14,936.00	9,621.00
For the year	3,080.00	5,315.00
Closing Balance	<u>18,016.00</u>	<u>14,936.00</u>
<b>5. SHORT TERM BORROWINGS</b>		
Secured		
Car Loan	167,975.94	296,527.19
( against hypothecation of car)		
TOTAL	<u>167,975.94</u>	<u>296,527.19</u>
<b>6. TRADE PAYABLES</b>		
Micro, Medium & Small Enterprises		
Others	360,031.00	-
TOTAL	<u>360,031.00</u>	<u>-</u>
<b>7. OTHER CURRENT LIABILITIES</b>		
Outstanding Liabilities	137,782.00	145,949.88
TDS Payables	3,594.00	-
TOTAL	<u>141,376.00</u>	<u>145,949.88</u>
<b>8. SHORT TERM PROVISIONS</b>		
a) Provisions for Diminution in value of shares		
Opening Balance	8,696,784.00	7,968,542.00
For the year	(1,051,597.00)	728,242.00
Total (a)	7,645,187.00	8,696,784.00
b) Provision For Income Tax	-	20,000.00
TOTAL (a+b)	<u>7,645,187.00</u>	<u>8,716,784.00</u>
<b>10. LONG TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Deposits	3,000.00	3,000.00
Other Loans and Advances	6,005,271.00	4,978,554.00
TOTAL	<u>6,008,271.00</u>	<u>4,981,554.00</u>
<b>12. TRADE RECEIVABLES</b>		
(Unsecured Considered Goods)		
Outstanding for a period exceeding 6 months	-	-
Other Debts	54,423.51	35,078.00
TOTAL	<u>54,423.51</u>	<u>35,078.00</u>
<b>13. CASH AND BANK BALANCES</b>		
Balances with Bank in current account	1,047,302.93	1,664,822.42
Cash in hand	239,822.55	180,128.55
TOTAL	<u>1,287,125.48</u>	<u>1,844,950.97</u>





# ORCHID SECURITIES LTD.

## 09. FIXED ASSETS

ITEMS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04.2016	Addition during the Year	Sale/Adj. during the Year	As at 31.03.2017	As at 01.04.2016	For the Year	Adjust- ment	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets										
V. Machine	9,700.00	-	-	9,700.00	6,058.00	1,600.00	-	7,658.00	2,042.00	3,642.00
Computer	45,135.00	-	-	45,135.00	42,878.00	-	-	42,878.00	2,257.00	2,257.00
Air Conditioner	55,742.00	-	-	55,742.00	49,970.00	2,985.00	-	52,955.00	2,787.00	5,772.00
Motor Car	609,640.00	-	-	609,640.00	144,790.00	72,395.00	-	217,185.00	392,455.00	464,850.00
TOTAL	720,217.00	-	-	720,217.00	243,696.00	76,980.00	-	320,676.00	399,541.00	476,521.00
PREVIOUS YEAR	720,217.00	-	-	720,217.00	166,429.00	77,267.00	-	243,696.00	476,521.00	



**ORCHID SECURITIES LIMITED**

**11. INVENTORIES**

Particulars	FACE VALUE	As on 31st March, 2017		As on 31st March, 2016	
		Qty.	Amount	Qty.	Amount
Aananda Lakshmi Spinning Mills Ltd.	10.00	260	10,530.00	260	10,530.00
ABAN Offshore Limited	2.00	300	95,018.20	300	210,724.59
Action Construction Equipment Ltd.	2.00	1,500	95,071.32	1,500	95,071.32
Advik Laboratories Ltd.	10.00	3,045	54,229.93	3,045	54,229.93
Aftek Limited	2.00	3,802	48,253.20	3,802	48,253.20
Ajmera Realty & Infra India Ltd.	10.00	2,000	340,193.26	-	-
Aksh Optifibre Ltd.	5.00	7,000	170,513.91	2,000	36,800.00
Alfa Transform. Ltd.	10.00	500	42,782.50	500	42,782.50
Alok Industries Limited	10.00	27,500	222,419.18	27,500	222,419.18
Alphageo (India) Limited	-	-	-	250	139,947.50
Amar Remedies Ltd.	10.00	2,000	23,270.04	2,000	23,270.04
Ambika Agarbati & Aroma Inds. Ltd.	10.00	1,000	22,610.00	1,000	22,610.00
Andhra Cements Ltd.	10.00	3,500	46,039.98	3,500	46,039.98
Anusha International Ltd.	10.00	2,700	27,000.00	2,700	27,000.00
Aptech Limited	-	-	-	1,200	94,248.22
Arrow Textiles Limited	10.00	1,000	48,439.40	-	-
Arss Infrastructure Projects Ltd.	10.00	3,600	218,994.59	3,600	218,994.59
Artefact Projects Ltd.	10.00	250	26,077.50	250	26,077.50
Ashco Niulab Industries Ltd.	10.00	1,000	12,200.00	1,000	12,200.00
Ashirwad Steels & Industries Ltd.	10.00	1,000	29,700.00	1,000	29,700.00
Ashoke Leyland Limited	-	-	-	3,000	313,980.00
Asian Electronics Ltd.	5.00	1,000	28,765.00	1,000	28,765.00
Asian Oil Field Service Ltd.	-	-	-	500	41,405.00
Astech Life Sciences Limited	-	-	-	500	148,369.70
ATN International Limited	4.00	4,400	8,844.00	4,400	8,844.00
Bafra Pharmaceuticals Ltd.	-	-	-	2,500	89,975.00
Barak Valley Cements Ltd.	10.00	1,000	38,725.80	1,000	38,725.80
Bedmutha Industries Limited	10.00	2,000	54,400.00	-	-
Bellary Steel & Alloys Ltd.	1.00	6,000	12,900.00	6,000	12,900.00
Bharat Commerce & Inds. Ltd.	10.00	4,000	15,300.00	4,000	15,300.00
BL Kashyap & Sons Limited	-	-	-	2,500	50,690.80
Brandhouse Retails Ltd.	10.00	2,000	11,048.00	2,000	11,048.00
Brooks Laboratories Ltd.	10.00	1,000	161,188.25	-	-
C & C Constructions Ltd.	10.00	2,200	90,308.90	200	55,908.90
CCS Infotech Limited.	10.00	1,000	19,600.00	1,000	19,600.00
Clutch Auto Limited	10.00	2,000	125,660.24	2,000	125,660.24
Confidence Petroleum India Ltd.	1.00	1,000	8,280.50	1,000	8,280.50
Core Education & Technology Ltd.	2.00	3,300	134,362.24	3,300	134,362.24
CSS Tech energy Ltd.	-	-	-	500	54,775.00
Cyber Mat Infotech Ltd.	10.00	2,000	26,250.00	2,000	26,250.00
DCW Limited	2.00	2,000	51,820.00	2,000	51,820.00
Deccan Gold	10.00	1,500	68,699.10	-	-
Dhanalakshmi Bank Ltd.	10.00	2,900	205,675.42	2,900	205,675.42
Dhunseri Petrochem Ltd.	-	-	-	700	80,540.25
Diamond Power Infrastructure Ltd.	-	-	-	2,500	113,400.00
DMC Education Ltd.	5.00	1,000	24,920.00	1,000	24,920.00
DSQ Software Limited	10.00	1,565	40,807.72	1,565	40,807.72
Dynemic Products Ltd.	10.00	500	74,115.00	-	-
Eastern Silk Industries Ltd.	2.00	2,000	51,913.28	2,000	51,913.28
Ecoboard Industries Ltd.	10.00	1,000	25,630.00	1,000	25,630.00
Educomp Solutions Ltd.	-	-	-	100	46,907.00
Elecon Engineering Company Ltd.	2.00	500	47,433.75	500	47,433.75
Electro Steel Casting Ltd.	1.00	2,000	45,064.74	2,000	45,064.74
Emkay Global Financial Services Ltd.	10.00	400	45,306.00	400	45,306.00
EON Electric Ltd.	5.00	1,500	116,570.04	-	-
ERA Infra Engineering Ltd.	2.00	10,000	38,788.00	10,000	38,788.00
Escorts Finance Limited	-	-	-	2,000	28,201.80
Fsskay Telecom Ltd.	10.00	5,000	44,233.15	5,000	44,233.15



Estar Infotech Limited	2.00	10,000	20,000.00	10,000	20,000.00
Evenest Kanto Cylinder Ltd.	-	-	-	6,000	179,673.96
Farmax India Ltd.	1.00	3,000	41,913.00	3,000	41,913.00
Ferro Alloys Corporation Ltd.	1.00	2,000	31,000.00	2,000	31,000.00
Flawless Diamond (India) Ltd.	1.00	15,000	65,391.90	15,000	65,391.90
Futura Polysters Limited	10.00	1,000	24,284.69	1,000	24,284.69
Future Enterprise Limited	10.00	7,500	179,824.95	-	-
Gajra Bevel Gears Ltd.	10.00	1,000	9,300.00	1,000	9,300.00
Genus Paper & Boards Ltd.	-	-	-	2,000	-
Geodesic Limited	2.00	300	43,808.00	300	43,808.00
GG Automotive Gears Ltd.	10.00	4,000	64,812.36	4,000	64,812.36
Global Finance Corpn. Ltd.	10.00	2,000	34,600.00	2,000	34,600.00
Glory Telefilms Ltd.	10.00	2,000	51,355.00	2,000	51,355.00
Gmr Infrastructure Limited	1.00	17,500	349,646.85	17,500	349,646.85
Godawari Power & Ispat Ltd.	10.00	450	85,477.50	450	85,477.50
Gontermann Peipers (India) Ltd.	10.00	500	15,345.00	500	15,345.00
Gowind Rubber Limited	10.00	500	19,220.00	500	19,220.00
Granules India Limited	1.00	500	64,662.14	500	64,662.14
Gujrat Apollo Industries Ltd.	10.00	300	69,160.51	300	69,160.51
Gujrat Gas Co. Ltd.	10.00	2,000	106,456.08	4,000	164,860.00
GVK Power & Infrastructure Ltd.	1.00	4,500	53,269.97	4,500	53,269.97
Hanung Toys & Textiles Ltd.	10.00	300	45,982.57	300	45,982.57
Harig Crankshaft Ltd.	1.00	5,000	10,000.00	5,000	10,000.00
Hindustan Construction Co. Ltd.	10.00	4,000	143,531.32	-	-
Housing Development & Infrastructure Ltd.	10.00	1,998	181,494.22	3,251	284,791.11
Himachal Futuristics & Communication Ltd.	1.00	32,600	524,902.38	32,600	524,902.38
Himadri Speciality Chemicals Ltd.	1.00	4,500	157,115.50	2,000	58,715.50
Hindal Co. Limited	-	-	-	1,000	144,857.94
Hindustan Dorr-Oliver Limited	2.00	1,500	85,413.60	1,500	85,413.60
Hindustan Bio-Sciences Ltd.	10.00	2,000	6,840.00	2,000	6,840.00
Hindustan Engg. & Inds. Ltd.	10.00	8	23,062.98	8	23,062.98
Hindustan Motors Limited	5.00	14,500	248,304.38	14,500	248,304.38
Hindustan Oil Exploration Co. Ltd.	10.00	2,500	283,378.70	1,500	213,809.00
Hotline Glass Limited	10.00	2,000	4,000.00	2,000	4,000.00
IDBI Bank Limited	10.00	1,250	179,632.18	1,250	179,632.18
IDFC Limited	10.00	1,000	68,280.00	-	-
IDFC Bank Limited	10.00	1,000	81,380.00	-	-
IFCI Limited	-	-	-	3,999	149,956.62
IKF Technologies Ltd.	-	-	-	7,000	31,458.70
IL&PS Engg. & Const. Ltd.	10.00	750	80,316.87	750	79,555.20
Impex Ferro Tech. Ltd.	10.00	1,500	33,180.00	1,500	33,180.00
India Bull Real Estate Limited	2.00	1,000	81,765.36	3,000	240,033.60
Indorama Synthetics (India) Ltd.	-	-	-	2,000	65,960.00
Indo Solar Limited	-	-	-	7,000	118,295.94
Innovassynth Investments Limited	10.00	454	14,305.31	454	14,305.31
Intense Tech. Limited	-	-	-	600	72,939.61
ISMT Limited	-	-	-	1,000	72,300.00
IVRCL Limited	-	-	-	28,000	337,192.24
Jai Corporation Limited	1.00	1,700	249,464.65	1,700	249,464.65
Jaiprakash Power Venture Ltd.	10.00	37,000	278,587.67	27,000	225,887.67
JB Chemical & Pharmaceutical Ltd.	10.00	500	190,717.00	-	-
JCT Electronics Limited	1.00	2,500	24,034.30	2,500	24,034.30
JCT Limited	2.50	24,000	197,482.80	24,000	197,482.80
Jhagadia Copper Limited	10.00	3,200	41,733.60	3,200	41,733.60
Jindal Online C.	-	-	-	5,000	7,700.00
Jindal Saw Limited	2.00	2,000	182,462.72	1,896	175,533.20
Jindal Steel & Power Limited	1.00	3,100	413,330.41	2,100	345,169.99
JITF Infralogistics Ltd.	2.00	152	-	-	-
J. Kumar Infraprojects Ltd.	10.00	1,000	230,846.85	-	-
Jai Prakash Associates Ltd.	2.00	33,725	485,914.18	13,725	295,277.04
Jubilant Industries Ltd.	10.00	1,000	394,350.90	-	-
Jupiter Bio-Science Ltd.	10.00	3,500	71,734.99	3,500	71,734.99
Jyoti Structure Limited	2.00	10,000	137,300.00	-	-
Kanika Infra & Power Ltd.	2.00	10,500	20,451.59	10,500	20,451.59



Kashyap Tele - Medicine Ltd.	1.00	5,000	7,700.00	-	-
KEW Industries Ltd.	10.00	1,000	17,970.00	1,000	17,970.00
Kihinoor Broadcasting Corpn. Ltd.	10.00	3,000	34,939.98	3,000	34,939.98
Kiri Industries Limited	-	-	-	1,000	114,739.10
Kirloskar Electrical Limited	10.00	500	48,130.00	500	48,130.00
K-Lifestyle & Industries Ltd.	1.00	40,000	47,599.60	40,000	47,599.60
K. S. Oil Limited	1.00	25,000	262,894.25	25,000	262,894.25
KSS Limited	1.00	10,000	17,350.00	10,000	17,350.00
Lakshmi Precision Screws Ltd.	10.00	1,500	98,129.79	1,500	98,129.79
Lanco Infratech. Ltd.	-	-	-	26,000	271,243.18
Lan-esoda Industries Ltd.	10.00	5,000	6,500.00	5,000	6,500.00
Lincoln Pharmaceuticals Ltd.	10.00	300	99,822.50	-	-
Llyod Steels Industries Limited	1.00	3,400	-	-	-
Lokesh Machine Limited	10.00	1,750	169,776.50	1,750	169,776.50
Loveable Lingerie Limited	-	-	-	250	111,202.50
Lycos Internet Limited	2.00	6,000	63,694.98	1,000	24,795.00
Maars Software International Ltd.	10.00	8,000	35,598.64	8,000	35,598.64
Madhucon Projects Limited	1.00	600	78,637.50	600	78,637.50
Mafatlal Dyes & Chemicals Ltd.	10.00	1,000	17,945.00	1,000	17,945.00
Mahanagar Telephone Nigam Ltd.	10.00	500	50,200.00	500	50,200.00
Manali Petrochemicals Ltd.	10.00	2,000	81,288.76	-	-
Man Infra. Construction Ltd.	-	-	-	2,000	91,033.40
Mardia Chemicals Limited	10.00	1,500	7,650.00	1,500	7,650.00
Marg Ltd.	10.00	450	88,161.50	450	88,161.50
Marson's Limited	-	-	-	1,000	21,704.00
Mascon Global Ltd.	10.00	1,000	6,640.00	1,000	6,640.00
Max Ventures & Industries Ltd.	10.00	1,000	68,586.70	-	-
MCS Ltd.	10.00	1,000	19,860.00	1,000	19,860.00
Meghmani Organics Limited	-	-	-	2,000	45,120.00
Mercator Lines Limited	-	-	-	2,000	63,291.24
Metal Box India Limited	10.00	2,000	9,200.00	2,000	9,200.00
Micro Technologies Ltd.	10.00	400	55,946.50	400	55,946.50
Mirc Electronics Ltd.	1.00	5,000	87,950.00	7,500	131,925.00
Moschip Semi Con Technology Limited	2.00	1	22.80	2,001	45,625.22
Mukand Engineering Limited	10.00	1,000	55,475.16	1,000	32,930.00
Munjal Auto Industries Limited	-	-	-	500	40,539.25
Murud Ceramics Limited	10.00	2,000	57,300.00	-	-
Nagarjuna Construction Co. Limited	2.00	3,900	372,517.24	3,900	372,517.24
Narendra Properties Limited	10.00	500	48,490.00	500	48,490.00
Nelco Limited	10.00	2,400	186,391.61	2,400	186,391.63
Network 18 Media & Investment Ltd.	5.00	250	21,627.10	250	21,627.10
Nextgen Animation Ltd.	10.00	5,280	42,265.98	5,280	42,265.98
Next Media Works	10.00	1,000	50,236.30	1,000	50,236.30
NICCO UCO Alliance Credit Ltd.	10.00	900	22,874.99	900	22,874.99
NIIT Limited	2.00	1,000	70,009.24	1,000	70,009.24
Nitin Fire Protection Industries Ltd.	-	-	-	500	25,630.00
NMDC Ltd.	1.00	300	99,418.00	300	99,418.00
NTC Industries Limited	10.00	500	38,946.70	500	38,946.70
Ocean Infrastructure Limited	10.00	2,000	28,600.00	2,000	28,600.00
Oil Country Tubular Ltd.	10.00	5,000	293,608.80	-	-
Opal Industries Limited	-	2,000	4,000.00	2,000	4,000.00
Opto Circuit (India) Ltd.	10.00	-	-	500	13,485.00
Orbit Corporation Ltd.	10.00	500	8,385.00	500	8,385.00
Orchid Chemical Limited	10.00	2,000	284,093.70	2,000	284,093.70
Oudh Sugar Mills Limited	-	-	-	1,500	120,696.95
Padmini Technologies Limited	10.00	1,200	57,444.00	1,200	57,444.00
Parrekh Platinum Limited	10.00	1,000	12,706.74	1,000	12,706.74
Patel Engineering Limited	1.00	500	70,637.45	500	70,637.45
PBA Infrastructure Limited	10.00	2,000	40,700.00	2,000	40,700.00
Penner Industries Ltd.	5.00	1,000	58,028.73	1,000	58,028.73
Penta Media Graphics Limited	-	-	-	11,400	42,981.42
Pentefour Products Limited	10.00	600	15,090.00	600	15,090.00
Permanent Magnets Limited	10.00	1,000	28,390.00	1,000	28,390.00
Philips Carbone Black Ltd.	10.00	1,000	209,510.25	-	-



Punjab National Bank Ltd.	2.00	500	76,580.00	-	-
Polyplex Corporation Limited	10.00	200	96,734.10	200	96,734.10
Prof Industries Limited	-	-	-	2,000	208,420.24
Prakash Industries Limited	10.00	1,500	153,489.99	1,500	153,489.99
Pratibha Industries Limited	-	-	-	1,000	62,410.00
Prime Securities Limited	-	-	-	1,000	60,000.00
Prozone Intu Properties Ltd.	2.00	1,000	37,957.43	1,000	37,957.43
Prudential Mouli Sugar Limited	10.00	800	8,000.00	800	8,000.00
PSL Ltd.	10.00	500	86,410.05	500	86,410.05
Punj Lloyd Limited	-	-	-	5,750	430,245.76
PVP Ventures Limited	10.00	1,000	29,990.00	1,000	29,990.00
Rain Industries Limited	2.00	1,000	53,649.96	1,000	51,492.50
Rajapalayam Mills Limited	-	-	-	200	82,410.00
Rattan India Infrastructure Ltd.	2.00	2,507	-	2,507	-
Rattan India Power Ltd.	10.00	2,000	27,700.00	2,000	27,700.00
RDB Realty & Infrastructure Ltd.	10.00	1,000	59,896.67	1,000	59,896.67
Real Strip Limited	10.00	500	22,615.75	500	22,615.75
Redington India Limited	2.00	500	69,311.50	500	69,311.50
Reliance Capital Limited	10.00	1,200	493,946.47	1,700	708,068.28
Reliance Defence & Engineering Ltd.	10.00	1,000	93,670.00	1,000	93,670.00
Reliance Industrial Infrastructure Ltd.	10.00	625	462,361.43	625	462,361.43
Reliance Infrastructure Limited	-	-	-	3	1,496.81
Reliance Power Limited	10.00	2,760	260,509.80	2,760	301,627.43
Resurgere Mines & Minerals Indus. Ltd.	10.00	1,500	47,734.35	1,500	47,734.35
Rico Auto Industries Limited	1.00	1,500	63,880.67	1,500	63,880.67
Ritesh Properties & Industries Ltd.	10.00	1,500	58,329.00	1,500	58,329.00
RMG Alloy Steels Ltd.	5.00	2,520	32,743.57	2,520	32,743.59
Rohit Ferro Tech. Ltd.	-	-	-	1,400	137,983.58
Rolta India Limited	10.00	1,000	120,697.35	1,000	120,697.35
Roman Tarmat Limited	10.00	200	56,841.25	200	56,841.25
Royale Manor Hotels & Industries Ltd.	10.00	1,000	24,388.50	1,000	24,388.50
Ruchi Infrastructure Limited	1.00	1,000	22,560.04	1,000	22,560.04
Ruchi Soya Industries Ltd.	2.00	1,500	121,587.99	1,500	121,587.99
Sai Television Limited	10.00	2,000	14,200.00	2,000	14,200.00
Sakthi Sugars Limited	10.00	2,500	135,987.68	2,500	167,643.00
S.A.L. Steel Authority Limited	10.00	2,000	12,740.00	2,000	12,740.00
Sanghi Polyester Limited	10.00	3,000	10,718.16	3,000	10,718.16
Sanica Global Infraprojects Ltd.	10.00	400	13,680.00	400	13,680.00
Sarla Performance Ltd (Sarlacorp)	-	-	-	500	31,025.00
Seasons Furnishing Ltd.	10.00	1,000	15,000.00	1,000	15,000.00
SEL Manufacturing Co.	10.00	500	30,100.00	500	30,100.00
Seven Tech Limited	10.00	2,000	60,160.00	2,000	60,160.00
Sharp India Limited	10.00	1,000	62,050.25	1,000	62,050.25
Sheshadri Industries Ltd.	10.00	370	14,985.00	370	14,985.00
Shirpur Gold Refinery Ltd.	-	-	-	500	50,985.00
Shivalik Bi Metal Controls Ltd.	-	-	-	1,500	61,243.80
Shiva Texyern Limited	-	-	-	500	55,339.20
Shree Astha Vinayak Cine Vision Ltd.	1.00	2,500	15,825.00	2,500	15,825.00
Shree Global Tradein Limited	5.00	500	29,087.00	100	29,087.00
Shree Mahanagar Sugar Mill Ltd.	1.00	10,000	7,850.00	10,000	7,850.00
Shree Ram Urban Infrastructure Ltd.	10.00	200	83,416.00	200	83,416.00
Sil Business Enterprise Ltd.	10.00	1,000	16,110.20	1,000	16,110.20
Silverton Spinners Ltd.	10.00	1,000	10,900.00	1,000	10,900.00
Sintex Industries Limited	1.00	1,000	82,607.78	1,000	82,607.78
Siris Limited	10.00	700	50,666.00	700	50,666.00
S. Kumars Nationwide Ltd.	10.00	1,000	61,772.50	1,000	61,772.50
Softtrak Technology Exports Ltd.	10.00	4,000	4,000.00	4,000	4,000.00
Soundcraft Industries Ltd.	2.00	3,000	-	3,000	-
Spentex Industries Limited	10.00	1,000	4,160.00	1,000	4,160.00
Sri Digvijay Cement Limited	10.00	3,017	108,765.17	3,017	108,765.20
Steel Authority of India Ltd.	10.00	5,050	356,677.66	5,050	356,677.71
Store One Retail India Ltd.	-	-	-	500	56,211.00
Subex Limited	10.00	19,500	245,162.58	19,500	245,162.58
Sujana Metal Products Limited	5.00	2,500	55,912.50	2,500	55,912.50





Sundram Fasteners Limited	10.00	25	6,636.25	-	-	
Sunflag Iron & Steel Co. Ltd.	-	-	-	1,000	32,960.00	
Sunitee Chemicals Limited	1.00	5,000	3,800.00	5,000	3,800.00	
Super Forgeings & Steel Ltd.	10.00	3,893	14,168.50	3,893	14,168.50	
Surya Chakra Power Corpn. Ltd.	10.00	19,000	90,141.13	19,000	90,141.13	
Surya Jyoti Spinning Mill Ltd.	10.00	500	24,377.24	500	24,377.24	
Suryavanshi Spinning Mills Ltd.	10.00	370	14,985.00	370	14,985.00	
Suzlon Energy Ltd.	2.00	12,000	273,065.52	7,000	176,065.54	
Syncom Healthcare Limited	10.00	5,000	38,155.00	5,000	38,155.00	
Tata Sponge Iron Limited	10.00	500	355,680.20	-	-	
Teledata Informatics Limited	2.00	500	16,851.25	500	16,851.25	
Teledata Marine Solutions Ltd.	2.00	250	8,425.63	250	8,425.63	
Teledata Technology Solutions Ltd.	2.00	250	8,425.62	250	8,425.62	
Temptation Foods Ltd.	10.00	500	19,409.20	500	19,409.20	
The Indian Card Clothing Co. Ltd.	-	-	-	200	54,472.00	
The Tinplate Co. India Ltd.	-	-	-	1,000	82,898.75	
Transgene Biotech Ltd.	10.00	10,000	49,000.00	10,000	49,000.00	
Trigyn Technology Limited	10.00	1,000	129,045.00	-	-	
Triplex Overseas Limited	10.00	2,000	31,140.10	2,000	31,140.10	
T Spiritual World Limited	10.00	-	-	4,000	11,480.00	
Tutis Techno. Limited	10.00	500	18,320.00	500	18,320.00	
TVS Electronics Limited	-	-	-	1,000	103,411.15	
United Breweries (oldings) Ltd.	10.00	10,000	567,150.00	-	-	
Udaipur Cement Works Ltd.	-	-	-	5,000	72,500.00	
Ujas Energy Ltd.	-	-	-	2,000	76,700.00	
Unitech Limited	2.00	27,000	500,323.50	27,000	500,323.50	
Unity Infra Projects Ltd.	2.00	6,500	108,566.97	6,500	108,566.97	
Uniworth Textiles Limited	10.00	1,000	20,500.00	1,000	20,500.00	
Usha India Limited	10.00	2,000	7,700.00	2,000	7,700.00	
Uttam Galva Steels Limited	-	-	-	5,000	428,576.65	
Uttam Value Steel Ltd.	1.00	25,000	46,000.00	5,000	46,000.00	
Valecha Engineering Ltd.	10.00	1,000	35,690.00	1,000	35,690.00	
Vanasthali Textiles Industries Ltd.	10.00	2,000	37,400.00	2,000	37,400.00	
Vascon Engineers Ltd.	10.00	2,000	68,595.60	2,000	68,595.60	
Vedanta Limited	10.00	1,000	237,335.00	-	-	
Verinoca Laboratories Ltd.	10.00	2,000	22,866.00	2,000	22,866.00	
Viceroy Hotels Limited	10.00	3,000	128,616.30	3,000	128,616.30	
Vijaya Bank Limited	10.00	2,500	256,702.00	2,500	256,702.00	
Vijay Shanti Builders Limited	10.00	500	17,366.44	500	17,366.44	
Vikash Metal & Power Ltd.	10.00	2,000	22,499.94	2,000	22,499.94	
Vinta Labs Limited	10.00	1,000	105,137.63	-	-	
Vinyle Chemical India Ltd.	-	-	-	1,000	52,480.00	
Visaka Industries Limited	-	-	-	500	86,190.00	
Visu International Limited	10.00	2,000	12,380.00	2,000	12,380.00	
Va Tec Wabag Limited	-	-	-	250	132,392.50	
Walchandnagar Industries Ltd.	2.00	500	69,082.11	500	69,082.11	
Wopolin Plastic Limited	10.00	1,000	14,220.00	1,000	14,220.00	
Zenith Computers Limited	10.00	200	19,386.00	200	19,386.00	
			832,977	20,794,981.35	865,951	21,920,310.02
Quoted - Preference Shares (Fully paid-up)						
JSW Steel Ltd. - Non convertible Preference Shares	10.00	3,200	32,000.00	3,200	32,000.00	
RSWM Ltd. - Optional convertible Preference Shares	7.50	1,000	23,977.00	1,000	23,977.00	
Total Preference Shares (Fully paid - up)		4,200	55,977.00	4,200	55,977.00	
Un-quoted - Equity Shares (Fully paid-up)						
Simplex Estates Pvt. Ltd.	10.00	15,000	195,000.00	-	-	
Toshith Securities Pvt. Ltd.	10.00	80,000	800,000.00	80,000	800,000.00	
		95,000	995,000.00	80,000	800,000.00	
GRAND TOTAL		932,177	21,845,958.35	950,151	22,776,287.02	



ORCHID SECURITIES LIMITED  
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

	As at 31st March 2017 Amount in Rs.	As at 31st March 2016 Amount in Rs.
<b>14. SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good) Interest Receivable	-	-
(Unsecured, considered doubtful) Other Loans and Advances	2,550,000.00	2,709,521.00
	2,550,000.00	2,709,521.00
Less: Provision for NPA	2,550,000.00	2,709,521.00
<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>15. OTHER CURRENT ASSETS</b>		
Advance to Staff	82,400.00	82,400.00
Maheshwari Datametics Pvt. Ltd. & others	-	50,000.00
Tax Deducted at source	147,272.00	176,862.00
Prepaid Expenses	26,038.00	36,182.00
Income Tax Refund Receivable	37,682.00	-
Preliminary Expenses	642,000.00	-
<b>TOTAL</b>	<b>935,392.00</b>	<b>345,444.00</b>
	<b>2016 - 2017</b>	<b>2015 - 2016</b>
<b>16. REVENUE FROM OPERATIONS</b>	<b>Amount in Rs.</b>	<b>Amount in Rs.</b>
Sale of shares	22,943,984.66	15,797,235.66
Interest (TDS Rs.96,288/-, Previous year Rs. 75,589/-)	962,879.00	755,892.00
Dividend	75,857.50	114,206.50
Speculative Profit	11,402.96	-
<b>TOTAL</b>	<b>23,994,124.12</b>	<b>16,667,334.16</b>
<b>17. OTHER INCOME</b>		
Interest on Income Tax Refund	6326.00	0.00
<b>TOTAL</b>	<b>6326.00</b>	<b>0.00</b>
<b>18. CHANGES IN INVENTORY OF STOCK IN TRADE</b>		
Opening Stock of shares	22,776,287.52	22,750,377.47
Less: Closing Stock of shares	21,845,958.35	22,776,287.52
<b>Net (Increase) / Decrease</b>	<b>930,329.17</b>	<b>(25,910.05)</b>
<b>19. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries	695,400.00	712,840.00
Bonus	44,680.00	40,825.00
Leave salary	13,885.00	8,425.00
Increment Salary	8,850.00	-
<b>TOTAL</b>	<b>762,815.00</b>	<b>762,090.00</b>
<b>20. FINANCE COSTS</b>		
Interest on Car Loan	23,924.87	36,788.67
<b>TOTAL</b>	<b>23,924.87</b>	<b>36,788.67</b>



ORCHID SECURITIES LIMITED  
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

**21. OTHER EXPENSES**

	2016 - 2017 Amount in Rs.	2015 - 2016 Amount in Rs.
Advertisement	8,751.00	22,020.00
Annual Custodian Fees	20,610.00	19,931.00
Auditor's Remuneration [ Refer Note (a) ]	22,500.00	20,500.00
Bank Charges	345.00	456.50
Books & Periodicals	2,436.00	300.00
Contingent Provision on Standard Assets	3,080.00	5,315.00
Conveyance	1,460.00	1,281.00
Demat Charges	9,975.73	13,791.31
Director Fees	12,500.00	14,500.00
Donation	5,000.00	5,000.00
Electric Charges	14,880.00	16,090.00
E-Voting Charges	5,750.00	11,400.00
Filing Fees	7,200.00	15,000.00
General Charges	57,909.00	39,351.00
Interest on P. Tax	90.00	300.00
Interest on TDS	3,340.00	-
Listing Fees	57,250.00	28,650.00
Loss on dealing in shares	-	62,332.46
Motor Car Expenses	66,360.00	64,575.00
Postage & Telegraph	36,716.00	36,191.00
Printing & Stationery	33,050.00	31,977.00
Preliminary Expenses Written off	160,500.00	-
Professional Fees	39,250.00	51,875.00
Rates & Taxes	6,750.00	6,750.00
Registrar Fees	40,252.00	28,562.00
Repair & Maintenance	2,400.00	6,800.00
Revocation Fees	-	3,938.00
Secretarial Audit Fees	5,000.00	5,000.00
Security Transaction Tax	93,317.00	67,413.00
Service Charges on Shares	74,128.33	51,867.82
Telephone Charges	15,669.00	16,224.53
Web site charges	3,650.00	-
<b>TOTAL</b>	<b>810,119.06</b>	<b>647,391.62</b>

**a) Auditor's Remunerations**

Statutory Audit Fees	9,000.00	9,000.00
Tax Audit Fees	3,000.00	3,000.00
Certification Fees	10,500.00	8,500.00
	<b>22,500.00</b>	<b>20,500.00</b>

**22. EARNING PER SHARE**

Weighted average number of equity shares outstanding during the year	3000100	3000100
Profit after Tax attributable to equity shareholders (₹)	(299,367.02)	189,981.86
Nominal value of ordinary shares (₹)	10/-	10/-
Earning per share ( Basic & Diluted ) (₹)	(0.10)	0.06

23. The Company's main business is financing and dealing in shares. As such, there are no separate reportable segments, as per the Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.



**ORCHID SECURITIES LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017**

24. As per the Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, the related parties of the company with whom had carried out transactions are as follows. These transactions were carried out in ordinary course of business and were at arm's length price

**(a) Key Management Personnel**

- (i) Mr. Baboolal Birmecha, Whole Time Director  
(ii) Mr. H. M. Baid, Chief Financial Officer

**Transactions with related parties during the year:**

Nature of Transactions	31.03.2017 Amount in Rs.	31.03.2016 Amount in Rs.
<b>Remuneration</b>		
Mr. B. L. Birmecha	300,000.00	300,000.00
Mr. H. M. Baid	222,670.00	218,170.00

25. In accordance with the guidelines on prudential norms prescribed by Reserve Bank of India in respect of non-performing assets, interest has not been recognised as income during the year to the extent of Rs. 3.82 lakhs.
26. No Deferred Tax Asset has been recognised as there is no certainty of the realization of the same in future.
27. Disclosures on holding and dealings of Specified Bank Notes during Demonetisation is shown in the table below:-

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	120,000.00	9,902.55	129,902.55
Add. Permitted Receipts	-	-	-
Add. Amount withdrawn from Bank	-	150,000.00	150,000.00
Less. Permitted Payments	-	5,713.00	5,713.00
Less. Amount deposited in Banks	120,000.00	-	120,000.00
Closing Cash in hand as on 30.12.2016	-	154,189.55	154,189.55

28. Particulars as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank of India) Directions, 1998 is enclosed as per Annexure - A.
29. There is no earnings and expenditure in foreign currency.
30. The Company has no income from Exceptional and Extraordinary items.
31. Previous Year figures have been re-grouped / re-arranged wherever found necessary.

For and on behalf of the Board of Directors

For Alfa Daga & Associates

Chartered Accountants

FRN 326733E

*Alfa Daga*  
(FCA Alfa Daga)

Proprietor

Membership No. 066300

Place : Kolkata

Date : 30.05.2017



Whole Time Director

*B. L. Birmecha*  
Director

*K. Saran Kumar*  
(Director)  
Director

*H. M. Baid*  
Chief Financial Officer

**ORCHID SECURITIES LIMITED**

**ANNEXURE - A**

Schedule annexed to the Balance Sheet as at 31st March, 2017  
(as required in terms of Paragraph 9BB of Non-Banking Financial  
Companies Prudential Norms(Reserve Bank) Directions, 1998)

( ₹. In Thousands )

Particulars	Amount Outstanding	Amount Overdue
<b>Liabilities Side :</b>		
1. Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :	NIL	NIL
(a) Debentures : Secured		
Unsecured		
(other than falling within the meaning of Public Deposits)	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	168	NIL
(d) Inter-corporate Loans and Borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*	NIL	NIL
(g) Other Loans (secured against pledge of shares held as its stock)	NIL	NIL
2. Break-up of (1) (f) above(outstanding public deposits inclusive of interest accrued thereon but not paid)	NIL	NIL
(a) In the form of Unsecured debentures		
(b) In the form of partly secured debentures i.e. Debentures where there is a shortfall in the value of security.	NIL	NIL
(c) Other public deposits	NIL	NIL
<b>Asset side :</b>	<b>Amount outstanding</b>	
3. Break up of Loans and Advances including bills receivables (other than those included in (4) below) :		
(a) Secured		NIL
(b) Unsecured		8535
4. Break up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities :		
(a) Lease assets including lease rentals under sundry debtors :		NIL
(i) Financial Lease		
(ii) Operating Lease		
(iii) Stock on hire including hire charges under sundry debtors :		NIL
(a) Assets on hire		
(b) Repossessed Assets		
(iii) Hypothecation loans counting towards EL/HP activities		NIL
(a) Loans where assets have been repossessed		
(b) Loans other than (a) above		





ORCHID SECURITIES LIMITED


5. Break-up of Investments :	
Current Investments :	
1. Quoted :	
(i) Shares : (a) Equity	20795
(b) Preference	56
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Fund	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	995
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Fund	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
Long Term Investments :	
1. Quoted :	NIL
(i) Shares : (a) Equity	
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Fund	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Fund	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL



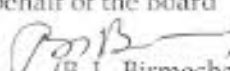
# ORCHID SECURITIES LIMITED

Particulars	Amount of net of Provisions		
6 Borrow group-wise classification of all leased assets,stock on hire and loans and advances.			
Category	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	--	8555	8555
Total	--	8555	8555
7 Investor group-wise classification of all investments(current and long term) in shares and securities (both Quoted and unquoted) :			
Category	Market Value/Break up Fair Value or NAV	Book Value (Net of Provisions)	
1. Related Parties**			
(a) Subsidiaries	NIL	NIL	
(b) Companies in the same group	NIL	NIL	
(c) Other related parties	1026	800	
2. Other than related parties	15804	13400	
Total	16830	14200	
8 Other Information			
Particular	Amount		
(i) Gross Non-Performing Assets			
(a) Related parties	NIL		
(b) Other than related parties	2550		
(ii) Net Non-Performing Assets			
(a) Related parties	NIL		
(b) Other than related parties	NIL		
(iii) Assets acquired in satisfaction of debt	NIL		
Total			


For ALFA DAGA & ASSOCIATES  
Chartered Accountants  
FRN : 326733E

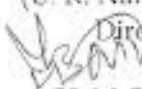


Alfa Daga  
(FCA Alfa Daga)  
Proprietor  
Membership No. 066300

On behalf of the Board  
  
(B. L. Birmecha)  
Whole Time Director

(L. P. Saraohi)  
Director

  
(U. K. Nahata)  
Director

  
(H. M. Baid)  
Chief Financial Officer

Place : Kolkata  
Date : The 30th day of May, 2017

**ORCHID SECURITIES LIMITED**

Form No. MGT-11

**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 : L18209WB1994PLC062173  
Name of the Company : ORCHID SECURITIES LIMITED  
Registered Office : 36A, BENTINCK STREET, 1ST FLOOR, KOLKATA - 700 069  
Name of the member(s) :  
Residential Address :  
E - mail ID :  
Folio No. / DP ID/ Client ID \* :

I/We being the Member(s) of ..... shares of Orchid Securities Limited, hereby appoint:

1. Name: .....  
Address: .....  
E.-mail ID: .....  
Signature: ..... or failing him/her.....
2. Name: .....  
Address: .....  
E - mail ID: .....  
Signature: ..... or failing him/her.....
3. Name: .....  
Address: .....  
E - mail ID: .....  
Signature: ..... or failing him/her.....

as my / our proxy to attend and vote (on a ballot or polling paper) for me/us and on my / our behalf at the 24th Annual general Meeting of the Company, to be held on Saturday, 23rd September, 2017 at 11.30 a.m. at 36A, Bentinck Street, 1st Floor, Kolkata - 700 069 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution Proposed	Optional	
		For	Against
	<b>Ordinary Business</b>		
01	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors		
02	Re-appointment of Mr. Dipak Banthia, Independent Director, retiring by rotation		
03	Re-appointment of Mr. Lakhi Prasad Saraogi, Independent Director, retiring by rotation		
04	Appointment of Statutory Auditors and fixing their remuneration		

Signed this .....day of .....2017

Signature of the Shareholder

Signature of the Proxy holder(s)

Affix  
Revenue  
Stamp

**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the text of the Resolutions, Explanatory Statement & Notes, please refer to the Notice convening the 24th Annual General Meeting dated 23rd September, 2017.
3. \*It is optional to put 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolution(s), your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



**ORCHID SECURITIES LIMITED**

CIN : L18209WB1994PLC062173

36A, BENTINCK STREET, 1ST FLOOR, KOLKATA - 700 069, TEL.:4004 8757

e-mail. orchidsecurities\_ltd@yahoo.co.in

**ATTENDANCE SLIP**  
(To be presented at the entrance)

24th Annual General Meeting - 23rd September, 2017

Folio No. / *Client ID	
*DP ID	
No. of Shares	

Applicable for Investors holding shares in electronic form.

Name of the Member / Proxy

holder\*\*.....  
(in BLOCK LETTERS)

I certify that I am a Member / Proxy holder of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company held on Saturday, the 23rd Day of September, 2017 at 11.30 a.m. at 36A, Bentinck Street, 1st Floor, Kolkata - 700 069.

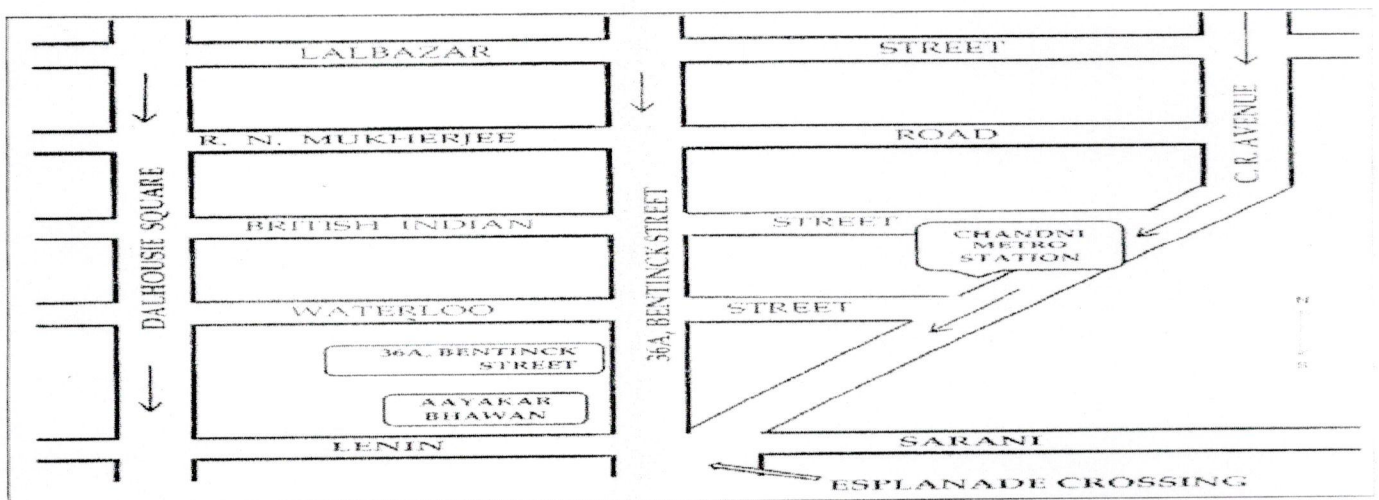
Signature of the Member/Proxy holder

\*\* Strike out whichever is not applicable

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report for reference at the meeting.

The Route Map of the AGM Venue :

Venue : 36A, BENTINCK STREET, 1ST FLOOR, KOLKATA - 700 069



Land mark : Beside Aayakar Bhawan

Distance from Howrah Railway Station ; 3.6 kms.

Distance from Netaji Subhash Chandra Airport : 15.4 kms.